

PROSPECTUS - OCTOBER 30TH, 2024

HAVAS

HAVAS

Havas N.V.

(a public limited liability company (naamloze vennootschap) governed by the laws of the Netherlands, with its registered office (statutaire zetel) in Amsterdam, the Netherlands)

Admission to listing and trading of all ordinary shares on Euronext Amsterdam

This prospectus (the “**Prospectus**”) has been prepared in connection with the Distribution (as defined below) and the admission to listing and trading (the “**Admission**”) of all issued and outstanding ordinary shares in the share capital of Havas N.V., a public company (*naamloze vennootschap*) governed by the laws of the Netherlands (“**Havas**” or the “**Company**”), with a nominal value of EUR 0.20 each (the “**Havas Ordinary Shares**”) on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. (“**Euronext Amsterdam**”).

THIS PROSPECTUS IS NOT PUBLISHED IN CONNECTION WITH AND DOES NOT CONSTITUTE AN OFFER OF SECURITIES BY OR ON BEHALF OF HAVAS

The Admission is made in connection with the separation of the Havas business segment (the “**Havas Business**”) of Vivendi SE, a *Societas Europaea* governed by the laws of France (“**Vivendi**”) and listed on Euronext Paris, a regulated market operated by Euronext Paris S.A. (“**Euronext Paris**”), from Vivendi’s other business segments. The Havas Business operated by Vivendi through Havas S.A., a limited liability company (*société anonyme*) governed by the laws of France (“**Havas S.A.**”), together with Havas S.A.’s direct and indirect subsidiaries, was contributed by Vivendi to the Company on October 28, 2024 (the “**Havas Contribution**”). Following the Havas Contribution, the Company owns and operates, indirectly through Havas S.A. and its subsidiaries, the Havas Business. Vivendi currently holds, and will distribute, all of the Havas Ordinary Shares to the shareholders of Vivendi (“**Vivendi Shareholders**”), as further described in this Prospectus (the “**Distribution**”). Approval of the Distribution by the Vivendi Shareholders will be sought at the combined general meeting of the Vivendi Shareholders to be held on or around December 9, 2024 (the “**Vivendi General Meeting**”).

From a legal perspective, the effective date in respect of the Distribution (the “**Effective Date**”) is expected to be December 13, 2024 at 11:59 p.m. (CET). Vivendi Shareholders are expected to be entitled to receive one (1) Havas Ordinary Share for each issued and outstanding ordinary share with a nominal value of EUR 5.50 per share in the share capital of Vivendi (each a “**Vivendi Share**”) that such shareholders hold (the “**Allocation Ratio**”), subject to any potential adjustment to the Allocation Ratio, as further described in this Prospectus. Vivendi Shareholders will, depending on their current custody arrangements, receive an automatic distribution or be asked to make an election in respect of the manner in which they wish to take delivery of their Havas Ordinary Shares as further described in this Prospectus and such elections will be fulfilled as long as such shareholders hold Vivendi Shares. From a trading perspective, the date of detachment in respect of the Distribution will take place on December 16, 2024 (the “**Ex Date**”). The right to receive Havas Ordinary Shares will be detached from the Vivendi Shares on the Ex Date. As a consequence, the last day of trading of the Vivendi Shares on Euronext Paris which include the right to receive Havas Ordinary Shares will be December 13, 2024. Investors purchasing Vivendi Shares as from December 16, 2024 will not be entitled to receive Havas Ordinary Shares in the Distribution. Investors acquiring or selling Vivendi Shares as from December 14, 2024 in over-the-counter or other transactions not effected on Euronext Paris should ensure such transactions take into account the treatment of the Havas Ordinary Shares to be distributed in respect of

such Vivendi Shares in the Distribution. Shareholders should contact their bank or broker for further information if they intend to engage in any such transaction.

The Distribution of Havas Ordinary Shares will be made on December 18, 2024 (the “**Settlement Date**”). Depending on the respective bank or broker of the Vivendi Shareholders, it is expected that the Havas Ordinary Shares will be credited to their securities accounts either on the Settlement Date or as soon as possible thereafter. See Section 4.4, “*Delivery, clearing and settlement of Havas Ordinary Shares*” for more information. The Vivendi Shares are currently admitted to trading and listing on Euronext Paris, under the ticker symbol “VIV”.

The actual number of Havas Ordinary Shares that will be distributed pursuant to the Distribution will depend, in particular, on the total number of Vivendi Shares (excluding Vivendi Shares held by Vivendi or any persons acting in their own name but on behalf of Vivendi (such Vivendi Shares, the “**Excluded Vivendi Shares**”). As at the date of this Prospectus, the number of Vivendi Shares was 1,029,918,125 and the number of Excluded Vivendi Shares was 38,106,631. Vivendi Shareholders are not expected to receive fractional Havas Ordinary Shares.

The Company was incorporated on January 6, 2021 as a simplified joint-stock company (*société par actions simplifiée*) under the laws of France. The Company then underwent a cross-border conversion to become a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) governed by the laws of the Netherlands on September 18, 2024 (the “**Cross-Border Conversion**”), and will be converted on or about December 9, 2024 into a public limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands (the “**Conversion**”). The Company has its headquarters at 29-30, quai de Dion Bouton, 92800 Puteaux, France and its registered office (*statutaire zetel*) in Amsterdam, the Netherlands.

Prior to the Admission, there has been no public market for the Havas Ordinary Shares. Application has been made to admit all of the Havas Ordinary Shares to listing and trading under the ticker symbol “HAVAS” with International Securities Identification Number (“**ISIN**”) NL0015002AH0 on Euronext Amsterdam. Trading in the Havas Ordinary Shares on Euronext Amsterdam will start at 9:00 a.m. (CET) on December 16, 2024 (the “**Listing Date**”), initially on an “*if-and-when-delivered*” basis. Regular trading in the Havas Ordinary Shares on Euronext Amsterdam will start at 9:00 a.m. (CET) on December 18, 2024.

Citi, Morgan Stanley and Société Générale are acting as joint financial advisors (in such and any other capacity, the “**Lead Financial Advisors**”). Bank of America, Banque Hottinguer, Barclays, BNP Paribas, CIC, Crédit Agricole CIB, Evercore, Goldman Sachs Bank Europe SE, HSBC, Lazard and Natixis are acting as financial co-advisors (in such and any other capacity, the “**Co-Financial Advisors**”). Banco Santander, COMMERZBANK, Intesa Sanpaolo, J.P. Morgan and Mizuho are acting as other financial advisors (in such and any other capacity, the “**Other Financial Advisors**” and, together with the Lead Financial Advisors and the Financial Co-Advisors, the “**Financial Advisors**”). Société Générale is acting as listing agent (in such and any other capacity, the “**Listing Agent**”). The Financial Advisors, the Listing Agent and the Settlement and Paying Agent are acting exclusively for the Company and/or Vivendi and no one else in connection with the Admission and Distribution. They will not regard any other person (whether or not a recipient of this document) as their respective client in relation to the Admission and Distribution and will not be responsible to anyone other than the Company and Vivendi for providing the protections afforded to their respective clients, nor for giving advice in relation to the Admission and Distribution or any transaction or arrangement referred to herein. The Financial Advisors are acting only in respect of the Admission and Distribution.

Certain terms used in this Prospectus, including all capitalized terms and certain technical and other terms, are defined and explained in Section 17, “*Definitions and Glossary*”.

INVESTING IN THE HAVAS SHARES INVOLVES RISKS. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PROSPECTUS AND, IN PARTICULAR, SECTION 1 “RISK

FACTORS” BEGINNING ON PAGE 16 OF THIS PROSPECTUS FOR A DESCRIPTION OF THE MATERIAL RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN ANY OF THE HAVAS SHARES.

This Prospectus has been approved by, and filed with, the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”), as competent authority under Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended, the “**Prospectus Regulation**”). The AFM only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of Havas and of the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in such securities.

Distribution of this Prospectus may, in certain jurisdictions, be subject to specific regulations or restrictions. The Havas Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state of the United States. Persons in possession of this Prospectus are urged to inform themselves of any such restrictions which may apply in their jurisdiction and to observe them. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Vivendi and Havas disclaim all responsibility for any violation of such restrictions by any person. Neither Vivendi, nor Havas is taking any action to permit a public offering of Havas Shares in any jurisdiction.

This Prospectus is dated October 30, 2024.

Lead Financial Advisors

Citi

Société Générale

Morgan Stanley

Co-Financial Advisors

**Bank of America
BNP Paribas
Evercore
Lazard**

**Banque Hottinguer
CIC
Goldman Sachs Bank Europe SE**

**Barclays
Crédit Agricole CIB
HSBC
Natixis**

Other Financial Advisors

**Banco Santander
J.P. Morgan**

COMMERZBANK

**Intesa Sanpaolo
Mizuho**

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SUMMARY

Section 1 – Introduction and warnings

Introduction

This summary has been prepared in accordance with Article 7 of Regulation (EU) 2017/1129 (as amended) and should be read as an introduction to the prospectus (the “**Prospectus**”) prepared in connection with the distribution of all issued and outstanding ordinary shares in the share capital of Havas N.V., a public limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands, with a nominal value of EUR 0.20 each (ISIN: NL0015002AH0) (the “**Havas Ordinary Shares**”) to the shareholders of Vivendi SE, a *Societas Europaea* governed by the laws of France (“**Vivendi**”) (the “**Distribution**”), and the admission to listing and trading (the “**Admission**”) of the Havas Ordinary Shares on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. (“**Euronext Amsterdam**”).

Identity and contact details of the issuer, including its legal entity identifier (LEI)

Legal name: Havas N.V. (“**Havas**” or the “**Company**”, and together with its subsidiaries, the “**Group**”).

Place of registration and registration number with the trade register of the Dutch Chamber of Commerce: Amsterdam, 95011439.

LEI: 894500L53AVOFQK7T710.

Identity and contact details of the competent authority approving the Prospectus

Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “**AFM**”). The AFM’s address is Vijzelgracht 50 1017 HS, Amsterdam, The Netherlands, with telephone number: +31(0)20-797 2000 and website: www.afm.nl.

Date of approval of the Prospectus

The Prospectus was approved as a prospectus for the purposes of, and has been prepared in accordance with, the Prospectus Regulation by, and filed with, the AFM, as competent authority under the Prospectus Regulation, on October 30, 2024.

Warnings to the reader

This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities for which admission to trading on a regulated market is sought should be based on a consideration of the Prospectus as a whole by the investor. An investor could lose all or part of an investment in the Havas Ordinary Shares in the event of a decline in the Company’s share price. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, in accordance with the national legislation of Member States of the European Union or parties to the Agreement on the European Economic Area, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

Section 2 – Key information on the issuer

2.1 – Who is the issuer of the securities?

Domicile and legal form

Legal name: Havas N.V.

Registered office (*statutaire zetel*): Amsterdam, The Netherlands.

Address: 29-30, quai de Dion Bouton, 92800 Puteaux, France.

Legal form: public limited liability company (*naamloze vennootschap*).

LEI: 894500L53AVOFQK7T710

Applicable law: Dutch law.

Country of incorporation: The Netherlands.

Principal activities

Founded in 1835 by Charles-Louis Havas, and headquartered in Paris, the Group is one of the world’s largest by revenue and most established global communications and marketing groups, providing end-to-end services across the industry value chain, with multiple areas of excellence and a diversified exposure to industry verticals and geographies. Since its creation, the Group has grown consistently, regularly reinventing itself to drive change in the industry and anticipate new business needs. Today, it employs more than 23,000 people and operates in over 100 markets.

Drawing on its extensive heritage and wealth of expertise, the Group has consistently invested in its future and developed teams, capabilities and technological tools on a global scale that make it ideally positioned to strengthen its standing as a partner to its clients and seize the growth opportunities presented by today’s increasingly complex communications and marketing industry. To meet the needs of its clients, the Group pioneered, as early as 2013, the development of a fully integrated approach, embodied by 71 Havas Villages, bringing all communications businesses under one roof, and 8 Havas Centers of Excellence, around the world. The teams from the different entities and agencies work with agility and in perfect synergy to offer innovative and tailored solutions to clients, away from traditional silos.

In the year ended December 31, 2023 and the six months ended June 30, 2024, the Group had revenue of €2,872 million and €1,366 million, respectively, and net revenue of €2,695 million and €1,308 million, respectively, generated across its three primary business lines: (i) Havas Creative, which delivers a wide range of creative services, from advertising and brand strategy to digital and social media solutions as well as public relations and events, (ii) Havas Media, which is dedicated to delivering comprehensive media experiences, through media planning and buying, fan engagement, retail media and e-commerce, as well as data analytics services to optimize client advertising investments, and (iii) Havas Health, which focuses on healthcare and wellness communications, providing specialized marketing services to pharmaceutical companies, healthcare providers and wellness brands.

The Group operates across a diverse range of industry verticals and has a diversified exposure to global markets, such as healthcare and wellness, finance, consumer goods, food and beverages, TMT, industry and services, automotive, retail or travel and entertainment.

Issued share capital

At the date of the Prospectus, the Company’s issued and outstanding share capital comprises 991,811,494 Havas Ordinary Shares.

Main shareholders as at October 30, 2024

As at the date of the Prospectus, the sole shareholder of the Company is Vivendi.

Upon completion of the Distribution, each of Vivendi's existing shareholders is expected to receive one (1) Havas Ordinary Share for each issued and outstanding ordinary share with a nominal value of EUR 5.50 per share in the share capital of Vivendi (each, a "**Vivendi Share**") that such shareholder holds (the "**Allocation Ratio**"), subject to any potential adjustment to the Allocation Ratio. From a legal perspective, the effective date in respect of the Distribution is expected to be December 13, 2024 at 11:59 p.m. (Central European Time ("CET")) (the "**Effective Date**").

Accordingly, upon completion of the Distribution, the shareholding structure of the Company would mirror the shareholding structure of Vivendi, subject only any shares of Vivendi held by Vivendi or any persons acting in their own name but on behalf of Vivendi on the Effective Date (such shares of Vivendi, the "**Excluded Vivendi Shares**"), for which no Havas Ordinary Shares will be distributed to the relevant holder(s). The table below presents Vivendi's shareholding structure immediately prior to the Distribution.

Shareholders of Vivendi	Number of Vivendi Shares	% of share capital⁽¹⁾	% of theoretical voting rights⁽²⁾	% of exercisable voting rights⁽³⁾
Bolloré Group ⁽⁴⁾	307,964,110	29.90%	29.83%	30.94%
Employees of Vivendi	26,195,244	2.54%	3.66%	3.80%
Vivendi ⁽⁵⁾	38,106,631	3.70%	3.59%	0.00%
Public	657,652,140	63.85%	62.92%	65.27%
Total	1,029,918,125	100%	100%	100%

- (1) The calculation of the percentage of ownership of Vivendi Shares is based on 1,029,918,125 Vivendi Shares outstanding as of October 15, 2024.
- (2) The calculation of the percentage of theoretical voting rights of Vivendi is based on 1,061,295,318 theoretical voting rights as of October 15, 2024. Theoretical votes represent the exercisable voting rights and the non-exercisable votes, e.g., voting rights attached to treasury shares.
- (3) The calculation of the percentage of exercisable voting rights of Vivendi Shares is based on 1,023,188,687 exercisable voting rights in Vivendi as of October 15, 2024.
- (4) Including, pursuant to Article L. 233-10 of the French Code de commerce, (i) 301,869,191 Vivendi Shares held by Bolloré SE; (ii) 5,995,559 Vivendi Shares held by Compagnie de l'Odét SE; (iii) 48,000 Vivendi Shares held by Mr. Vincent Bolloré; (iv) the underlying 22,360 Vivendi Shares corresponding to the equity interests subscribed by Mr. Vincent Bolloré in Vivendi's employee funds (FCPE); (v) 24,000 Vivendi Shares held by Mr. Cyrille Bolloré; and (vi) 5,000 Vivendi Shares held by Mr. Sébastien Bolloré. Bolloré Participations SE is controlled by Mr. Vincent Bolloré, who holds, directly and indirectly 93.05% of the share capital and 71.55% of the theoretical voting rights of Compagnie de l'Odét SE.
- (5) Vivendi Shares held directly by Vivendi in treasury. Voting rights of treasury shares are suspended in accordance with Article L. 225-210 of the French Code de commerce.

Upon completion of the Distribution, Bolloré SE will be the reference shareholder of the Company. Based on Vivendi's shareholding structure as presented in the above table and in accordance with the Allocation Ratio, the table below sets forth the shareholders of the Company which, to the Company's knowledge, will directly or indirectly, immediately before the Admission, have a notifiable interest in the Company's capital and voting rights within the meaning of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

Shareholders of the Company	Number of Havas Ordinary Shares⁽¹⁾	% of share capital	Number of voting rights	% of voting rights
Vivendi	0	0.00%	0	0.00%
Bolloré Entities jointly ⁽²⁾	307,864,750	31.04%	307,864,750	31.04%
Bolloré Concert ⁽³⁾	307,998,766	31.05%	307,998,766	31.05%
Public ⁽⁴⁾	683,812,728	68.95%	683,812,728	68.95%
Total	991,811,494	100%	991,811,494	100%

- (1) Assuming that the Allocation Ratio remains unchanged until the Listing Date and the number of Excluded Vivendi Shares remains equal to 38,106,631, and each shareholder of Vivendi is allotted one (1) Havas Ordinary Share for each Vivendi Share it holds.
- (2) Bolloré Entities refers collectively to Bolloré SE and Compagnie de l'Odét SE. Bolloré SE is controlled by Compagnie de l'Odét SE, itself controlled by Sofibol SCA, which is controlled at the highest level by Bolloré Participations SE. Upon completion of the Distribution, Bolloré SE and Compagnie de l'Odét SE are expected to hold 301,869,191 Havas Ordinary Shares and 5,995,559 Havas Ordinary Shares, respectively.
- (3) This percentage reflects the Havas Ordinary Shares expected to be held by the Bolloré Entities combined with the 134,016 Havas Ordinary Shares expected to be held by Mr. Yannick Bolloré and YB6, a simplified joint-stock company (*société par actions simplifiée*) to be incorporated prior to the extraordinary shareholders' meeting of Vivendi to be held on December 9, 2024 and wholly owned by Mr. Yannick Bolloré upon Admission ("YB6"), in each case upon completion of the Distribution, who will act in concert vis-à-vis Havas pursuant to a relationship agreement to be entered into among Bolloré SE, Compagnie de l'Odét SE, Mr. Yannick Bolloré and YB6 on or about December 9, 2024 (the "**Bolloré Concert**"). This percentage does not take into account the Havas Ordinary Shares that will directly be held by Mr. Vincent Bolloré, Mr. Cyrille Bolloré and Mr. Sébastien Bolloré upon completion of the Distribution, which are expected to represent together less than 0.01% of the issued share capital and voting rights of the Company.
- (4) Including the number of underlying Havas Ordinary Shares corresponding to the equity interests subscribed by Mr. Vincent Bolloré in Vivendi's employee funds (FCPE), the exact number of which cannot be determined before completion of the Vivendi Spin-Off and the reorganization transactions involving Vivendi's employee funds in this context.

Directors

Upon the Admission, the board of directors of the Company will consist of Mr. Yannick Bolloré, Mr. Jean de Yturbe, Mr. Alfonso Rodés Vilà, Mr. Arnaud de Puyfontaine, Mr. Ian Osborne, Ms. Michèle Reiser, Ms. Marie Bolloré, Mr. Fabien Pierlot, Ms. Catherine Lawson-Hall, Ms. Maria Garrido, Ms. Marella Moretti.

Statutory auditors

Deloitte Accountants B.V., Flight Forum 1, 5657 DA Eindhoven, The Netherlands, member of the Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*), represented by Mr. Barry Beemer.

2.2 - What is the key financial information regarding the issuer?

The Company was incorporated by Vivendi on January 6, 2021 as a simplified joint-stock company (*société par actions simplifiée*) under the laws of France and then underwent a cross-border conversion to become a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) governed by the laws of the Netherlands (the "**Cross-Border Conversion**"). On October 28, 2024, Vivendi contributed its Havas business segment (the "**Havas Business**") operated by Vivendi through Havas S.A., a limited liability

company (*société anonyme*) governed by the laws of France (“**Havas S.A.**”), together with Havas S.A.’s direct and indirect subsidiaries, to the Company (the “**Havas Contribution**”).

Since the completion of the Havas Contribution, the Company owns and operates, indirectly through Havas S.A. and its direct and indirect subsidiaries, the Havas Business. Prior to the completion of the Havas Contribution, the Company conducted no operations other than the legal, tax and administrative filings, proceedings and other activities necessary for purposes of the Cross-Border Conversion, the preparation of its conversion into a public company (*naamloze vennootschap*) governed by the laws of the Netherlands, the Distribution and the Admission, and compliance with applicable law.

Accordingly, the Prospectus includes the following consolidated financial statements, as prepared for the purposes of the Prospectus, of Havas S.A., which operated, and continues to operate, the Havas Business presented in the Prospectus: (i) the audited consolidated financial statements of Havas S.A. prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“**IFRS**”), as of and for the years ended on December 31, 2023, December 31, 2022 and December 31, 2021 (the “**Consolidated Financial Statements**”), together with the statutory auditors’ report thereon, as well as (ii) the unaudited condensed consolidated interim financial statements of Havas S.A., prepared in accordance with IAS 34 “*Interim Financial Reporting*”, as of and for the six months ended June 30, 2024 (the “**Unaudited Condensed Consolidated Interim Financial Statements**”), together with the statutory auditors’ limited review report thereon.

The statutory auditors’ report on the Consolidated Financial Statements and the statutory auditors’ limited review report on the Unaudited Condensed Consolidated Interim Financial Statements were jointly issued by Constantin & Associés and Grant Thornton, as statutory auditors of Havas S.A. for the relevant financial periods. There are no qualifications in the auditors’ report on the Consolidated Financial Statements or in the auditors’ limited review report on the Unaudited Condensed Consolidated Interim Financial Statements.

No pro forma financial information has been included in the Prospectus.

Selected financial information from the consolidated income statements

(in EUR millions, except percentages)	Year ended December 31,			Six months ended June 30,	
	2023	2022	2021	2024	2023
Revenue	2,872	2,765	2,341	1,366	1,318
Operating income (EBIT)	310	286	239	125	118
Net income for the period (attributable to the shareholders of Havas)	167	171	113	71	66
Period-on-period revenue growth	3.9%	18.1%	-	3.6%	-
Operating income (EBIT) margin	10.8%	10.3%	10.2%	9.2%	9.0%
Basic and diluted net income per share attributable to the shareholders of Havas (in euros)	0.39	0.40	0.27	0.17	0.15

Selected financial information from the consolidated statements of financial position

(in EUR millions)	December 31,			June 30,	
	2023	2022	2021	2024	2023
Total assets	6,901	6,796	6,808	6,758	6,758
Total equity	1,959	1,888	1,738	1,953	1,953
Total liabilities (current plus non current liabilities)	4,942	4,908	5,070	4,805	4,805
Net financial debt/(net cash and cash equivalents) ⁽¹⁾	(431)	(467)	(375)	(124)	(124)

⁽¹⁾ “Net financial debt/(net cash and cash equivalents)” comprises long term debt plus short term debt, excluding lease liabilities, earn-out obligations and non-controlling interest buy-out obligations, less cash and cash equivalents and amounts outstanding on loans to Vivendi. “Net financial debt/(net cash and cash equivalents)” excludes (i) lease liabilities of €329 million, €367 million, €426 million, and €455 million, as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively, and (ii) earn-out obligations and non-controlling interest buy-out obligations of €270 million, €278 million, €207 million and €167 million as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively.

Selected financial information from the consolidated statements of cash flows

(in EUR millions)	Year ended December 31,			Six months ended June 30,	
	2023	2022	2021	2024	2023
Net cash flows provided by/(used in) operating activities	341	370	332	(85)	(41)
Net cash flows provided by/(used in) investing activities	(94)	(184)	(16)	101	68
Net cash flows provided by/(used in) financing activities	(242)	(638)	76	(111)	(44)
Effect of exchange rate changes	(28)	22	44	8	(10)
Net increase/(decrease) in cash and cash equivalents	5	(452)	392	(95)	(17)
Cash and cash equivalents (end of period)	322	345	775	235	318

Alternative Performance Measures

This summary and certain sections of the Prospectus also include certain measures and ratios that are not required by, nor presented in accordance with, IFRS, and are referred to herein as “**Alternative Performance Measures**”. The Alternative Performance Measures presented are not measures of financial performance or liquidity under IFRS, but measures used by management to monitor the underlying performance of the Group’s business and operations and, accordingly, they have not been audited or reviewed. Further, these Alternative Performance Measures may not be indicative of the Group’s historical operating results, nor are they meant to be predictive of the Group’s future results. These Alternative Performance Measures are presented in this Prospectus because management considers them an important supplemental measure of the Group’s performance and believes that they and similar measures are widely used in the industry in which the Group operates as a means of evaluating a company’s operating performance and liquidity. However, not all companies calculate Alternative Performance Measures in the same manner or on a consistent basis. As a result, these measures and ratios may not be comparable to measures or ratios used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the Alternative Performance Measures contained in this Prospectus and they should not be considered in isolation or as a substitute for revenue, EBIT, net income for the year, cash flow or other financial measures computed in accordance with IFRS, nor as an alternative to cash generated from operating activities as a measure of liquidity. The Prospectus contains the following Alternative Performance Measures or “non-IFRS measures”: net revenue (including net revenue presented on a constant currency basis and on an

“organic” basis), Adjusted EBIT, Adjusted EBIT margin, net financial debt/(net cash and cash equivalents), cash conversion rate and free cash flow. The key Alternative Performance Measures are set forth in the table below.

(in EUR millions, except percentages)	Year ended December 31,			Six months ended June 30,	
	2023	2022	2021	2024	2023
Net revenue ⁽¹⁾	2,695	2,590	2,238	1,308	1,265
Period-on-period net revenue growth ⁽¹⁾	4.1%	15.8%	-	3.4%	-
Adjusted EBIT ⁽²⁾	327	297	247	133	120
Adjusted EBIT margin ⁽³⁾	12.1%	11.5%	11.0%	10.2%	9.5%

⁽¹⁾ The Group uses the measure “net revenue”, which is equal to revenue in accordance with IFRS 15 less costs rebilled to customers. Costs rebilled to customers consist of pass-through costs rebilled to customers (such as out of pockets costs (including travel costs) and other third-party expenses) when the Group acts as principal. Net revenue is therefore deemed to be a useful measure of the Group’s top-line growth as it excludes the impact of these pass-through costs and is used by management to drive the performance of the Group’s business. Moreover net revenue is a key indicator in the advertising industry and therefore the Group considers it to be a useful measure to compare the Group’s operating performance with that of its peers.

⁽²⁾ Adjusted EBIT represents net income excluding income taxes, interest, other financial income and expenses, goodwill impairment, earn-out adjustments and restructuring charges. The Group considers Adjusted EBIT to be a useful measure of the Group’s operating performance as it excludes the impact of certain non-recurring or non-operational items.

⁽³⁾ Adjusted EBIT margin corresponds to Adjusted EBIT divided by net revenue. The Group considers Adjusted EBIT margin to be a useful financial measure of the Group’s profitability.

2.3 - What are the key risks that are specific to the issuer?

An investment in the Company’s shares involves numerous risks related to the Group’s business that may result in investors losing part or all of their investment, including the following key risks:

- The Group’s business, financial condition, results of operations and prospects are highly susceptible to adverse macroeconomic conditions.
- The highly competitive and evolving nature of the industry in which the Group operates could substantially impact the Group’s overall business performance and long-term outlook.
- The Group may lose or fail to attract and retain talent, which may negatively affect its relationship with clients.
- The Group is subject to liquidity risk that may affect its daily operations or financial condition.
- Advertising materials, creations and products delivered by the Group may infringe on the intellectual property rights of third parties, which may expose it to liability.
- The Group may be subject to cybersecurity breaches, cyberattacks and other disruptions to information technology systems.
- Disruptions to and failures in the internal processes and infrastructure on which the Group relies, including IT processes, systems and infrastructure, could have material adverse impacts on the Group’s business, financial condition, results of operations and prospects.
- The Group operates as a global business across a large number of jurisdictions and is subject to varied and evolving legal and regulatory environments that are costly to comply with and for which non-compliance may lead to enforcement actions.
- The Group is subject to industry regulations applicable to advertising, communications and marketing services which are costly to comply with and which may expose the Group to governmental or legal action.
- The Group may become involved in legal proceedings and investigations that may have a material adverse effect on the Group.
- The Group is subject to the tax laws of numerous jurisdictions; changes in tax laws or challenge to the Group’s tax position could adversely affect the Group’s results of operations and financial condition.
- The Company intends to be treated exclusively as a resident of the Republic of France for tax purposes, but other tax authorities may seek to treat it as a tax resident of another jurisdiction.
- The combined post-spin-off of Vivendi value of the ordinary shares of Vivendi, Havas, Canal+ and Louis Hachette Group may not equal or exceed the aggregate pre-spin-off of Vivendi value of the Vivendi Share.

Section 3 – Key information on the securities

3.1 – What are the main features of the securities?

The securities of the Company for which admission to trading on Euronext Amsterdam is sought are all issued and outstanding ordinary shares in the share capital of the Company.

Ticker for the Havas Ordinary Shares and ISIN (international securities identification number) Code

Ticker symbol: HAVAS.

ISIN Code: NL0015002AH0.

Currency, denomination and number of the securities

Number of Havas Ordinary Shares: 991,811,494.

Nominal value: twenty eurocent (EUR 0.20) per Havas Ordinary Share.

Currency: Euro.

Rights attached to the Havas Ordinary Shares

Based on applicable laws and on provisions of the Company’s articles of association, the main rights attached to the Havas Ordinary Shares are as follows: (i) dividend rights and right to participate in the Company’s profits; (ii) right to representation at the Company’s shareholders’ meetings; (iii) voting rights; (iv) pre-emptive rights; and (v) right to any surplus in the event of liquidation.

Shareholders holding Havas Ordinary Shares may participate in the Company’s loyalty voting structure by registering such shares in the loyalty register of the Company (the “**Loyalty Register**”) to be eligible to receive special voting shares. The loyalty voting structure is open to all shareholders. The registration of Havas Ordinary Shares in the Loyalty Register will block such shares from trading on Euronext Amsterdam. Prior to the Admission, the Company will have appointed an agent to keep and administer the Loyalty Register on the

Company's behalf. Such agent shall be named in the terms and conditions that apply to the issuance, allocation, acquisition, holding, transfer and repurchase of the Havas Special Voting Shares, which will be available on the Company's website (www.havas.com).

If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of two (2) years in the name of the same shareholder, such shareholder will become eligible to receive special voting shares A. The relevant shareholder will receive one (1) special voting share A per eligible Havas Ordinary Share. If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of four (4) years in the name of the same shareholder, such shareholder may elect to convert each corresponding special voting share A into a special voting share B. Each special voting share A will entitle the relevant holders to one (1) extra vote, in addition to the voting rights attached to each Havas Ordinary Share, thus allowing its holder to benefit from two votes in total. Each special voting share B will entitle the relevant holders to three (3) extra votes, in addition to the voting rights attached to each Havas Ordinary Share thus allowing such holder to benefit from four votes in total.

Seniority of the securities in the issuer's capital structure in the event of insolvency

Not applicable.

Restrictions on the free transferability of the securities

A transfer of Havas Ordinary Shares is not subject to transfer restrictions under the articles of association.

The Havas Ordinary Shares which are registered in the Loyalty Register to participate in the Company's loyalty voting structure are subject to transfer restrictions for a duration of two (2) years (in order for the shareholder registering such Havas Ordinary Shares to receive a special voting share A for each Havas Ordinary Share registered in the Loyalty Register) or four (4) years (in order for the shareholder registering such Havas Ordinary Shares to receive a special voting share B for each Havas Ordinary Share registered in the Loyalty Register). A transfer of special voting shares shall require the prior approval of the board of directors of the Company and is furthermore subject to the procedure as set out in the articles of association.

Dividend distribution policy

The Company paid no dividends on its shares with respect to the financial years ended December 31, 2023, December 31, 2022 and December 31, 2021.

Following the completion of the Distribution, the Group's dividend policy will target the delivery of a regular return on capital to its shareholders by means of a yearly dividend payment that is expected to represent around 40% of net income, Group share, for the relevant financial year (commencing in 2025 for the financial year ended December 31, 2024).

3.2 – Where will the securities be traded?

Prior to the Admission, there has been no public market for the Havas Ordinary Shares. Application has been made for the admission of the Havas Ordinary Shares to listing and trading on Euronext Amsterdam, under the symbol "HAVAS". Trading in the Havas Ordinary Shares on Euronext Amsterdam is expected to commence, on an "*if-and-when-delivered*" basis, on or about December 16, 2024 (the "**Listing Date**"). As of the date of the Prospectus, the Company has not applied to admit to listing and trading the Havas Ordinary Shares on any other regulated market.

3.3 – Is there a guarantee attached to the securities?

Not applicable.

3.4 – What are the key risks that are specific to the securities?

An investment in the Company's securities involves numerous risks that could result in investors losing all or part of their investment, including the following key risks:

- There is no existing market for the Havas Ordinary Shares and an active trading market for the Havas Ordinary Shares may not develop or be sustained.
- Anti-takeover mechanisms could delay or prevent a change of control of the Company, including a takeover attempt that might result in a premium over the market price for the Havas Ordinary Shares.

Section 4 – Key information on the admission to trading on a regulated market

4.1 – Under which conditions and timetable can I invest in these securities?

Terms and conditions of the listing

The arrangements for the Admission will be laid down in notices to be published by Euronext Amsterdam N.V. approximately 14 days prior to the anticipated completion of the Distribution, by December 2, 2024 according to the indicative timetable below. Beginning on the Listing Date, the Havas Ordinary Shares will trade under the ticker symbol "HAVAS".

Indicative timetable:

Event	Date and time (CET)
Approval of the Prospectus by the AFM	October 30, 2024
Euronext notice announcing the Distribution (including an indicative timetable)	December 2, 2024 (at the latest)
Euronext notice announcing the admission of the Havas Ordinary Shares to trading on Euronext Amsterdam	December 2, 2024 (at the latest)
Extraordinary shareholders' meeting of Vivendi approving the Distribution	December 9, 2024 at 3 p.m. (CET)
Euronext notice relating to the technical reference price of the Havas Ordinary Shares	December 13, 2024 (after market close)
Effective date in respect of the Distribution from a legal perspective	December 13, 2024 at 11:59 p.m. (CET)
Ex Date (for trading purposes) for the Distribution	December 16, 2024

Listing Date – Commencement of trading of the Havas Ordinary Shares on Euronext Amsterdam under the ticker symbol “HAVAS” on an “if-and-when-delivered” (conditional upon delivery) basis	December 16, 2024 at 09:00 a.m. CET
Record Date for the Distribution	December 17, 2024
Settlement Date – Settlement and delivery of the Havas Ordinary Shares to the shareholders of Vivendi ⁽¹⁾ entitled to receive them pursuant to the Distribution and investors who acquired Havas Ordinary Shares on the market on the Listing Date	December 18, 2024

⁽¹⁾ By exception, on December 13, 2024, Vivendi will transfer to Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 the Havas Ordinary Shares to which they are entitled pursuant to, and in accordance with the terms of, the Distribution as approved by the extraordinary shareholders’ meeting of Vivendi to be held on December 9, 2024, including the Allocation Ratio (and subject, as for all shareholders of Vivendi, to any potential adjustment thereof, as the case may be), pursuant to a transfer deed to be entered into between Vivendi and Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 on or prior to December 13, 2024. Under this transfer deed, each of Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 will undertake to maintain its shareholding in Vivendi between December 13, 2024 and the Record Date (included).

Havas and Vivendi may adjust the dates, times and periods given in the timetable and throughout the Prospectus. If Havas and Vivendi decide to adjust dates, times or periods, they will issue a press release to be published on Havas’ and Vivendi’s websites. Any other material alterations will be published in a press release on Havas’ and Vivendi’s websites and in a supplement to the Prospectus (to the extent required under applicable law).

Financial Advisors

Citi, Morgan Stanley and Société Générale are acting as joint financial advisors (in such and any other capacity, the “**Lead Financial Advisors**”). Bank of America, Banque Hottinguer, Barclays, BNP Paribas, CIC, Crédit Agricole CIB, Evercore, Goldman Sachs Bank Europe SE, HSBC, Lazard and Natixis are acting as financial co-advisors (in such and any other capacity, the “**Co-Financial Advisors**”). Banco Santander, COMMERZBANK, Intesa Sanpaolo, J.P. Morgan and Mizuho are acting as other financial advisors (in such and any other capacity, the “**Other Financial Advisors**” and, together with the Lead Financial Advisors and the Financial Co-Advisors, the “Financial Advisors”). The Financial Advisors are acting only in respect of the Admission and Distribution.

Listing Agent

Société Générale.

Amount and percentage dilution resulting from the Distribution

Not applicable.

Estimated fees and expenses in connection with the Admission

The aggregate expenses related to the Admission to be borne by the Company are estimated at approximately EUR 5 million and include, among other items, the fees due to the AFM and Euronext Amsterdam and legal and administrative expenses, as well as publication costs and applicable taxes, if any.

Estimated fees and expenses charged to investors by the Company

Not applicable. No expense relating to the Admission will be charged to investors.

4.2 – Why is this prospectus being produced?

The Prospectus is being produced in connection with the Admission following the Distribution, which is part of the Vivendi Spin-Off.

Reasons for the Vivendi Spin-Off

The Distribution and the Admission are part of the transactions necessary to effect the separation from Vivendi of the Havas business (including Havas S.A.), the Canal+ businesses (including Group Canal+ S.A.) and the publishing and travel retail businesses (including Lagardère S.A. and Prisma Media S.A.S, the shares of which will be contributed to Louis Hachette Group), and including the Distribution, the Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger (the “**Vivendi Spin-Off**”), which was initiated by Vivendi for the following reasons:

- Since the distribution by Vivendi of a 60% stake in Universal Music Group N.V. in 2021, the shares of Vivendi have been trading at a significantly high conglomerate discount, substantially reducing their valuation and thereby limiting Vivendi’s ability to carry out external growth transactions for its subsidiaries, such as Groupe Canal+ S.A., Havas S.A. and Lagardère SA, which are currently experiencing strong growth in an international context marked by numerous investment opportunities.
- The Vivendi Spin-Off is designed to fully unleash the development potential of all of the activities of the Vivendi Group by separating these businesses from the remaining existing activities of the Vivendi Group. Following the Vivendi Spin-Off, Havas, Canal+ and Louis Hachette Group will have the capacity to independently allocate their capital to address their specific market dynamics, optimize their respective capital structure in an effort to drive profitable growth and pursue their strategic objectives, including through acquisitions and other growth opportunities.
- The target capital structures of Canal+ and Havas are expected to provide strategic and financial flexibility to each company to pursue investment and growth opportunities, taking advantage of their reduced financial leverage at the time of the Vivendi Spin-Off (which, for Canal+, will primarily comprise the debt incurred in connection with its ongoing takeover offer for MultiChoice Group Limited). Likewise, Louis Hachette Group will have no net debt of its own upon the Vivendi Spin-Off, while Lagardère SA’s net financial debt will amount to approximately €2 billion.
- In addition, the shares of Havas and Canal+ will be listed on stock exchanges deemed to be attractive for long-term investors and best suited to match each company’s business needs and geographic footprint, Louis Hachette Group’s listing on Euronext Growth (Paris) is expected to provide the company with greater flexibility and to minimize the duplication of regulatory costs in light of Lagardère SA’s separate listing on the regulated market of Euronext in Paris.

Use and estimated net amount of proceeds

Neither the Company, nor Vivendi will receive proceeds in connection with the Admission.

Underwriting agreement

Not applicable.

Company lock-up

None.

Shareholder lock-up

None.

Interests of natural and legal persons pertaining to the Admission

Certain of the Financial Advisors and/or their affiliates are, or have been, engaged and may in the future engage in commercial banking, investment banking and financial advisory (including in the context of the Admission and Distribution) and ancillary activities in the ordinary course of their business with the Group and/or Vivendi or any parties related to or competing with any of them, in respect of which they have received, and may in the future receive, customary fees and commissions. In particular, some of the Financial Advisors and/or their affiliates have taken an active part or take an active part to Vivendi's and the Group's financing and are long-standing partners to Vivendi. Additionally, the Financial Advisors may, in the ordinary course of their business, and in the future, effect transactions for their own account or the account of customers, and make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments on behalf of themselves or their customers. Such investments and securities activities may involve long or short positions in the Company's and/or Vivendi's securities. As a result of acting in the capacities described above, the Financial Advisors and their affiliates may have interests that may not be aligned, or could potentially conflict, with the interests of investors in the Shares or with the interests of the Company or the Group.

RÉSUMÉ

The French translation of the summary below has not been part of the approval process of the Prospectus by the AFM.

La traduction française du résumé ci-dessous n'a pas été soumise au processus d'approbation de l'Autorité des marchés financiers néerlandaise (AFM).

Section 1 – Introduction et avertissements

Introduction

Ce résumé a été préparé conformément à l'article 7 du Règlement (UE) 2017/1129 (tel que modifié) et doit être lu comme une introduction au prospectus (le « **Prospectus** ») préparé dans le cadre de la distribution de toutes les actions ordinaires émises et en circulation composant le capital social de Havas N.V., une société anonyme (*naamloze vennootschap*) de droit néerlandais, d'une valeur nominale de 0,20 euros chacune (ISIN : NL0015002AH0) (les « **Actions Ordinaires Havas** ») aux actionnaires de Vivendi SE, une société européenne de droit français (« **Vivendi** ») (la « **Distribution** »), et l'admission à la cotation et à la négociation (l'« **Admission** ») des Actions Ordinaires Havas sur Euronext Amsterdam, un marché réglementé géré par Euronext Amsterdam N.V. (« **Euronext Amsterdam** »).

Identité et coordonnées de l'émetteur, y compris son identifiant d'entité juridique (LEI)

Dénomination sociale : Havas N.V. (« **Havas** » ou la « **Société** » et, ensemble avec ses filiales, le « **Groupe** »).

Lieu et numéro d'immatriculation au registre du commerce de la Chambre de Commerce néerlandaise : Amsterdam, 95011439.

LEI : 894500L53AVOFQK7T710.

Identité et coordonnées de l'autorité compétente qui a approuvé le Prospectus

Autorité des marchés financiers néerlandaise (*Stichting Autoriteit Financiële Markten*, l'« **AFM** »). L'AFM a pour adresse Vijzelgracht 50 1017 HS, Amsterdam, Pays-Bas, pour numéro de téléphone le +31(0)20-797 2000 et pour site internet : www.afm.nl.

Date d'approbation du Prospectus

Le Prospectus a été établi et approuvé en tant que prospectus conformément au Règlement Prospectus et a été déposé auprès de l'AFM, autorité compétente en vertu du Règlement Prospectus, le 30 octobre 2024.

Avertissements

Ce résumé doit être lu comme une introduction au Prospectus. Toute décision d'investir dans les valeurs mobilières dont l'admission à la négociation sur un marché réglementé est recherchée doit être fondée sur un examen de l'intégralité du Prospectus par l'investisseur. L'investisseur peut perdre tout ou partie de son investissement dans les Actions Ordinaires Havas en cas de baisse du cours des actions de la Société. Si une action concernant l'information contenue dans le Prospectus est intentée devant un tribunal, l'investisseur plaignant peut, selon la législation nationale des États membres de l'Union Européenne ou parties à l'accord sur l'Espace Économique Européen, avoir à supporter les frais de traduction du Prospectus avant le début de la procédure judiciaire. Une responsabilité civile n'incombe qu'aux personnes qui ont présenté le résumé, y compris sa traduction, que pour autant que le contenu du résumé soit trompeur, inexact ou incohérent, lu en combinaison avec les autres parties du Prospectus, ou qu'il ne fournisse pas, lu en combinaison avec les autres parties du Prospectus, les informations clés permettant d'aider les investisseurs lorsqu'ils envisagent d'investir dans ces valeurs mobilières.

Section 2 – Informations clés sur l'émetteur

2.1 – Qui est l'émetteur des valeurs mobilières ?

Domicile et forme juridique

Dénomination sociale : Havas N.V.

Siège social (*statutaire zetel*) : Amsterdam, Pays-Bas.

Adresse : 29-30, quai de Dion Bouton, 92800 Puteaux, France.

Forme juridique : Société anonyme (*naamloze vennootschap*).

LEI : 894500L53AVOFQK7T710

Droit applicable : Droit néerlandais.

Pays d'origine : Pays-Bas.

Principales activités

Fondé en 1835 par Charles-Louis Havas et basé à Paris, le Groupe est l'un des groupes mondiaux de communication et de marketing les plus importants en termes de chiffre d'affaires et les mieux établis, proposant des services sur l'ensemble de la chaîne de valeur du secteur, grâce à de nombreux domaines d'excellence et à une exposition sectorielle et géographique diversifiée. Depuis sa création, le Groupe n'a cessé de se développer, se réinventant régulièrement pour faire changer le secteur et anticiper les nouveaux besoins des entreprises. Aujourd'hui, il emploie plus de 23.000 personnes et opère sur plus de 100 marchés.

S'appuyant sur un large héritage et une riche expertise, le Groupe a constamment investi dans son avenir et développé des équipes, des capacités et des outils technologiques à l'échelle mondiale, lui permettant d'occuper une position idéale pour renforcer sa position en tant que partenaire de ses clients et saisir les opportunités de croissance offertes par le secteur de plus en plus complexe de la communication et du marketing. Pour répondre aux besoins de ses clients, le Groupe a été pionnier, dès 2013, dans le développement d'une approche totalement intégrée, incarnée par les 71 Villages Havas, regroupant toutes les activités de communication sous un même toit, et les 8 Centres d'Excellence Havas à travers le monde. Les équipes des différentes entités et agences travaillent avec flexibilité et en parfaite synergie pour offrir aux clients des solutions innovantes et sur mesure, loin de l'organisation traditionnelle en silos.

Lors de l'exercice clos le 31 décembre 2023 et du semestre clos le 30 juin 2024, le Groupe a réalisé un chiffre d'affaires de 2.872 millions d'euros et 1.366 millions d'euros, respectivement, ainsi qu'un chiffre d'affaires net de 2.695 millions d'euros et 1.308 millions d'euros, respectivement, générés par ses trois principales activités : (i) Havas Creative, qui fournit une large gamme de services de création allant de la publicité et de la stratégie de marque aux solutions numériques et de médias sociaux, en passant par les relations publiques et l'événementiel, (ii) Havas Media, qui se consacre à la fourniture d'expériences média complètes, à travers les services de planification et d'achat média, l'engagement des utilisateurs, le media grand public et le commerce en ligne, ainsi que l'analyse de données pour optimiser les investissements publicitaires des clients, et (iii) Havas Health, qui se concentre sur la communication dans le domaine de la santé et du

bien-être, en fournissant des services marketing spécialisés aux sociétés pharmaceutiques, aux professionnels de santé et aux marques de bien-être.

Le Groupe opère dans une vaste gamme de secteurs d'activité et bénéficie d'une exposition diversifiée aux marchés mondiaux, tels que la santé et le bien-être, la finance, les biens de consommation, l'alimentation et les boissons, les technologies, les médias et les télécommunications (TMT), l'industrie et les services, l'automobile, la vente ainsi que les voyages et le divertissement.

Capital social

À la date du Prospectus, le capital social de la Société émis et en circulation est composé de 991.811.494 Actions Ordinaires Havas.

Principaux actionnaires au 30 octobre 2024

À la date du Prospectus, le seul actionnaire de la Société est Vivendi.

Après réalisation de la Distribution, chacun des actionnaires existants de Vivendi devrait recevoir une (1) Action Ordinaire Havas pour chaque action ordinaire émise et en circulation, d'une valeur nominale de 5,50 euros par action, composant le capital social de Vivendi (chacune, une « **Action Vivendi** ») que cet actionnaire détient (le « **Ratio d'Allocation** »), sous réserve d'un éventuel ajustement du Ratio d'Allocation. D'un point de vue juridique, la date d'effet de la Distribution devrait être le 13 décembre 2024 à 23h59 (heure d'Europe centrale (« **CET** »)) (la « **Date de Réalisation** »).

Par conséquent, après réalisation de la Distribution, l'actionnariat de la Société reflétera l'actionnariat de Vivendi, sous réserve des Actions Vivendi détenues par Vivendi ou toute personne agissant en son nom propre mais pour le compte de Vivendi à la Date de Réalisation (ces Actions Vivendi, les « **Actions Vivendi Exclues** »), pour lesquelles aucune Action Ordinaire Havas ne sera distribuée au(x) porteur(s) concerné(s). Le tableau ci-dessous présente la structure de l'actionnariat de Vivendi avant la Distribution.

Actionnaires Vivendi	Nombre d'Actions Vivendi	% du capital ⁽¹⁾	% de droits de vote théoriques ⁽²⁾	% des droits de vote exerçables ⁽³⁾
Groupe Bolloré ⁽⁴⁾	307.964.110	29,90%	29,83%	30,94%
Salariés de Vivendi	26.195.244	2,55%	3,66%	3,80%
Vivendi ⁽⁵⁾	38.106.631	3,70%	3,59%	0,00%
Autres actionnaires	657.652.140	63,85%	62,92%	65,27%
Total	1.029.918.125	100%	100%	100%

⁽¹⁾ Le calcul du pourcentage de détention d'Actions Vivendi est basé sur 1.029.918.125 Actions Vivendi en circulation au 15 octobre 2024.

⁽²⁾ Le calcul du pourcentage de droits de vote théoriques de Vivendi est basé sur 1.061.295.318 droits de vote théoriques au 15 octobre 2024. Les votes théoriques représentent les droits de vote exerçables et les votes non-exerçables, comme par exemple les droits de vote attachés aux actions auto-détenues.

⁽³⁾ Le calcul du pourcentage des droits de vote exerçables des Actions Vivendi est basé sur 1.023.188.687 droits de vote exerçables dans Vivendi au 15 octobre 2024.

⁽⁴⁾ Y compris, conformément à l'article L. 233-10 du Code de commerce, (i) 301.869.191 Actions Vivendi détenues par Bolloré SE, (ii) 5.995.559 Actions Vivendi détenues par Compagnie de l'Odet SE, (iii) 48.000 Actions Vivendi détenues par M. Vincent Bolloré, (iv) 22.360 Actions Vivendi sous-jacentes aux parts du fonds commun de placement d'entreprise (FCPE) Vivendi SE souscrites par M. Vincent Bolloré, (v) 24.000 actions détenues par M. Cyrille Bolloré, et (vi) 5.000 actions détenues par M. Sébastien Bolloré. Bolloré Participations SE est contrôlée par M. Vincent Bolloré, qui détient directement et indirectement 93,05% du capital social et 71,55% des droits de vote théoriques de Compagnie de l'Odet SE.

⁽⁵⁾ Actions Vivendi directement auto-détenues par Vivendi. Les droits de vote des actions auto-détenues sont suspendus conformément à l'article L. 225-210 du Code de commerce.

À l'issue de la Distribution, Bolloré SE sera l'actionnaire de référence de la Société. Sur la base de la structure de l'actionnariat de Vivendi telle que présentée dans le tableau ci-dessus et conformément au Ratio d'Allocation, le tableau ci-dessous présente les actionnaires de la Société qui, à la connaissance de la Société, auront directement ou indirectement, immédiatement avant l'Admission, un intérêt notable dans le capital et les droits de vote de la Société au sens de la loi néerlandaise sur la supervision financière (*Wet op het financieel toezicht*).

Actionnaires de la Société	Nombre d'Actions Ordinaires Havas ⁽¹⁾	% du capital	Nombre de droits de vote	% des droits de vote
Vivendi	0	0,00%	0	0,00%
Entités Bolloré conjointement ⁽²⁾	307.864.750	31,04%	307.864.750	31,04%
Concert Bolloré ⁽³⁾	307.998.766	31,05%	307.998.766	31,05%
Autres actionnaires ⁽⁴⁾	683.812.728	68,95%	683.812.728	68,95%
Total	991.811.494	100%	991.811.494	100%

⁽¹⁾ Dans l'hypothèse où le Ratio d'Allocation reste inchangé jusqu'à la Date d'Admission et que le nombre d'Actions Vivendi Exclues reste égal à 38.106.631, chaque actionnaire de Vivendi se voit attribuer une (1) Action Ordinaire Havas pour chaque Action Vivendi qu'il détient.

⁽²⁾ Les Entités Bolloré désignent collectivement Bolloré SE et Compagnie de l'Odet SE. Bolloré SE est contrôlée par Compagnie de l'Odet SE, elle-même contrôlée par Sofibol SCA, qui est contrôlée in fine par Bolloré Participations SE. À l'issue de la Distribution, Bolloré SE et Compagnie de l'Odet SE devraient détenir respectivement 301.869.191 Actions Ordinaires Havas et 5.995.559 Actions Ordinaires Havas.

⁽³⁾ Ce pourcentage reflète les Actions Ordinaires Havas qui devraient être détenues par les Entités Bolloré combinées aux 134.016 Actions Ordinaires Havas qui devraient être détenues par M. Yannick Bolloré et YB6, une société par actions simplifiée devant être immatriculée avant l'assemblée générale extraordinaires de Vivendi devant se tenir le 9 décembre 2024 et détenue à 100% par M. Yannick Bolloré au moment de l'Admission (« **YB6** »), dans chaque cas après réalisation de la Distribution, qui agiront de concert avec Havas conformément à un contrat d'association devant être conclu entre Bolloré SE, Compagnie de l'Odet SE, M. Yannick Bolloré et YB6 vers le 9 décembre 2024 (le « **Concert Bolloré** »). Ce pourcentage ne tient pas compte des Actions Ordinaires Havas qui seront directement détenues par M. Vincent Bolloré, M. Cyrille Bolloré et M. Sébastien Bolloré à l'issue de la Distribution et qui devraient représenter ensemble moins de 0,01% du capital et des droits de vote de la Société.

⁽⁴⁾ Y compris le nombre d'Actions Ordinaires Havas sous-jacentes aux parts du FCPE Vivendi SE souscrites par M. Vincent Bolloré, dont le nombre exact ne peut être connu qu'après les opérations de réorganisation affectant le FCPE Vivendi SE dans le contexte de la Scission de Vivendi.

Administrateurs

Après l'Admission, le conseil d'administration de la Société sera composé de M. Yannick Bolloré, M. Jean de Yturbe, M. Alfonso Rodés Vilà, M. Arnaud de Puyfontaine, M. Ian Osborne, Mme Michèle Reiser, Mme Marie Bolloré, M. Fabien Pierlot, Mme Catherine Lawson-Hall, Mme Maria Garrido, Mme Marella Moretti.

Contrôleurs légaux des comptes

Deloitte Accountants B.V., Flight Forum 1, 5657 DA Eindhoven, Pays-Bas, membre de l'Institut Néerlandais des Experts-Comptables (*Nederlandse Beroepsorganisatie van Accountants*), représenté par M. Barry Beemer.

2.2 - Quelles sont les informations financières clés concernant l'émetteur ?

La Société a été constituée par Vivendi le 6 janvier 2021 sous la forme d'une société par actions simplifiée de droit français, puis a fait l'objet d'une transformation transfrontalière afin de devenir une société à responsabilité limitée (*besloten vennootschap met beperkte aansprakelijkheid*) de droit néerlandais (la « **Transformation Transfrontalière** »). Le 28 octobre 2024, Vivendi a apporté à la Société son segment Havas (l'« **Activité Havas** »), exploité par Vivendi par l'intermédiaire de Havas S.A., une société anonyme de droit français (« **Havas S.A.** »), ainsi que les filiales directes et indirectes de Havas S.A. (l'« **Apport Havas** »).

Depuis la réalisation de l'Apport Havas, la Société détient et exploite, indirectement par l'intermédiaire de Havas S.A. et de ses filiales directes et indirectes, l'Activité Havas. Avant la réalisation de l'Apport Havas, la Société n'a effectué aucune opération en dehors des formalités et procédures juridiques, fiscales et administratives nécessaires aux fins de la Transformation Transfrontalière, de la préparation de sa transformation en société anonyme (*naamloze vennootschap*) de droit néerlandais, de la Distribution et de l'Admission, et de la conformité au droit applicable.

Par conséquent, le Prospectus inclut les états financiers consolidés suivants, établis pour les besoins du Prospectus, de Havas S.A. qui a exploité et continue d'exploiter l'Activité Havas présentée dans le Prospectus : (i) les états financiers consolidés audités de Havas S.A. établis conformément aux Normes Internationales d'Information Financière adoptées par l'Union Européenne (« **IFRS** »), pour les exercices clos les 31 décembre 2023, 31 décembre 2022 et 31 décembre 2021 (les « **États Financiers Consolidés** »), ainsi que le rapport des commissaires aux comptes y afférent, et (ii) les états financiers consolidés condensés intermédiaires non audités de Havas S.A., préparés conformément à la norme IAS 34 « *Information Financière Intermédiaire* » au 30 juin 2024 et pour le semestre clos à cette date (les « **États Financiers Consolidés Intermédiaires Condensés Non Audités** »), ainsi que le rapport des commissaires aux comptes y afférent.

Le rapport des commissaires aux comptes sur les États Financiers Consolidés et le rapport des commissaires aux comptes sur les États Financiers Consolidés Intermédiaires Condensés Non Audités ont été émis conjointement par Constantin & Associés et Grant Thornton, en tant que commissaires aux comptes de Havas S.A. pour les périodes financières concernées. Aucune réserve n'a été émise dans le rapport des commissaires aux comptes sur les États Financiers Consolidés, ou dans le rapport des commissaires aux comptes sur les États Financiers Consolidés Intermédiaires Condensés Non Audités.

Aucune information financière pro forma n'a été incluse dans le Prospectus.

Informations financières sélectionnées du compte de résultats consolidé

(en millions d'euros, sauf les pourcentages)	Exercice clos le 31 décembre			Semestre clos le 30 juin	
	2023	2022	2021	2024	2023
Chiffre d'affaires	2.872	2.765	2.341	1.366	1.318
Résultat d'exploitation (EBIT)	310	286	239	125	118
Résultat net sur la période (attribuable aux actionnaires de Havas)	167	171	113	71	66
Croissance du chiffre d'affaires sur période glissante	3,9%	18,1%	-	3,6%	-
Marge de résultat d'exploitation (EBIT)	10,8%	10,3%	10,2%	9,2%	9,0%
Résultat net dilué par action distribuable aux actionnaires de Havas (en euros)	0,39	0,40	0,27	0,17	0,15

Informations financières sélectionnées dans la situation financière consolidée

(en millions d'euros)	31 décembre			30 juin
	2023	2022	2021	2024
Total des actifs	6.901	6.796	6.808	6.758
Total des capitaux propres	1.959	1.888	1.738	1.953
Total des passifs (passifs à court terme et à long terme)	4.942	4.908	5.070	4.805
Dette financière nette/(trésorerie et équivalents de trésorerie) ⁽¹⁾	(431)	(467)	(375)	(124)

⁽¹⁾ « Dette financière nette/(trésorerie et équivalents de trésorerie) » comprend l'endettement à long terme ainsi que l'endettement à court terme, à l'exclusion des dettes de location, des obligations de compléments de prix (earn out obligations) et des obligations de rachat des participations non contrôlantes, moins la trésorerie et les équivalents de trésorerie et l'encours des emprunts auprès de Vivendi. « Dette financière nette/(trésorerie et équivalents de trésorerie) » exclut (i) les dettes de location pour 329 millions d'euros, 367 millions d'euros, 426 millions d'euros et 455 millions d'euros au 30 juin 2024 et aux 31 décembre 2023, 2022 et 2021, respectivement, et (ii) les obligations de compléments de prix et de rachats de participations non contrôlantes pour 270 millions d'euros, 278 millions d'euros, 207 millions d'euros et 167 millions d'euros au 30 juin 2024 et aux 31 décembre 2023, 2022 et 2021, respectivement.

Informations financières sélectionnées des flux de trésorerie consolidés

(en millions d'euros)	Exercice clos le 31 décembre			Semestre clos le 30 juin	
	2023	2022	2021	2024	2023
Flux de trésorerie générés par/(utilisés par) les activités opérationnelles	341	370	332	(85)	(41)
Flux de trésorerie générés par/(utilisés par) les activités d'investissement	(94)	(184)	(16)	101	68

Flux de trésorerie générés par/(utilisés par) les activités de financement	(242)	(638)	76	(111)	(44)
Effets des variations des taux de changes	(28)	22	44	8	(10)
Augmentation/(diminution) nette de la trésorerie et des équivalents de trésorerie	5	(452)	392	(95)	(17)
Trésorerie et équivalents de trésorerie (en fin de période)	322	345	775	235	318

Indicateurs Alternatifs de Performance

Le présent résumé et certaines sections du Prospectus comprennent également certaines mesures et ratios qui ne sont pas exigés par les normes IFRS, ni présentés conformément à celles-ci, et qui sont désignés dans le présent document comme des « **Indicateurs Alternatifs de Performance** ». Les Indicateurs Alternatifs de Performance ne sont pas des mesures de performance financière ou de liquidité selon les normes IFRS, mais des mesures utilisées par la direction pour contrôler la performance sous-jacente des activités et des opérations du Groupe. Par conséquent, elles n'ont pas été auditées ou examinées. En outre, ces Indicateurs Alternatifs de Performance peuvent ne pas être révélateurs des résultats d'exploitation historiques du Groupe et ne sont pas censés anticiper les résultats futurs du Groupe. Ces Indicateurs Alternatifs de Performance sont présentés dans ce Prospectus car la direction les considère comme des mesures supplémentaires importantes de la performance du Groupe et estime que ces mesures et d'autres mesures similaires sont largement utilisées dans l'industrie dans laquelle le Groupe opère comme moyen d'évaluer la performance opérationnelle d'une société et la liquidité de ses titres. Cependant, toutes les entreprises ne calculent pas les Indicateurs Alternatifs de Performance de la même manière ou sur une base équivalente. Ainsi, ces mesures et ratios peuvent ne pas être comparables aux mesures ou ratios utilisés par d'autres sociétés sous des noms identiques ou similaires. Par conséquent, il convient de ne pas se fier indûment aux Indicateurs Alternatifs de Performance contenus dans le Prospectus et de ne pas les considérer isolément ou comme une alternative au chiffre d'affaires, à l'EBIT, au résultat net de l'exercice, aux flux de trésorerie ou à d'autres mesures financières calculées conformément aux normes IFRS, ni comme une alternative aux flux de trésorerie générés par les activités d'exploitation en tant que mesure de liquidité. Le Prospectus contient les Indicateurs Alternatifs de Performance suivants ou « mesures non-IFRS » : chiffre d'affaires net (y compris le chiffre d'affaires net présenté à taux de change constant et sur une base « organique »), EBIT ajusté, marge d'EBIT ajusté, dette financière nette/(trésorerie nette et équivalents de trésorerie), taux de conversion en trésorerie et flux de trésorerie disponible. Les principaux Indicateurs Alternatifs de Performance sont présentés dans le tableau ci-dessous.

(en millions d'euros, sauf les pourcentages)	Exercice clos le 31 décembre			Semestre clos le 30 juin	
	2023	2022	2021	2024	2023
Chiffre d'affaires net ⁽¹⁾	2.695	2.590	2.238	1.308	1.265
Croissance du chiffre d'affaires net sur période glissante ⁽¹⁾	4,1%	15,8%	-	3,4%	-
EBIT ajusté ⁽²⁾	327	297	247	133	120
Marge d'EBIT ajusté ⁽³⁾	12,1%	11,5%	11,0%	10,2%	9,5%

⁽¹⁾ Le Groupe utilise la mesure du « chiffre d'affaires net », qui est égal au chiffre d'affaires conformément à la norme IFRS 15 moins les coûts refacturés aux clients. Les coûts refacturés aux clients consistent en des coûts répercutés sur les clients (tels que les coûts directs (y compris les frais de déplacement) et d'autres dépenses de tiers) lorsque le Groupe agit en tant que mandant. Le chiffre d'affaires net est donc considéré comme une mesure utile de la croissance du chiffre d'affaires du Groupe car il exclut l'impact de ces coûts refacturés et est utilisé par la direction pour piloter la performance de l'activité du Groupe. En outre, le chiffre d'affaires net est un indicateur clé dans le secteur de la publicité et le Groupe considère donc qu'il s'agit d'une mesure utile pour comparer la performance opérationnelle du Groupe avec celle de ses pairs.

⁽²⁾ L'EBIT ajusté représente le résultat net moins l'impôt sur le revenu, les intérêts, les autres produits et charges financiers, la dépréciation du goodwill, les ajustements liés aux compléments de prix et les charges de restructuration. Le Groupe considère que l'EBIT ajusté est une mesure utile de la performance opérationnelle du Groupe car il exclut l'impact de certains éléments non récurrents ou non opérationnels.

⁽³⁾ La marge d'EBIT ajusté correspond à l'EBIT ajusté divisé par le chiffre d'affaires net. Le Groupe considère que la marge d'EBIT ajusté est une mesure financière utile de la rentabilité du Groupe.

2.3 - Quels sont les risques spécifiques à l'émetteur ?

Un investissement dans les titres de la Société comprend de nombreux risques liés aux activités du Groupe pouvant résulter en une perte partielle ou totale de leur investissement pour les investisseurs, notamment les principaux risques suivants :

- Les activités, la situation financière, les résultats d'exploitation et les perspectives du Groupe sont très sensibles aux perturbations des conditions macroéconomiques.
- La nature hautement compétitive et évolutive du secteur dans lequel le Groupe opère pourrait avoir un impact substantiel sur les performances commerciales globales et les perspectives à long terme du Groupe.
- Le Groupe pourrait perdre ou ne pas réussir à attirer et à retenir des talents, ce qui pourrait avoir un impact négatif sur les relations qu'il entretient avec ses clients.
- Le Groupe est soumis à un risque de liquidité qui peut affecter ses activités quotidiennes ou sa situation financière.
- Le matériel publicitaire, les créations et les produits livrés par le Groupe peuvent porter atteinte aux droits de propriété intellectuelle de tiers, qui peuvent engager la responsabilité du Groupe.
- Le Groupe est soumis à des risques de violation de cybersécurité, de cyberattaques et d'autres perturbations de systèmes d'informations.
- Les perturbations et les défaillances des processus internes et de l'infrastructure sur lesquels le Groupe s'appuie, y compris les processus informatiques, les systèmes informatiques et l'infrastructure informatique, pourraient avoir des conséquences négatives importantes sur les activités du Groupe, sa situation financière, ses résultats d'exploitation et ses perspectives.
- Le Groupe exerce ses activités à l'échelle mondiale dans un grand nombre de juridictions et est soumis à des environnements juridiques et réglementaires variés et évolutifs dont le respect est coûteux et dont le non-respect peut donner lieu à des mesures d'exécution.
- Le Groupe est soumis à des réglementations sectorielles applicables aux services de publicité, de communication et de marketing, dont le respect est coûteux et qui peuvent exposer le groupe à des actions gouvernementales ou judiciaires.
- Le Groupe peut être impliqué dans des procédures judiciaires et des enquêtes susceptibles d'avoir un effet négatif important sur le Groupe.

- Le Groupe est soumis à la législation fiscale de nombreuses juridictions ; des modifications de la loi fiscale ou une remise en cause de la position fiscale du Groupe pourraient avoir une incidence négative sur ses résultats d'exploitation et sa situation financière.
- La Société entend être traitée fiscalement comme un résident de la République française exclusivement, mais d'autres autorités fiscales peuvent chercher à la traiter comme un résident fiscal d'une autre juridiction.
- La valeur combinée des actions ordinaires de Vivendi, Havas, Canal+ et du Groupe Louis Hachette après la scission de Vivendi peut ne pas être égale ou supérieure à la valeur totale de l'Action Vivendi avant la scission de Vivendi.

Section 3 – Informations clés sur les valeurs mobilières

3.1 – Quelles sont les principales caractéristiques des valeurs mobilières ?

Les titres de la Société pour lesquels l'admission à la négociation sur Euronext Amsterdam est demandée sont toutes des actions ordinaires composant le capital social de la Société, émises et en circulation.

Libellé pour les actions ordinaires et code ISIN (*international securities identification number*)

Symbole boursier : HAVAS.

Code ISIN : NL0015002AH0.

Devise, dénomination et nombre de valeurs mobilières émises

Nombre d'Actions Ordinaires Havas : 991.811.494.

Valeur nominale : vingt centimes d'euro (0,20€) par Action Ordinaire Havas.

Devise : Euro.

Droits attachés aux Actions Ordinaires Havas

En application des lois applicables et des dispositions des statuts de la Société, les principaux droits attachés aux Actions Ordinaires Havas seront les suivants : (i) droit à dividendes et droit de participation aux bénéfices de la Société, (ii) droit de participer aux assemblées générales d'actionnaires, (iii) droit de vote, (iv) droit de préemption ; et (v) droit de participation à tout excédent en cas de liquidation.

Les actionnaires détenant des Actions Ordinaires Havas peuvent participer à la structure de vote de fidélité de la Société en enregistrant leurs actions dans le registre de fidélité de la Société (le « **Registre de Fidélité** ») afin d'avoir le droit de recevoir des actions à droit de vote spécial. La structure de vote de fidélité est ouverte à tous les actionnaires. L'inscription des Actions Ordinaires Havas au Registre de Fidélité bloquera la négociation de ces actions sur Euronext Amsterdam. Avant l'Admission, la Société aura nommé un agent chargé de tenir et de gérer le Registre de Fidélité pour le compte de la Société. Cet agent sera désigné conformément aux modalités applicables à l'émission, l'attribution, l'acquisition, la détention, le transfert et le rachat des Actions à Droit de Vote Spécial Havas, qui seront accessibles sur le site internet de la Société (www.havas.com).

Si un certain nombre d'Actions Ordinaires Havas ont été enregistrées dans le Registre de Fidélité pendant une période ininterrompue de deux (2) ans au nom d'un même actionnaire, cet actionnaire aura le droit de recevoir des actions à droit de vote spécial A. L'actionnaire concerné recevra une (1) action à droit de vote spécial A par Action Ordinaire Havas éligible. Si un certain nombre d'Actions Ordinaires Havas ont été enregistrées dans le Registre de Fidélité pendant une période ininterrompue de quatre (4) ans au nom d'un même actionnaire, un tel actionnaire pourra choisir de convertir chaque action à droit de vote spécial A correspondante en une action à droit de vote spécial B. Chaque action à droit de vote spécial A donnera droit à une (1) voix supplémentaire, en plus des droits de vote attachés à chaque Action Ordinaire Havas, permettant ainsi à son détenteur de bénéficier de deux votes au total. Chaque action à droit de vote spécial B donnera droit à trois (3) votes supplémentaires, en plus des droits de vote attachés à chaque action ordinaire Havas, permettant ainsi à son détenteur de bénéficier de quatre votes au total.

Rang relatif des valeurs mobilières dans la structure du capital de l'émetteur en cas d'insolvabilité

Non applicable.

Restrictions à la libre négociabilité des valeurs mobilières

Un transfert d'Actions Ordinaires Havas n'est pas soumis à des restrictions de transfert statutaires.

Les Actions Ordinaires Havas inscrites au Registre de Fidélité pour participer à la structure de vote de fidélité de la Société sont soumises à des restrictions de transfert pour une durée de deux (2) ans (afin que l'actionnaire qui inscrit ces Actions Ordinaires Havas reçoive une action à droit de vote spécial A pour chaque Action Ordinaire Havas inscrite au Registre de Fidélité) ou de quatre (4) ans (afin que l'actionnaire qui inscrit ces Actions Ordinaires Havas reçoive une action à droit de vote spécial B pour chaque Action Ordinaire Havas inscrite au Registre de Fidélité). Le transfert d'actions à droit de vote spécial requiert l'approbation préalable du conseil d'administration de la Société et est en outre soumis à la procédure prévue dans les statuts.

Politiques en matière de dividendes

La Société n'a pas versé de dividendes sur ses actions au titre des exercices clos les 31 décembre 2023, 31 décembre 2022 et 31 décembre 2021.

Après la réalisation de la Distribution, la politique de dividende du Groupe visera à assurer un rendement régulier du capital à ses actionnaires par le biais d'un paiement annuel de dividendes qui devrait représenter environ 40% du résultat net, action du Groupe, pour l'exercice concerné (à partir de 2025 pour l'exercice clos le 31 décembre 2024).

3.2 – Où les valeurs mobilières seront-elles négociées ?

Avant l'Admission, les Actions Ordinaires Havas n'étaient pas négociables sur un marché. Une demande d'admission des Actions Ordinaires Havas à la cotation et à la négociation sur Euronext Amsterdam, sous le symbole boursier « HAVAS », a été déposée. La négociation des Actions Ordinaires Havas sur Euronext Amsterdam devrait commencer, sous la forme de promesses d'actions (« *if-and-when-delivered* »), vers le 16 décembre 2024 (la « **Date d'Admission** »). À la date du Prospectus, la Société n'a pas demandé l'admission à la cotation et à la négociation des Actions Ordinaires Havas sur un autre marché réglementé.

3.3 – Les valeurs mobilières feront-elles l'objet d'une garantie ?

Non applicable.

3.4 – Quels sont les principaux risques spécifiques aux valeurs mobilières ?

Un investissement dans les titres de la Société comporte de nombreux risques qui pourraient conduire les investisseurs à perdre tout ou partie de leur investissement, et notamment les principaux risques suivants :

- Il n'y a pas de marché existant pour les Actions Ordinaires Havas, et un marché actif pour les Actions Ordinaires Havas pourrait ne pas se développer ou se maintenir.
- Les mécanismes de défense anti-OPA pourraient retarder ou empêcher un changement de contrôle de la Société, y compris une tentative de prise de contrôle qui pourrait entraîner une prime par rapport au prix du marché pour les Actions Ordinaires Havas.

Section 4 – Informations clés sur l'admission à la négociation sur un marché réglementé

4.1 – À quelles conditions et selon quel calendrier puis-je investir dans ces valeurs mobilières ?

Modalités de l'admission à la négociation

Les modalités de l'Admission seront définies dans des avis qui seront publiés par Euronext Amsterdam N.V. environ 14 jours avant la réalisation anticipée de la Distribution, au plus tard le 2 décembre 2024, selon le calendrier indicatif ci-dessous. À compter de la Date d'Admission, les Actions Ordinaires Havas seront négociées sous le symbole boursier « HAVAS ».

Calendrier indicatif :

Événement	Date et heure (CET)
Approbation du Prospectus par l'AFM	30 octobre 2024
Avis Euronext annonçant la Distribution (comprenant un calendrier indicatif)	2 décembre 2024 (au plus tard)
Avis Euronext annonçant l'admission des Actions Ordinaires Havas à la négociation sur Euronext Amsterdam	2 décembre 2024 (au plus tard)
Assemblées générales extraordinaires des actionnaires de Vivendi approuvant la Distribution	9 décembre 2024 à 15h (CET)
Avis Euronext relatif au prix de référence des Actions Ordinaires Havas	13 décembre 2024 (après clôture du marché)
Date de réalisation juridique de la Distribution	13 décembre 2024 à 23h59 (CET)
Date de détachement (à des fins de négociation) dans le cadre de la Distribution	16 décembre 2024
Date d'Admission – Début de la négociation des Actions Ordinaires Havas sur Euronext Amsterdam sous le symbole boursier « HAVAS » sur une base « if-and-when-delivered » (conditionnelle à la livraison)	16 décembre 2024 à 9h (CET)
Date d'inscription en compte dans le cadre de la Distribution (la « Date d'Inscription »)	17 décembre 2024
Date de règlement – Règlement-livraison des Actions Ordinaires Havas aux actionnaires de Vivendi ⁽¹⁾ habilités à les recevoir dans le cadre de la Distribution et aux investisseurs ayant acquis des Actions Ordinaires Havas sur le marché à la Date d'Admission.	18 décembre 2024

⁽¹⁾ Par exception, le 13 décembre 2024, Vivendi transférera à Bolloré SE, à Compagnie de l'Odet SE, à M. Yannick Bolloré et à YB6 les Actions Ordinaires Havas auxquelles ils ont droit au titre de, et selon les modalités de la Distribution telle qu'approuvée par l'assemblée générale extraordinaire de Vivendi devant se tenir le 9 décembre 2024, y compris le Ratio d'Allocation (et sous réserve, comme pour tous les actionnaires de Vivendi, de tout ajustement éventuel de celui-ci), en vertu d'un acte de cession à conclure entre Vivendi et Bolloré SE, Compagnie de l'Odet SE, M. Yannick Bolloré et YB6 au plus tard le 13 décembre 2024. Aux termes de cet acte de cession, chacune des sociétés Bolloré SE, Compagnie de l'Odet SE, M. Yannick Bolloré et YB6 s'engagera à maintenir sa participation dans Vivendi entre le 13 décembre 2024 et la Date d'Inscription (inclusive).

Havas et Vivendi peuvent ajuster les dates, heures et périodes indiquées dans le calendrier et dans l'ensemble du Prospectus. Si Havas et Vivendi décident d'ajuster des dates, heures ou périodes, ils publieront un communiqué de presse qui sera publié sur les sites Internet de Havas et de Vivendi. Toute autre modification importante fera l'objet d'un communiqué de presse publié sur les sites Internet de Havas et de Vivendi et d'un supplément au Prospectus (dans la mesure requise par la loi applicable).

Conseils Financiers

Citi, Morgan Stanley et Société Générale agissent conjointement en tant que conseils financiers (à ce titre et à tout autre titre, les « **Conseils Financiers Principaux** »). Bank of America, Banque Hottinguer, Barclays, BNP Paribas, CIC, Crédit Agricole CIB, Evercore, Goldman Sachs Bank Europe SE, HSBC, Lazard et Natixis agissent en tant que co-conseils financier (à ce titre et à tout autre titre, les « **Co-Conseils Financiers** »). Banco Santander, COMMERZBANK, Intesa Sanpaolo, J.P. Morgan et Mizuho agissent en tant qu'autres conseils financiers (à ce titre et à tout autre titre, les « **Autres Conseils Financiers** » et, avec les Conseils Financiers Principaux et les Co-Conseils financiers, les « **Conseils Financiers** »). Les Conseils Financiers n'agissent que dans le cadre de l'Admission et de la Distribution.

Agent introducteur

Société Générale.

Montant et pourcentage de dilution résultant de la Distribution

Non applicable.

Estimation des frais et dépenses liés à l'Admission

Les dépenses globales liées à l'Admission à la charge de la Société sont estimés à environ 5 millions d'euros et comprennent, entre autres, les frais dus à l'AFM et à Euronext Amsterdam et les frais juridiques et administratifs, ainsi que les frais de publication et les taxes applicables, le cas échéant.

Estimation des frais et dépenses facturés aux investisseurs par la Société

Non applicable. Aucune dépense liée à l'Admission ne sera supportée par les investisseurs.

4.2 – Pourquoi ce prospectus est-il établi ?

Le Prospectus est établi dans le cadre de l'Admission suite à la Distribution, qui s'inscrit dans le cadre de la Scission de Vivendi.

Raisons de la Scission de Vivendi

La Distribution et l'Admission font partie des opérations nécessaires à la séparation depuis Vivendi des activités Havas (y compris Havas S.A.), des activités Canal+ (y compris Group Canal+ S.A.) et des activités d'édition et travel retail (y compris Lagardère S.A. et Prisma Media S.A.S. dont les actions seront apportées à Louis Hachette Group), comprenant la Distribution Havas, la Scission Partielle Canal+ et la Scission Partielle Louis Hachette Group (la « **Scission de Vivendi** »), qui a été initiée par Vivendi pour les raisons suivantes :

- Depuis la cession par Vivendi d'une participation de 60% dans Universal Music Group N.V. en 2021, les actions de Vivendi se négocient avec une décote de conglomérat significativement élevée, réduisant substantiellement leur valorisation et limitant ainsi la capacité de Vivendi à réaliser des opérations de croissance externe pour ses filiales, telles que Groupe Canal+ S.A., Havas S.A. et Lagardère SA, qui connaissent actuellement une forte croissance dans un contexte international marqué par de nombreuses opportunités d'investissement.
- La Scission de Vivendi vise à libérer pleinement le potentiel de développement de l'ensemble des activités du Groupe Vivendi, en séparant ces activités du reste des activités existantes du Groupe Vivendi. À l'issue de la Scission de Vivendi, Havas, Canal+ and Louis Hachette Group pourront allouer leur capital de manière indépendante pour répondre à leurs propres dynamiques de marché, optimiser la structure de leur capital respective dans un effort de croissance et de poursuite de leurs objectifs stratégiques, y compris par le biais d'acquisitions et d'autres opportunités de croissance.
- Les structures de capital visées par Canal+ et Havas devraient offrir à chaque société une flexibilité stratégique et financière leur permettant de saisir des opportunités d'investissement et de croissance, en bénéficiant de leur levier financier réduit au moment de la Scission de Vivendi (qui, pour Canal+, comprendra principalement la dette contractée dans le cadre de son offre publique d'achat en cours sur MultiChoice Group Limited). De même, Louis Hachette Group n'aura pas de dette nette propre au moment de la Scission de Vivendi, tandis que la dette financière nette de Lagardère SA s'élèvera à environ deux milliards d'euros.
- En outre, les actions de Havas et de Canal+ seront admises à la négociation sur des bourses jugées attrayantes pour les investisseurs de long terme et la mieux adaptée aux besoins commerciaux et à l'empreinte géographique de chaque société. L'admission à la négociation de Louis Hachette Group sur Euronext Growth (Paris) devrait offrir à la société une plus grande flexibilité et minimiser la duplication des coûts réglementaires à la lumière de la cotation séparée de Lagardère SA sur le marché réglementé Euronext à Paris.

Utilisation et montant net estimé du produit de cession

Ni la Société, ni Vivendi ne recevront de produits dans le cadre de l'Admission.

Contrat de garantie

Non applicable.

Engagement d'abstention de la Société

Aucun.

Engagement de conservation des actionnaires

Aucun.

Intérêts des personnes morales ou physiques participant à l'Admission

Certains Conseils Financiers et/ou leurs affiliés sont, ou ont été, engagés et pourraient à l'avenir s'engager dans des activités de banque commerciale, de banque d'investissement et de conseil financier (y compris dans le cadre de l'Admission et de la Distribution) et dans des activités auxiliaires dans le cours normal de leurs affaires avec le Groupe et/ou Vivendi ou toute partie liée ou concurrente à l'un d'entre eux, au titre desquelles ils ont reçu, et pourraient à l'avenir recevoir, des honoraires et commissions habituels. En particulier, certains Conseils Financiers et/ou leurs affiliés ont participé activement ou participent activement au financement de Vivendi et du Groupe et sont des partenaires de longue date de Vivendi. En outre, les Conseils Financiers peuvent, dans le cadre normal de leurs activités et à l'avenir, effectuer des transactions pour leur propre compte ou pour le compte de leurs clients, réaliser ou détenir une large gamme d'investissements et négocier activement des titres de créance et de participation (ou des titres dérivés) et des instruments financiers pour leur propre compte ou pour le compte de leurs clients. Ces investissements et opérations sur titres peuvent impliquer des positions longues ou courtes sur les titres de la Société et/ou de Vivendi. En agissant conformément aux modalités décrites ci-dessus, les Conseils Financiers et leurs affiliés pourraient avoir des intérêts qui ne seraient pas alignés, ou qui pourraient potentiellement rentrer en conflit avec les intérêts des investisseurs dans les actions ou avec les intérêts de la Société ou du Groupe.

1. RISK FACTORS

Any investment in the Havas Shares is associated with risks. Prior to any investment decision, it is important to carefully analyze the risk factors included below, the Group's business and the industry in which it operates, together with all other information contained in this Prospectus in light of the Admission before deciding whether to acquire any Havas Shares.

The below is what the Company believes are the material risks concerning the Group's business and industry and the Havas Shares that, alone or in combination with other events or circumstances, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects, and cause the price of the Havas Shares to decline and investors to lose all or part of their investment.

All of these risk factors and events are contingencies that may or may not occur. The Group may face a number of these risks described below simultaneously and some risks described below may be interdependent where indicated with a cross-reference and an appropriate description. The risk factors within each of the risk categories mentioned below considered to be the most material at the date of this Prospectus are presented first within each such category, in accordance with an assessment that takes into account its level of impact and likelihood of occurrence as well as the risk management actions and measures implemented by the Group. Although the most material risk factors are presented first in each category, the order of categories in which risks are presented within this section and the order in which the remaining risk factors within each category are presented is not necessarily an indication of the likelihood of the risks actually materializing, the potential significance of the risks to the Group, or the scope of any potential negative impact to the Group's business, financial condition, results of operations or prospects. The risk factors below have been divided into categories and some risk factors could belong in more than one category. However, each risk factor is presented within, what the Company believes to be, the most appropriate category and prospective investors should carefully consider all of the risk factors set out in this section.

Although the Company believes that the risks described below are the material risks concerning the Group's business and industry and the Havas Shares, they are not the only risks relating to the Group and the Havas Shares. Other risks, events, facts or circumstances not presently known to the Company or that the Company currently deems to be immaterial could, individually or cumulatively, prove to be important and may have a significant negative impact on the Group's business, financial condition, results of operations and prospects and the price of the Havas Shares may decline and investors could lose all or part of their investment.

As used herein, a reference to the "Group" refers to the Company, Havas S.A.S. and their consolidated direct and indirect subsidiaries.

1.1 Risks relating to the Group's business

1.1.1 The Group's business, financial condition, results of operations and prospects are highly susceptible to adverse macroeconomic conditions.

Due to its large geographic footprint, the Group's overall performance depends largely upon domestic and worldwide economic conditions. The global economy continues to be challenging, including as a result of the persistent inflationary pressures, U.S.-China tensions and conflict in Ukraine and the Middle East. The United States, Europe and other major markets where the Group operates have experienced cyclical downturns in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, decreased government spending, reduced corporate profitability, volatility in credit, equity, and foreign exchange markets, inflationary pressures and higher interest rates, bankruptcies, and overall uncertainty. These economic conditions can occur abruptly and can arise as the collateral effect of crises elsewhere. Any prolonged disruption to business or financial markets in North America and Europe, which accounted for 36.5% and 47.8%, respectively, of the Group's net revenue for the year ended December 31, 2023 and 34.7% and 50.1%, respectively,

for the six months ended June 30, 2024, could have an adverse impact on the Group's business, financial condition, results of operations and prospects.

Economic downturns or uncertainty about the strength of the global economy generally, or adverse economic conditions in certain regions or market sectors, pose a risk that existing or potential clients of the Group may decide to suspend, make significant reductions in or postpone their expenditures on communications and marketing services and projects. For example, during the Covid-19 pandemic, certain markets and industries the Group serves were particularly negatively affected, resulting in a reduction in their marketing budgets and a decrease in demand for the Group's services, in particular for Havas Media which in some markets experienced a decrease in billings of more than 50% over several months. Certain of the Group's industry verticals may be negatively affected by slowing economic conditions in the industries they serve. For instance, the Group's technology, media and telecom ("TMT") vertical, which represented 8.1% and 8.2% of the Group's net revenue for the year ended December 31, 2023 and the six months ended June 30, 2024, respectively, serves a technology sector that has experienced softening economic conditions in recent years. Moreover, the Group is particularly exposed to the healthcare and wellness sector, which represented 30.7% and 29.0% of the Group's net revenue for the year ended December 31, 2023 and the six months ended June 30, 2024, respectively. Economic slowdowns or other factors identified in this section that negatively affect the Group's clients in this sector are therefore likely to have a more significant adverse effect on the Group's performance.

Given that communications and marketing expenditures typically include discretionary components, they are easier to reduce in the short term than their other operating expenses. Existing or potential clients may restrict or cut budgets, reducing the demand for the Group's services and increasing pricing pressure, resulting in a reduction in the Group's revenue. Moreover, negative effects on the Group of local downturns may be particularly pronounced in markets where the Group has made significant investments in recent years, such as India, China and Australia, or where the Group generates significant revenue and has significant market share, such as the United States, France and the United Kingdom, making it less likely that the Group will perform as expected in those markets. Additionally, the Group's industry has in the past been affected more severely than other sectors by economic downturns and recovered more slowly than the economy in general. As a result, the Group is highly sensitive and exposed to risks associated with fluctuations in macroeconomic conditions, globally and in the various markets where the Group operates. Even if the Group takes actions to respond to adverse economic conditions and reductions in revenue, such as reducing the Group's cost structure, such actions may not be effective in the short term or at all. Any such adverse macroeconomic conditions may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.2 The highly competitive and evolving nature of the industry in which the Group operates could substantially impact the Group's overall business performance and long-term outlook.

The communications and marketing services industry is highly competitive, demanding and constantly changing.

Key competitive considerations for retaining existing clients and winning new clients include client perception of the quality of the Group's creative work, client confidence in the Group's ability to protect the confidentiality of their customers' data, client relationships with key Group personnel, the Group's ability to develop solutions that meet client needs, the ability to leverage analytics and generative AI-enabled tools, the quality and effectiveness of the Group's services and the Group's ability to efficiently serve clients, particularly large multinational clients, on a broad geographic basis.

The Group's agencies and media services compete with other agencies and other providers of creative, advertising, marketing or media services to maintain existing client relationships and win new clients and accounts. The Group faces significant competition from both large international players, including larger international advertisers such as Publicis, IPG, WPP, Omnicom and Dentsu (all of which are publicly listed and significantly larger than the Group by revenue for fiscal year 2023) and consulting

firms such as Accenture, and smaller agencies that operate in a limited number of local markets, regions or countries. The Group also competes with relatively new market participants, including from outside the traditional communications and marketing industry, such as large technology companies that are increasingly operating in certain segments of the industry. New competitors also include operators such as systems integrators, database marketing companies and modeling or performance companies which offer technological solutions to communications and marketing needs expressed by clients. Clients may choose to source creative work internally or work with production groups that specialize in “content at scale”, thereby decreasing the budgets managed by creative groups. These competitors may outperform the Group by delivering more innovative and impactful campaigns, achieving higher engagement and conversion rates, attracting a larger client base, and ultimately capturing a greater share of the market. Although the Group focuses on delivering efficient communications and marketing (that is, reducing its clients’ costs without reducing results), some of the Group’s competitors may be more efficient and undercut the Group’s offering, including where competitors develop more effective and efficient communications and marketing analytics and generative AI-enabled tools than those of the Group, such as through its “Converged” platform. Many clients put their communications and marketing business up for competitive review from time to time, and the Group has lost client accounts in the past as a result of such periodic competitive reviews. For a discussion of the potential impact of the loss of clients, see Section 1.1.5, “*The loss of several of the Group’s largest clients could have a material adverse effect on its business, financial condition, results of operations and prospects*”. In addition, because the Group’s principal asset is its creative talent and that the movement of labor is relatively unconstrained in the industry, its relationships with clients can be materially affected by the sudden departure of key personnel. For the same reason, a small agency is, on occasion, able to take all or some portion of a client’s account from the Group, notwithstanding the Group’s size. See Section 1.1.3, “*The Group may lose or fail to attract and retain talent*” for a discussion of the risk of loss or failure to attract or retain talent.

In addition, the Group’s ability to attract new clients and retain existing clients may also, in some cases, be limited by clients’ policies on or perceptions of conflicts of interest or the Group’s own exclusivity arrangements with certain clients. These policies can, in some cases, prevent one agency or even different agencies under the Group’s ownership from performing similar services for competing products or companies.

Competitive challenges also arise from new and rapidly evolving technologies in the advertising, communications and marketing space, creating opportunities for new and existing competitors and a need for continued significant investment in talent, tools, technologies and process improvements. As data-driven solutions become increasingly core to success in this industry, and with the development of new and emerging technologies, such as generative AI, any failure to keep up with rapidly changing technologies and standards in this space could harm the Group’s competitive position. Investments in technology may become outdated and may need to be replaced more quickly than expected, which could be costly. See Section 1.1.10, “*The development and use of generative AI may cause disruption to the industry in which the Group operates and present inherent risks which may have an adverse effect on the Group*” for a discussion of the risks relating to generative AI.

As a result of this highly competitive and fast-paced environment, the Group may lose present clients and potential new business to competitors, which could have a material adverse effect on the Group’s market share, business, revenues, results of operations, financial condition and prospects. See Section 1.1.5, “*The loss of several of the Group’s largest clients could have a material adverse effect on its business, financial condition, results of operations and prospects*” for a discussion of the risks relating to the loss of clients.

1.1.3 The Group may lose or fail to attract and retain talent, which may negatively affect its relationship with clients.

As the Group operates in the communication and marketing services industry, its ability to identify and retain internal and external talent, including, but not limited to, artists, creators, designers, authors,

managers, programmers and data and other specialists, is key to the success of the Group. The Group's ability to attract and retain such talent is influenced by a variety of factors, some of which are outside of the Group's control, such as personal life choices, health issues, family responsibilities, relocation, career changes or retirement. Given the increasing attention to, and importance of, climate change and other environmental, social and governance ("ESG") matters, including by employees, any negative publicity may damage the Group's reputation and ability to retain and attract talent. See Section 1.4.5, "*The Group may fall short of stakeholder expectations relating to ethical, environmental, social and governance considerations in ways that materially adversely impact the Group's business, financial condition, results of operations and prospects*" for a discussion of the risks arising from damage to the Group's reputation for failing to meet ethical and ESG expectations.

The Group operates in an industry that is particularly sensitive to shifts in labor markets, as it is characterized by a high degree of employee mobility and significant use of third-party or temporary workers to staff new, growing or temporary assignments. In addition, the Group may not be able to address new employment trends in the industry, such as increases in the practice of poaching talent and new professional aspirations reflected in changing organizational models, including the widespread use of remote working arrangements, employer attention to environmental considerations, and a preference for self-employed status for certain functions, especially in technical areas.

If the Group were to lose the support of any of its key personnel or the ability to attract and retain new talent, it could experience difficulties in retaining existing or gaining new clients, which, in turn, could affect its business, financial condition, results of operations and prospects.

1.1.4 Geopolitical events may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Current or future geopolitical events or tensions could impact the economies in which the Group operates. International hostilities, acts of terrorism, natural disasters, public health crises, severe weather events, or civil or labor unrest, among other events, may result in a disruption of business operations and demand for client services, a disruption in the credit markets, a heightened risk of cybersecurity attacks and disruptions to the Group's or its clients' information technology infrastructure, increased energy costs, higher labor costs or labor shortages, and supply chain disruptions, and of which may negatively affect profitability and competitiveness. This could also result in a suspension or cessation of the activities carried out by the Group or its existing or potential clients in affected markets. For example, following the invasion of Ukraine by Russian military forces in February 2022, the Group suspended new investments in Russia and, as conflict and disruption in the region continued, decided to cease its limited Russian operations by divesting its remaining holdings in related Russian joint ventures in September 2024.

Geopolitical events or tensions have created or contributed, and in the future will create or contribute, to economic downturns or uncertainty, both globally and in certain regions or market sectors. Negative economic developments have affected, and will in the future affect, client spending on the Group's services as clients tend to prioritize core business expenses during periods of heightened geopolitical tension and therefore cut their marketing expenses. For example, the Group experienced suppressed activity in 2022 and 2023 in markets neighboring Russia, such as Poland, where client expenditures decreased. See Section 1.1.1, "*The Group's business, financial condition, results of operations and prospects are highly susceptible to adverse macroeconomic conditions*" for a discussion of the sensitivity of the Group's business and financial performance in respect of macroeconomic conditions. The continuation or aggravation of a number of ongoing geopolitical conflicts may in the future undermine the markets in which the Group operates. In particular, the ongoing conflicts in Ukraine and the Middle East have led to significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability and changes in consumer and purchaser preferences. In addition, significant diplomatic and trade frictions are ongoing between the United States and China, with a resulting impact on business continuity and travel, supply chain disruptions, inflation, security issues, and overall uncertainty with respect to the economy,

including with respect to tariff and trade issues. Any prolonged disruption to business or financial markets could have a material adverse impact on the Group's business, financial condition, results of operations and prospects, particularly to the extent these negatively affect the Group's North America and Europe segments, which accounted for approximately 36.5% and 47.9%, respectively, of the Group's net revenue for the year ended December 31, 2023 and 34.7% and 50.1%, respectively, for the six months ended June 30, 2024.

1.1.5 The loss of several of the Group's largest clients could have a material adverse effect on its business, financial condition, results of operations and prospects.

For the year ended December 31, 2023 and the six months ended June 30, 2024, the Group's largest client represented 7.7% and 8.4% of its net revenue, respectively. For the year ended December 31, 2023 and the six months ended June 30, 2024, the Group's ten largest clients represented 21.7% and 20.2% of its net revenue, respectively. Consequently, a relatively small number of clients contribute a significant portion of the Group's revenue.

Clients may reduce, reallocate or cancel current or future spending on communications and marketing projects at any time on short notice for any reason, including as a result of a reduction in budget due to global macroeconomic conditions, the attribution of projects to competitors as a result of periodic reviews or the departure of key creative talent from the Group. For instance, in 2023, Havas Health's second largest client (representing 2.9% of the Group's 2023 net revenue) conducted a competitive review as a result of which a majority of its budget with the Group was moved to large international competitors. In addition, several trends in the Group's industry have exacerbated and may in the future exacerbate the risk that key clients may be lost by the Group, such as relatively short notice periods for the termination of its customer agreements, operating on a project-by-project basis or the internalization of some activities by certain of the Group's clients. These factors may increase the rate of client turnover, and they provide less visibility on future revenue streams from any single client. They also increase the risk that a single event affecting a key client could result in an abrupt reduction in expected spending on the Group's services. A significant reduction in spending on the Group's services by its largest clients or the loss of several of its largest clients, if not replaced by new clients or an increase in business from existing clients, would adversely affect the Group's revenue and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. See Section 1.1.2, "*The highly competitive and evolving nature of the industry in which the Group operates could substantially impact the Group's overall business performance and long-term outlook*" for a discussion of the risks arising from the competitiveness of the Group's industry and resulting risks of losing clients and business.

1.1.6 A period of sustained inflation across all the major markets in which the Group operates has resulted and could in the future result in higher operating costs.

A period of sustained inflation across the major markets in which the Group operates has resulted and could in the future result in higher operating costs for the Group, which may be difficult for the Group to effectively control. The Group's cost structure largely consists of labor costs, which have been, and in the future may be, affected by inflationary pressures. If the Group does not increase the compensation to its workforce in an inflationary environment, it risks losing key talent.

The Group has recently sought to address the risk of inflation presented by its long-term client agreements, namely its master services agreements in its Creative business line, given that their terms extend beyond one year. The Group seeks to negotiate contractual fee arrangements that expressly or implicitly adjust for inflation, such as fixed-rate inflation adjustments, adjustment mechanisms to account for expected inflation in certain markets, commission-based fees or fees based on a fixed percentage of the expected annual client budget. However, notwithstanding such efforts, contractual protection measures are not systematically present in each of the Group's master services agreements or other long-term agreements. Moreover, even where agreed, the specific measures are subject to variation based on the relevant business line and/or client, and may only offer partial protection that is

insufficient in adjusting revenue proportionally with the increase in costs driven by inflation. Additionally, even where fees are shorter term and commission-based (which is primarily the case in the Havas Media business line), the Group may be unsuccessful in negotiating higher fees for subsequent projects to account for inflationary increases in costs. More broadly, although the Group seeks to adjust its fees with clients when contracts come up for renegotiation by addressing all commercial terms, including rates, asset pricing, rebates and value-adds, the Group may not be able to do so, whether due to the client's bargaining position, to the Group's desire to retain the client, or for any other reason. Any of these factors, alone or together, could cause the Group's costs to rise faster than its revenue. Moreover, if the Group is as a result of such inflationary pressures unable to maintain certain efficiency commitments that it has made to clients, its relationship with clients may be damaged, causing it to lose future business.

If any of these risks materialize and the Group is unable to mitigate the effect of the resulting higher costs, the Group's business, reputation, financial condition, results of operations and prospects could be materially adversely impacted.

1.1.7 The Group may suffer material losses as a result of late client payments for certain costs incurred by the Group on their behalf.

In the normal course of business, the Group enters into contractual commitments with certain service providers, including media providers and production companies, on behalf of certain of its clients. The amounts involved may substantially exceed the revenue expected from the Group's services and primarily affect the levels of accounts receivable, expenditures billable to clients, accounts payable and accrued liabilities.

To the extent possible, the Group pays production and media charges only after it has received funds from its clients. The Group also relies upon laws and regulations and commercial arrangements to limit its payment liability for services contracted with media and production providers on behalf of clients. For instance, in France, Law No. 93-122 of January 29, 1993 on anticorruption and transparency of the economy and public procedures (as amended, the "**Sapin I Law**") provides that the Group's agencies act exclusively as the agent for the client in purchasing media and production services (with payments being made directly by the client), and in the United States, "sequential liability" contractual arrangements provide that the Group is not liable to the service provider until and to the extent the Group has been paid by the client for the media or production services. However, laws and regulations limiting the Group's liability for payments are not available in each country in which the Group has operations and, even where such laws and regulations apply, they may not apply to all services contracted to by the Group, including in France. Moreover, the effectiveness of sequential liability arrangements (whereby the Group acts as an agent for its clients) depends upon the particular terms of the contractual agreements as between the client and the Group, on the one hand, and the service provider and the Group, on the other. Even where a client agrees to a sequential liability arrangement, in many instances the service provider does not. Where the sequence of payments for purchases of media and production services are not provided for by relevant laws and regulations, or where such sequence of payments are made by the Group's agencies as a principal or are not subject to contractual arrangements that provide for sequential liability, the risk of a material loss as a result of payment default by the Group's clients, or as a result of attempts by clients to significantly delay or otherwise alter payment terms, could increase significantly. Such a loss could have a material adverse effect on the Group's business, results of operations and financial position.

Although the Group seeks to manage the risk of payment default through measures such as client credit management and maintaining appropriate credit insurance policies in effect, such measures may be unavailable or insufficient. For example, credit insurance policies do not generally cover late or missed payments from clients with a poor credit rating. Any such losses could have a material adverse effect on the Group's business, financial condition, working capital, results of operations and prospects.

1.1.8 The Group may be unsuccessful in evaluating material risks involved in its acquisitions and they may not deliver any of the expected benefits.

The Group's development strategy includes making targeted acquisitions of complementary agencies with a view towards expanding or strengthening its geographical footprint where needed and acquiring specific expertise and skillsets that are complementary to the Group's existing capabilities. For instance, since 2022, the Group has executed 21 acquisitions, including notably the London-based creative studio Uncommon and the Mumbai-based digital marketing agency PivotRoots. In turn, goodwill or other intangible assets recorded on the Group's balance sheet for acquired companies may be subject to impairment.

Identifying suitable targets for an acquisition by the Group is a complex process fraught with uncertainties and the Group's assessment of the risks associated with an acquisition may be incorrect. The Group may fail to complete acquisitions in a timely manner, on a cost-effective basis or at all. Even if the Group is successful in acquiring a company, the success of such acquisition depends on a number of factors, many of which are not in the Group's control, including the seller or target failing to divulge certain risks, the inability to integrate the target's personnel and its operations into the Group (including because the expertise of a new agency may be less compatible with the Group's activities than originally anticipated), the failure to retain the target's founder for a sufficient amount of time post-acquisition to enable a successful continuation of the target's business or to develop a succession plan (including due to a differing strategic vision), the changing and unpredictable regulatory frameworks of certain markets, and certain local practices. In addition, acquisitions may be concluded on terms that are less favorable than anticipated or may fail to generate the synergies or other benefits that were expected by the Group. Such outcomes may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The amount of goodwill resulting from acquisitions is recorded on the Group's consolidated financial statements and may be subject to impairment. The amount of goodwill recognized in the Group's Consolidated Financial Statements was €2.4 billion as of December 31, 2023 and €2.5 billion as of June 30, 2024. Goodwill is subject to an impairment test carried out at least once a year and each time the Group is led to believe that goodwill may be impaired. Assumptions made to estimate forecasted earnings and cash flows during these tests may not materialize and future events may cause the Group to conclude that the intangible asset values associated with a given operation have become impaired, in which case an impairment charge may be taken. If the Group were to record any such impairment, the corresponding charge may have a material adverse effect on the Group's results and financial position.

1.1.9 The Group may not be able to achieve the goals of its strategy, which may negatively affect its business, financial condition, results of operations and prospects.

The Group announced a strategic plan in June 2024, the "Converged" strategy, which, among other things, involves deploying a platform that integrates the various processes and tools that inform the creation, production and delivery of the Group's communication and marketing services. The Group also announced additional expected investments amounting to €400 million over the 2024 to 2027 period in connection with the "Converged" strategy (covering investments in new capabilities and tools, data, technology and AI, international networks dedicated to content production, customer experience, e-commerce and the formation of strategic partnerships with global technology leaders, as well as in connection with commitments for earn-out and buy-out payments related to past acquisitions). The Group's ability to integrate its existing (or any new) processes, technologies or other tools into a single platform may take longer than anticipated in light of the complexity involved with developing such platforms. Moreover, it may take longer to deploy the use of the platform in certain jurisdictions due to operational or regulatory restrictions or requirements, such as those related to the use of personal data. If these risks were to materialize, the Group may be unable to improve the effectiveness of its communications and marketing services to attract or retain clients. Moreover, the Group's investments may not sufficiently enhance the Group's platform as compared to the size of the investment. Even if the Group is able to successfully develop and deploy its platform, those developed by the Group's

competitors, which includes larger international advertisers that may have more capital resources to devote to investments, may be more effective and result in a loss of clients. Other factors outside of the Group's control may also affect its ability to execute on its strategy, such as intense competition, rapidly changing market conditions, evolving consumer preferences, regulatory changes, shifts in client budgets and priorities, and technological advancements. The realization of any of these risks could have a material adverse impact on the Group's business, financial condition, results of operations and prospects. See Section 2.9, "*Forward-looking statements*", Section 9, "*Trend Information*" and Section 10, "*Profit Forecasts*".

1.1.10 The development and use of generative AI may cause disruption to the industry in which the Group operates and present inherent risks which may have a material adverse effect on the Group.

To foster the creation of content and better serve its clients, the Group has made, and expects to continue needing to make, significant investments in new technologies relevant to its industry, including generative AI. The Group already deploys many applied AI tools to improve the efficiency of its workflow and the efficacy of its solutions for its clients, including, for instance, automated modelling of audiences for targeting, chatbots using bespoke large language models ("LLMs") to allow rapid mining of unstructured datasets, automation of questionnaires to create surveys to be used in some of the Group's proprietary research studies and automated audience descriptions based on ingestion of raw audience data into LLMs to generate human-based text descriptions. Generative AI, by contrast, is a new and emerging technology that, among other things, leverages LLMs to generate entirely new content. The Group's use of generative AI tools is in its initial phases and principally includes the generative AI and software suite offered by Adobe via its partnership. The Group expects to continue to invest in and increasingly deploy generative AI tools in the future, including as part of its "Converged" platform.

Because AI technology is a key input into the Group's creative, production and distribution processes, the Group's success will depend on its ability to keep up with these technological advancements in comparison to its competitors. Failure to do so may result in a comparative decline in the quality and effectiveness of the Group's communication and marketing services, which would negatively affect the demand for the Group's services. In particular, even if the Group continues to invest in AI technology, it may be insufficient or less effective compared to the investments and capabilities of its competitors. The development and integration of AI technology into the Group's platform and processes may require substantial capital expenditures. Competitors may have more capital resources to devote to AI technologies, including large technology and software companies that have even greater AI expertise and the capabilities of developing these tools and may elect to "in-house" certain services traditionally provided by actors in the communications and marketing industry, such as the Group.

Generative AI specifically presents a number of risks inherent in its use, including ethical considerations, reputational concerns, intellectual property protection issues (in particular, copyright infringement risk in the context of the underlying data sets used in the creation of client work through generative AI), lack of regulatory compliance, threats of litigation and privacy and data protection concerns. As generative AI technology improves, it may also be used to facilitate or enhance cyberattacks and other malicious attempts to gain unauthorized access to the Group's data and systems. In particular, generative AI technologies are highly reliant on the collection and analysis of large amounts of data and complex algorithms, which may be overbroad, insufficient, or contain biased information. Moreover, with the use of AI technologies, there often exists a lack of transparency of the sources of data used to train or develop the AI technologies. Generative AI tools may also hallucinate, providing output that appears correct but is erroneous. AI technology used by the Group could therefore produce errors, bias, hallucinations, harmful content, discrimination, intellectual property infringement or misappropriation, data privacy or cybersecurity issues. Such defective outputs would impede the Group's ability to deliver effective communications and marketing services. Moreover, they may result in claims by third parties of infringement, misappropriation or other violations of intellectual property, exposing the Group to client and other third-party claims. In late 2023, the Group adopted an internal

charter (the “**AI Charter**”) which established a set of guidelines regarding the use of AI in an effort to address some of these risks. More recently, the Group has also developed an internal policy to govern the use of generative AI by its employees, consultants, and other users (the “**AI Policy**”). The implementation and oversight of the AI Policy is in the early stages. In addition, new uses of generative AI continue to emerge, together with risks in these uses, which may not be foreseen. Consequently, any of the risks inherent in the use of generative AI described above may still occur. See Section 1.3.1, “*Advertising materials, creations and products delivered by the Group may infringe on the intellectual property rights of third parties, which may expose it to liability*” for more information on the risks relating to intellectual property infringement or misappropriation with the use of AI. The realization of any of these risks could harm the Group’s reputation, reduce demand for the Group’s services or subject it to significant legal claims, which would have a material adverse effect on the Group’s business, financial condition, results of operations and prospects.

The emergence of increasingly sophisticated AI technologies in recent years has also prompted lawmakers around the world to consider the regulation of AI. These regulations are in effect or under consideration in various jurisdictions in which the Group operates, and the regulatory and legal framework governing generative AI is evolving rapidly. The Group is monitoring in particular how such regulations are impacting its processes and the services it delivers to clients in the European Union which, to date, has enacted the most prescriptive legal framework governing the use of AI, the adoption of Regulation (EU) 2024/1689 of June 13, 2024 laying down harmonized rules on artificial intelligence (also known as the EU Artificial Intelligence Act) (the “**EU AI Act**”) which entered into force on August 1, 2024 and establishes a comprehensive, risk-based governance framework for artificial intelligence in the EU market. The Group is also paying close attention to the proposal for an EU directive on adapting non-contractual civil liability rules to AI (the “**EU AI Liability Directive**”) published by the European Commission on September 28, 2022, which aims to improve the functioning of the EU market by laying down uniform requirements for certain aspects of non-contractual civil liability for damage caused with the involvement of AI systems. The Group also monitors AI-related policy developments and initiatives ongoing in the United States and the United Kingdom. As a result, the Group faces uncertainties with respect to such evolving laws and regulations and may also have to incur new or additional costs to ensure compliance. Additionally, the Group cannot guarantee that it will effectively adapt its internal controls, compliance rules and strategy to this emerging regulatory environment. For a general discussion of the risks associated with the evolving regulatory environment the Group faces, see Section 1.4.1, “*The Group operates as a global business across a large number of jurisdictions and is subject to varied and evolving legal and regulatory environments that are costly to comply with and for which noncompliance may lead to enforcement actions*”. The realization of any of these risks could, in turn, have a material adverse effect on the Group’s business, financial condition, results of operations and prospects. See Section 7.10.4, “*Artificial Intelligence*” for a discussion of the regulatory environment applicable to the Group in respect of AI.

The use of AI, including the potential inadvertent disclosure of confidential information or personal data, could also lead to legal and regulatory investigations and enforcement actions, or may give rise to specific obligations, including required notices, consents and opt-outs, under various data privacy, protection and cybersecurity laws and regulations in a number of jurisdictions. See Section 1.3.5, “*The Group is subject to strict and evolving laws and regulations relating to the handling of personal data which are costly and which may expose it to investigations or enforcement actions*” for more information relating to risks relating to data protection and compliance with existing and future laws and regulations. See also Section 1.3.2, “*The Group may be subject to cybersecurity breaches, cyberattacks and other disruptions to information technology systems*” for more information on the cybersecurity risks relating to AI technologies.

Further, despite the Group’s ongoing investment in AI, there is no assurance that new laws and regulations will not restrict the ways the Group can use the AI it has adopted, including by limiting or changing global AI adoption trends that may impede the Group’s strategy. Unfavorable legal and regulatory developments could also impact the Group’s vendors, suppliers and industry as a whole, and the Group may be exposed to increased risk of liability, reputational harm, and other significant costs

if the Group needs to make business and operational changes in response to such developments. Any failure, or perceived failure, by the Group to comply fully with developing interpretations of AI laws and regulations, or meet evolving and varied stakeholder expectations and industry standards, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.2 Financial risks

1.2.1 The Group is subject to liquidity risk that may affect its daily operations or financial condition.

Liquidity risk is the risk that the Group will not be able to efficiently meet both expected and unexpected current and future cash flows without affecting either its daily operations or financial condition. In particular, the Group has entered into agreements with minority shareholders in connection with its acquisitions, which provide them with options to sell their shares to the Group at certain dates and based on certain formulas (so called "buy-out" obligations). As of December 31, 2023, the Group's buy-out obligations amounted to €263 million, of which €73 million are exercisable prior to December 31, 2024.

To ensure adequate liquidity and flexibility in support of the Group's operating needs, the Group maintains a revolving credit facility of €700 million, of which €480 million was undrawn as of October 4, 2024, and a commercial paper program of €500 million, of which €270 million was available as of September 30, 2024, and uncommitted lines of credit totaling €298 million. If any of these sources were unavailable or insufficient, the Group's liquidity and ability to adequately fund its operations could be adversely affected, and the Group could be required to refinance, restructure or otherwise amend some or all of its obligations, sell assets or raise additional cash in the capital markets. A contraction or disruption in the credit markets may also make it more difficult for the Group to meet its working capital requirements. It may also negatively impact the Group's clients' liquidity, which could cause them to delay payment or take other actions that would negatively affect the Group's working capital. The Group may also need to refinance some of its existing or future debt as it matures. The Group may not be able to access any new sources of liquidity, including in the capital markets, on commercially reasonable terms or at all (especially in a higher interest rate environment), or raise sufficient funds to meet its needs. A long-term default on some of the Group's credit lines could result in the acceleration of repayment of its other debts. Any of the foregoing could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. See Section 8, "*Operating and Financial Review*" for a description of the Group's liquidity profile and outlook. See also Note 5.2.30, "*Financial risk management objectives and policies*" to the Consolidated Financial Statements.

1.2.2 The Group is subject to exchange rate risk that may adversely impact its business, financial condition, results of operations and prospects.

Due to its large geographic footprint, the Group is exposed to risks associated with foreign currency fluctuations, which may adversely affect the Group's business, financial condition, results of operations and prospects.

The Group operates through networks spanning over 100 markets, including major international markets such as the United States, Canada, France, Germany, the United Kingdom, Italy, Australia, China and Argentina and carries out business in 28 major currencies. For the year ended December 31, 2023 and the six months ended June 30, 2024, the Group's transactions denominated in a currency other than the Euro represented approximately 70% (consisting of approximately 36% in U.S. dollars and 15% in British pounds sterling, as well as several other currencies, each representing 2% or less) and 68% (consisting of approximately 33% in U.S. dollars and 16% in British pounds sterling, as well as several other currencies, each representing 3% or less), respectively, of the Group's net revenue. As a result, given that the consolidated financial statements of the Group are presented in Euro, any change in foreign currency exchange rates will have an impact on currency translation adjustments, affecting balance sheet items, equity and the consolidated income statement of the Group. Additionally, the Group incurs currency transaction risk whenever it enters into either a purchase or sale transaction using a currency other than the local currency of the transacting entity. Given the volatility of exchange rates,

there can be no assurance that the Group will be able to effectively manage its currency transaction risks or that any volatility in currency exchange rates will not have a material adverse effect on its financial condition or results of operations. Moreover, from time to time, the Group enters into foreign exchange contracts to hedge the risk of unfavorable foreign currency exchange rate movements. However, these hedging strategies may not fully eliminate the exchange rate risk and currency volatility to which it is exposed, and opportunities to do so may not be readily available, which may have a material adverse effect on the Group's financial condition or results of operations.

The Group has in the past, and may in the future, experience financial losses as a result of extreme or sudden currency devaluations and inflation in the countries in which it operates. For example, although Havas Argentina takes measures to address the impact of currency devaluations and inflation with respect to the Argentine peso, such as making monthly adjustments to salaries and closely monitoring rates of collection of receivables and payment of payables, such measures may not succeed in limiting the Group's exposure to financial loss. Payments to local suppliers are mostly made in local currency, except as otherwise contracted, and as such, any such current or future currency devaluations and inflation in Argentina may cause the Group's operating costs in Argentina to rise more quickly than it can increase fees, which may negatively impact operating profit from its Argentinian operations and adversely impact the Group's business, financial condition, results of operations and prospects.

See Section 8, "*Operating and Financial Review*" for a description of the Group's exchange risk profile and outlook. See also Note 5.2.30, "*Financial risk management objectives and policies*" to the Consolidated Financial Statements.

1.2.3 The Group is subject to credit risk that may cause it financial losses.

Credit risk is the risk that a client or other counterparty fails to discharge an obligation it owes the Group, thereby causing a loss. The Group is exposed to credit risk mainly as a result of amounts owed by its clients for services rendered. In addition, the Group is also exposed to credit risk with bank partners in connection with financial markets operations and banking transactions.

The Group has a large and diverse client base operating in different industry sectors around the world and extends credit to all qualified clients. At any given time, one or more of the Group's clients may file for bankruptcy protection, go out of business or otherwise experience financial difficulty. Unfavorable economic and financial conditions, including those resulting from regional or global economic downturns, and military conflicts or other geopolitical risks could result in an increase in client financial difficulties that negatively affect the Group. The direct impact on the Group could include reduced revenues and write-offs of accounts receivable and expenditures billable to clients and, if these effects were severe, the indirect impact could include impairments of intangible assets, credit facility covenant violations and reduced liquidity which, in turn, may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, the Group may be exposed to credit risk with bank partners in connection with operations in the financial markets and banking transaction, mainly relating to the management of foreign currency exchange risk, interest rate risk, financial investments and financing.

For further information, see Note 5.2.30, "*Financial risk management objectives and policies*" to the Consolidated Financial Statements.

1.2.4 The Group is subject to interest rate risk that may cause it financial losses.

Interest rate risk is the risk of financial loss due to adverse changes in the value of assets and liabilities arising from movements in interest rates, including as a result of changes in the level, shape and term structure or volatility of interest rates. The Group has exposure to interest rates arising from its fixed rate securities and variable rate liabilities, such as its lines of credit and commercial paper programs (which typically bear interest based on a reference rate plus a margin).

Fluctuations in interest rates could adversely affect the Group’s revenue or cause its debt service obligations to increase significantly. In general, the Group monitors the market environment and its working capital and liquidity needs closely when determining whether and how to balance its medium- and long-term financing facilities between fixed and variable rates and whether to implement interest rate swaps. The Group’s working capital and liquidity needs are by nature seasonal. Historically, the Group has often used drawings under its commercial paper program in order to manage the seasonality of its working capital cycle.

As of June 30, 2024, while the Group did not have significant borrowings, drawings under all of its debt facilities were subject to variable interest rates. Moreover, as of June 30, 2024, the Group had no interest rate swap portfolio. Although the Group deems its current financing arrangements appropriate given its positive net cash position, any significant increase in its working capital or liquidity needs may require the Group to seek alternative fixed-rate financings or to implement hedging arrangements, particularly given the relatively higher interest rate environment. Such fixed-rate financings may not be available on attractive terms or at all, and any hedging arrangements may not be successful. An increase in the Group’s working capital or other liquidity needs and the corresponding increase in the Group’s debt service obligations could negatively affect the Group’s ability to invest in its business, including investments to deploy its “Converged” strategy or access additional capital. This could have a material adverse effect on the Group’s business, financial condition, cash flows, results of operation and prospects. See Section 8.14.1, “*Interest rate risk*” for a description of the Group’s interest rate profile and outlook. See also Note 5.2.30, “*Financial risk management objectives and policies*” to the Consolidated Financial Statements.

1.3 Risks relating to intellectual property and information technology

1.3.1 Advertising materials, creations and products delivered by the Group may infringe on the intellectual property rights of third parties, which may expose it to liability.

In the ordinary course of its business, the Group delivers to its clients advertising materials, creations and content that may involve contributions from third parties, including, among others, illustrators, graphic designers, photographers, directors, models, artists or composers, as well as from new content production platforms such as generative AI platforms. These third parties may own, or represent that they own, intellectual property rights such as copyright, trademark rights or similar intellectual property rights, or personality and similar rights, and their contributions may give rise to certain risks, including the risks that they, the Group or another third party with whom the Group has a contractual relationship may not have secured a transfer of rights consistent with representations made to the advertiser client and that may be in breach of contract and/or applicable law. In particular, the use of generative AI technologies in the Group’s operations may result in claims by third parties of infringement, misappropriation or other violations of intellectual property, including based on the use of large datasets to train the AI technologies. The Group’s use of generative AI tools is in its initial phases and includes the generative AI and software suite offered by Adobe via its partnership. The Group expects to continue to invest in and increasingly deploy generative AI tools in the future, including as part of its “Converged” platform. Although the Group seeks to limit its use of AI to tools by providers who properly obtain and license the data sets on which their tools are trained, the Group cannot ensure such proper licensing. Additionally, the use of output generated by AI technologies may contain or be substantially similar to third-party material protected by intellectual property, including copyrights or trademarks, which may also give rise to claims that the Group has violated third parties’ intellectual property rights. See Section 1.1.10, “*The development and use of generative AI may cause disruption to the industry in which the Group operates and present inherent risks which may have an adverse effect on the Group*” for a general discussion of the risks relating to generative AI. The Group’s contracts with its clients generally require the Group to indemnify its clients against any claims for infringements of intellectual property rights and personality and similar rights that were not a result of client actions.

To resolve any third-party infringement claims relating to intellectual property or personality and similar rights, the Group may need to enter into licensing or other similar agreements on less favorable

terms than what may have been available before the infringement claim, stop selling or using affected content or services, redesign such content or services, make monetary payments to settle infringement claims and/or satisfy indemnification commitments with the Group's customers. Adverse outcomes could also include significant monetary damages or injunctive relief that may limit or prevent the importation, marketing, and/or sale of the Group's content or services containing allegedly infringing elements.

Any failure to ensure that the Group possesses the required licenses, authorizations or permissions and any resulting infringements of intellectual property rights and/or personality and similar rights of third parties may adversely impact the Group's business, financial condition, results of operations and prospects.

1.3.2 The Group may be subject to cybersecurity breaches, cyberattacks and other disruptions to information technology systems.

The Group faces cybersecurity threats and attacks that could compromise the confidentiality, integrity and availability of the Group's information technology ("IT") systems and infrastructure or any data stored thereon, as well as subject the Group to fraud. The Group's client base includes highly regulated entities from which the Group has received, and will continue to receive, sensitive and confidential information, including companies in the pharmaceutical and financial sectors. Moreover, the Group also provides services for high-profile matters, such as the Paris 2024 Olympics. As a result, the Group is especially exposed to the risk of cyberattacks or other similar incidents (including by "hactivists" who attack computer systems to further social or political ends, and state-sponsored hackers, who are government actors or are funded by government organizations) that may result in misappropriation of such sensitive and confidential information. Moreover, third-party service providers used by the Group may also be subject to similar threats and attacks. For example, the Group makes extensive use of third-party service providers, including "cloud" providers, that provide IT services or infrastructure to the Group or store, transmit and process data.

Although the Group is not aware of any cyberattack that has breached its IT systems, the Group's cybersecurity software typically receives, screens and contains thousands of threats each month, whether by email (including both phishing attacks and malware) or from workstation, firewall or internet threats. The cybersecurity threats and attacks that the Group and its third-party service providers face include, among others, social-engineering attacks (including through deep fakes, which may be increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks, credential stuffing attacks, credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other IT assets, adware, telecommunications failures, attacks enhanced or facilitated by artificial intelligence, and other similar threats. Ransomware attacks are becoming increasingly prevalent and can lead to significant interruptions in the Group's operations, loss of data and income, reputational harm, and fraud (such as the diversion of funds). Extortion payments may alleviate the negative impact of a ransomware attack, but the Group may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting such payments. The development and proliferation of AI, in addition to other related technologies, also increase the Group's exposure to cyberattacks and other cybersecurity risks by providing third parties with enhanced capabilities to breach its systems.

The risk from cyberattacks and disruptions to IT systems is exacerbated by a number of factors in the Group's operations. For example, many of the Group's employees operate in a flexible working environment that allows them to work remotely under certain circumstances. As a result, Group employees may be working remotely in nearly any country in the world. The increase in remote working of the Group's employees exacerbates risks related to the increased demand for IT resources, malicious technology-related events, including cyberattacks and phishing attacks, and improper dissemination of personal, proprietary or confidential information. Moreover, the Group also regularly engages in business transactions (such as acquisitions) that involve the integration of IT systems. These integration

efforts may disrupt the Group's existing IT infrastructure and further expose the Group to cybersecurity risks and vulnerabilities, as its systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies.

In addition to cyberattacks, the Group has in the past and may in the future be the target of social engineering attacks whereby malicious actors attempt to manipulate employees or others with access to sensitive data held by the Group, through fraud, impersonation, financial pressure, or other means, into divulging data or secure credentials such as passwords. Although the Group has reinforced its controls and training with respect to such attacks, any successful attacks or failures of internal control processes or systems may expose the Group to thefts, data loss, breaches of security or lawsuits, any of which may have a material adverse effect on the Group's business, results of operations, financial position and prospects.

Any cybersecurity attacks or threats, including any improper use of or unauthorized access to the Group's IT systems or any data and information stored thereon by employees, hackers or others, could result in legal claims or proceedings (such as class actions), regulatory investigations and enforcement actions, fines and penalties, negative reputational impacts, or significant incident response, system restoration or remediation and future compliance costs, which in turn, may adversely affect the Group's business, financial condition, results of operations and prospects.

1.3.3 Disruptions to and failures in the internal processes and infrastructure on which the Group relies, including IT processes, systems and infrastructure, could have material adverse impacts on the Group's business, financial condition, results of operations and prospects.

The Group extensively and increasingly relies on IT systems and infrastructure to manage its business, develop new business opportunities and digital products, process business transactions and, more generally, to connect with its clients, employees and others. The Group uses both IT systems and infrastructure that it has developed internally and those provided by third-party service providers, including third-party "cloud" computing services. In particular, as part of the broader "Converged" strategy (and the "Converged" OS), the Group is developing Group-level data and technology upgrades and creating new technology applications and services. The Group is managing part of this upgrade through agreements with third parties, include cloud services providers, developers and other service providers. These upgrades has resulted in a recent increase in the Group's dependence on third-party service providers. The Group's IT systems and infrastructure are also used to collect, store, transfer, process and use business, personal and financial data. The Group's business operations depend on the availability, integrity and secure processing, storage, and transmission of such information digitally and through interconnected systems, including those of its vendors, service providers and other third parties.

Any such hardware, software applications or services may contain defects in design or manufacture or be impacted by other technical issues, such as human errors, power outages, natural disasters (including extreme weather), terrorist activities, technical breakdowns, software crashes or misuses, that could compromise the confidentiality, integrity or availability of the Group's IT systems and infrastructure or any data stored thereon. The Group is also subject to cyberattacks and other cybersecurity risks, as described in Section 1.3.2, "*The Group may be subject to cybersecurity breaches, cyberattacks and other disruptions to information technology systems*", which accentuate the risk of disruptions to the Group's IT systems. Any such defects or disruptions may in turn have material adverse effect on the Group's business, results of operations, financial position and prospects. In particular, given the importance of the "Converged" OS to the Group's general "Converged" strategy and the Group's global operations, a stable IT system and infrastructure is necessary for the execution of that strategy. Disruptions to the Group's internal processes, systems and infrastructure and those of its third-party service providers would have a negative effect on the ability of the Group to implement its strategy. Moreover, the provision of certain deliverables to clients, such as target audience definition and real-time campaign key performance indicators, would be impeded in the case of a severe disruption of the Group IT infrastructure and technology platforms.

1.3.4 Any required changes in targeting, such potential restrictions on the use of third-party cookies, or other privacy-related changes to digital advertising could materially and adversely impact the Group's revenues and business results.

Digital advertising generally relies on the ability to uniquely identify devices or users across websites and applications, and to collect data about user interactions for purposes such as serving relevant ads and measuring the effectiveness of ads. The Group accordingly uses certain identifying practices and techniques, such as deploying third-party cookies, to enhance its offering to advertisers by allowing the customization and display of relevant content and advertising.

As a response to growing concern over data privacy, third parties, including major browsers, have announced diverse and changing policies with respect to the use of third-party cookies. Safari and Firefox already block third-party cookies as a default setting. Google has also announced changes to the use of third-party cookies on its Chrome browser, which may accelerate the phase-out of third-party cookies, although the extent of and timeline for any such potential phase-out remain unclear.

In response to ongoing uncertainty regarding the future use of third-party cookies, the Group is making ongoing investments in its technology stack to allow clients to measure the impact of their advertising without third-party cookies and has also been developing, through its data analytics and tech consultancy business, CSA, alternative solutions through econometrics and LLM modeling techniques. Although these alternatives are in the advanced stages of development, these are relatively unproven and may be less effective than solutions based on third-party cookies, which would require the Group to make additional investments in developing alternatives. Additionally, the Group's competitors may develop more effective alternatives, including through the use of first party data, proprietary algorithms or statistical methods or other proprietary identifiers, reducing the demand for the Group's services.

Potential changes to the use of third-party cookies have also created and will likely continue to create industry uncertainty regarding the potential effects on user experience and advertiser targeting and measurement. Although the Group believes that such uncertainties will be resolved in ways that enable useful advertiser targeting, uncertainty regarding the technological evolution of privacy protection could lead the Group to make costly investments in technologies or solutions that may not keep pace with changing demands for privacy protection, may not be as effective as other identifying techniques or practices, or may not be necessary. Furthermore, the impact of such changes remains uncertain and could be more disruptive than the Group anticipates.

Additionally, other modifications to privacy settings on computers and mobile devices could limit or restrict the Group's ability to assist its clients in collecting and analyzing data, whether or not third-party cookies remain widespread and in spite of any of the Group's efforts to adapt flexibly to changing technological requirements. For example, certain search engines, such as Google, provide an encrypted search function which prevents advertisers from seeing the keywords generating website traffic, potentially compromising the Group's ability to provide for certain types of advertising. Some Internet users also download free or paid ad-blocking software that not only prevents third-party cookies from being stored on a user's computer, but also blocks all interaction with a third-party ad server. In addition, Google has introduced ad-blocking software in its Chrome web browser that will block certain ads based on quality standards established under a multi-stakeholder coalition. If such a feature inadvertently or mistakenly blocks ads that are not within the established blocking standards, or if such capabilities become widely adopted and alternative technologies are not developed to replace it, the Group's business could be harmed, leading to lower rates and revenues and materially and adversely affecting the Group's business, financial condition, results of operations and prospects.

1.3.5 The Group is subject to strict and evolving laws and regulations relating to the handling of personal data which are costly and may expose it to investigations or enforcement actions.

The advertising, communications and marketing services industry involves the processing of a significant volume of personal data. As a result, the Group and third-party service providers it uses on

its behalf, may process, store and use information related to the Group's own data, the data managed on behalf of its clients or the data of its suppliers and partners in the various markets where it operates, including in the European Union, the United States and the United Kingdom. For this reason, the Group is subject to a variety of rules, regulations, industry standards, and other requirements related to data protection, including in relation to cross-border data transfers, privacy, e-marketing related to personal data, the use of personal information, and internet tracking technologies, including the use of cookies, that are imposed by competent authorities in the various jurisdictions where the Group operates.

Laws and regulations governing personal data protection are complex, constantly evolving, differ from country to country and give rise to significant and growing compliance costs. The efficacy and profitability of the Group's internet-based, digital and targeted marketing could be affected by existing and proposed laws and regulations in the various jurisdictions where the Group operates, including Regulation (EU) 2016/679 of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (as amended, the "**GDPR**"), Directive 2002/58/EC of July 12, 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector (as amended, the "**ePrivacy Directive**") or the proposed EU regulation on ePrivacy (the "**ePrivacy Regulation**") in EU Member States; the GDPR as it forms part of retained EU law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019 (SI 2019/419) (the "**UK GDPR**") and the UK Data Protection Act 2018 in the United Kingdom; and the American Privacy Rights Act ("**APRA**"), the California Consumer Privacy Act (as amended, the "**CCPA**") and other comprehensive privacy laws in the United States. For instance, the GDPR and the UK GDPR impose strict requirements on transfers of personal data outside of the European Economic Area (EEA) and the United Kingdom, respectively, to third countries, including the United States. Even though the EU-U.S. Data Privacy Framework ("**DPF**") currently in place is intended to create a mechanism for personal data transfers among EU Member States, the United Kingdom, the United States and Switzerland that is consistent with European law, a court could in the future invalidate this framework. For instance, the earlier "Privacy Shield" framework (for which the EU-U.S. Data Privacy Framework is a replacement) was invalidated by a decision of the Court of Justice of the European Union in 2020. The extraterritorial effect of the GDPR and the UK GDPR means that entities established outside the EU and United Kingdom may fall within the scope of the GDPR or the UK GDPR when offering goods or services to EU- or UK-based customers or clients or conducting behavioral monitoring of individuals in the EU or United Kingdom, respectively. In other markets, such as Asia Pacific, Latin America and Africa, the Group is also subject to local privacy laws that protect personal data and in particular its use, commercialization and transfer. These laws evolve frequently, giving rise to additional compliance costs and affecting the manner in which the Group processes data in these countries. See Section 7.10.3, "*Data protection and privacy*" for a discussion of the regulatory environment applicable to the Group in respect of data protection and privacy.

Changes in the interpretation of existing personal data protection laws, including if the Group's ability to transfer data between countries and regions in which it operates is restricted, or the introduction of new restrictions on online tracking technologies, including the use of cookies, and on the sharing of personal data with third parties for targeted or behavioral advertising, may increase the Group's costs of compliance and affect the manner in which the Group provides its services or limit their effectiveness. Supervisory authorities are also increasingly vigilant, imposing ever-higher penalties.

Any failure or perceived failure by the Group, or third parties on which the Group depends, to comply with data protection or privacy laws, rules, regulations, industry standards and other requirements could result for the Group in legal claims or proceedings (such as class actions), regulatory investigations and enforcement actions, fines and penalties, negative reputational impacts and future compliance costs, which could materially and adversely affect the Group's business, results of operations and financial condition. Any of the foregoing could affect the Group's business and reduce demand for certain of the Group's services which, in turn, may adversely affect the Group's business, financial condition, results of operations and prospects.

1.4 Risks relating to legal and regulatory matters

1.4.1 The Group operates as a global business across a large number of jurisdictions and is subject to varied and evolving legal and regulatory environments that are costly to comply with and for which non-compliance may lead to enforcement actions.

Because the Group operates globally across over 100 markets and five continents, it must conduct business in accordance with a broad variety of local business practices, laws, regulations and policies, which differ significantly from jurisdiction to jurisdiction and are evolving rapidly. As a result, the regulatory environment in which the Group conducts business is multi-faceted, complex and requires significant monitoring efforts. In particular, in light of the nature of the Group's business, such regulatory environment consists in laws and regulations that notably relate to the following matters: (i) advertising, including industry rules and self-regulations (for example, the various regulations published from time to time by the *Autorité de régulation professionnelle de la publicité* in France, the Advertising Codes prepared by the Committees of Advertising Practice and applied by the Advertising Standards Authority in the United Kingdom, and the "Truth-in-Advertising" standards enforced by the U.S. Federal Trade Commission or adopted by self-regulation organizations in the United States) that limit the type, content or form of media used or require labeling or warning requirements with respect to certain products or disclosures or that govern professional liability risks for advertisers, (ii) lobbying, including laws and regulations governing the disclosure of public affairs activities (for example, certain agencies of the Group are registered with the French High Authority for Transparency in Public Life (*Haute Autorité pour la transparence de la vie publique*) and the EU Transparency Register of lobbying activities), (iii) data protection and privacy, including the management, transfer and processing of personal data collected by the Group, managed on behalf of its clients or from suppliers and partners (for example, the GDPR in the European Union and the equivalent legislation in the United Kingdom or any future ePrivacy Regulation intended to harmonize the different legislations and to accompany the GDPR in the European Union), (iv) AI, including in light of the Group's focus on AI tools as part of its Converged strategy and recent initiatives or plans in the United States, the United Kingdom and the European Union to regulate its use (for example, the EU AI Act), (v) anti-bribery, anti-corruption and transparency and, in particular, the French Sapin I Law, the Sapin II Law and the Duty of Vigilance Law, which are particularly important for the Group given its historical links with and strong presence in France, as well as the FCPA and UK Bribery Act. In addition, the Group may be subject to differing taxation regimes (in particular, regulations relating to transfer pricing and withholding tax on the repatriation of funds) and tariff barriers, customs duties, export controls and other trade barriers. As a result, the Group's operations are subject to various risks, including the failure to comply with laws and regulations governing its business in one or more jurisdictions. For an example of new legal requirements with regard to sustainability reporting and due diligence, see Section 1.4.5, "*The Group may fall short of stakeholder expectations relating to ethical, environmental, social and governance considerations in ways that materially adversely impact the Group's business, financial condition, results of operations and prospects*".

The costs to the Group of complying with these various, and sometimes conflicting, laws and regulations and addressing the related risks are substantial. The Group cannot ensure that the policies and procedures it has implemented to comply with these laws and regulations (such as the Group's anti-corruption code, its code of ethics, third-party assessment procedures and other conflict procedures) will be effective in ensuring compliance or preventing enforcement actions or lawsuits by various authorities. Changing laws, regulations and enforcement actions in the main markets where the Group operates, including the United States, the United Kingdom and the EU, may restrict the Group's ability to conduct its operations or execute its strategic plans. The Group's potential inability to maintain compliance with or adapt to the diverse, changing and at times conflicting legal and regulatory landscapes of its international markets may adversely affect the Group's business, financial condition, results of operations and prospects.

1.4.2 The Group is subject to industry regulations applicable to advertising, communications and marketing services which are costly to comply with and which may expose the Group to governmental or legal action.

The Group's industry is subject to government regulation and other governmental action applicable to advertising, communications and marketing services in the jurisdictions in which the Group operates. Legislators, agencies and other governmental entities may maintain rules or initiate new proposals to ban, restrict, or limit the media, content or forms that can be used for the advertising of certain specific products, such as alcohol, tobacco, marijuana or health-related products, and to impose taxes on or deny deductions for their advertising, which, in turn, may hinder the Group's ability to accomplish its clients' goals and have an adverse effect on their advertising expenditures. The Group must comply with the complex, restrictive and evolving regulations governing these sectors and products in the ordinary course of its business. These legal or regulatory restrictions are costly to comply with and could adversely affect the Group's activities, along with the activities of its competitors who are subject to the same restrictions. Any failure by the Group to comply with such regulations may adversely affect the Group's business, financial condition, results of operations and prospects.

In some of the markets in which the Group operates, notably the United States and the EU, advertisers and advertising agencies assume a high degree of professional liability and may be sued or prosecuted. Advertisers, consumer groups, government bodies or other stakeholders may challenge advertising or other services that the Group provides on the grounds that the advertising is false, deceptive, misleading or injurious to public welfare. The Group may also suffer reputational risk as a result of governmental or legal action or from undertaking work that may be challenged by consumer groups or considered controversial, in poor taste, not conforming to contemporary social standards or inappropriate in light of environmental concerns. The Group's business is also subject to specific rules, prohibitions, media restrictions, labeling disclosures and warning requirements applicable to advertising for certain products. Governmental action, including judicial rulings, on the relative responsibilities of clients and their marketing agencies for the content of their marketing may also adversely impact the Group's business, financial condition, results of operations and prospects.

1.4.3 The Group may become involved in legal proceedings and investigations that may have a material adverse effect on the Group.

From time to time, the Group may become involved in legal proceedings in the various jurisdictions in which it operates in relation to matters incidental to the ordinary course of its business, including intellectual property and other third party rights, commercial, consumer protection, class action, whistleblower and employment litigation, among others, in addition to governmental and other tax or regulatory investigations and proceedings. The Group may receive claims asserting it is or may be infringing, misappropriating, or otherwise violating third-party intellectual property rights. The Group may also be subject to breach of contract claims and false or misleading advertising claims. These risks may be exacerbated by the increasing use of generative AI in the Group's creative, production and distribution processes.

Furthermore, the Group may be involved in legal proceedings affecting clients operating in heavily regulated industries, such as the healthcare & wellness, finance and consumer goods industries (which amount to, respectively, 29.0%, 9.0% and 8.4% of the Group's net revenues for the six months ended June 30, 2024), particularly in Europe and North America (the Group's two largest geographic operating segments). These proceedings may include consumer, claims in connection with advertisement, marketing and other communication services that the Group delivers in relation to matters or products that are subsequently determined to have caused harm, been misleading or resulted in other unintended harmful consequences.

Such matters can consume management's time and resources, cause the Group to incur significant expenses in the form of fees, financial liability, or otherwise, and/or require the Group to change its business practices, whether or not the Group is the party bringing the proceedings.

Because of the potential risks, monetary and other expenses, and uncertainties associated with litigation, the Group may, from time to time, choose to settle disputes, even when the Group believes it has meritorious claims or defenses. Any litigation may have a material adverse effect on the Group's business, financial condition, results of operations and prospects, whether or not the proceedings are resolved or settled in the Group's favor.

See Section 7.11, "*Litigation*" for a description of ongoing litigation and proceedings. See also Note 5.2.31, "*Risks related to material litigations*" to the Consolidated Financial Statements for more detail on significant proceeding and investigations during this period.

1.4.4 The Group is subject to anti-bribery, anti-corruption or similar laws of the jurisdictions in which it operates, as well as any laws that impose sanctions or control the provision of services to clients in certain other jurisdictions, which are costly, limit the Group's operations, and may expose the Group to adverse regulatory actions.

In France, the Group's activities are subject to the Sapin I Law, French Law No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of the economy (as amended, the "**Sapin II Law**") and French Law No. 2017-399 of March 27, 2017 on the duty of vigilance (as amended, the "**Duty of Vigilance Law**"). These French laws are particularly important for the Group given its historical links with France and the fact that France constitutes a large market for the Group. The obligations currently imposed by the Duty of Vigilance Law will be extended and reinforced in the coming years as a result of the recent adoption of Directive (EU) 2024/1760 of June 13, 2024 on corporate sustainability due diligence (also known as the Corporate Sustainability Due Diligence Directive, or "**CS DDD**"). The Group is also subject to various national and international anti-bribery and anti-corruption laws, rules and regulations, including the U.S. Foreign Corrupt Practices Act (the "**FCPA**") and the UK Bribery Act 2010 (the "**UK Bribery Act**"). See Section 7.10.5, "*Anti-bribery, anti-corruption and transparency*" for a discussion of the regulatory environment applicable to the Group in respect of anti-bribery, anti-corruption and transparency. The Group's treasury operations must also comply with applicable restrictions on currency repatriation and the control requirements of applicable anti-money-laundering rules and regulations. In addition, the Group's services may be subject to trade or economic sanctions and regulations adopted by the United Nations Security Council, the EU and individual countries, including France, the United States and the United Kingdom or other authorities which may impose limitations on the Group's ability to operate in certain geographic regions, including Russia, or to seek or service certain potential clients.

Complying with anti-bribery, anti-corruption and sanctions laws and regulations from multiple jurisdictions is costly and places limits on the Group's operations. This may in turn put the Group at a disadvantage with respect to competitors who may be subject to fewer such laws and regulations (particularly with respect to extra-territorial such laws and regulations). Moreover, any new restrictions, new legislation or shifting approaches in the enforcement or scope of existing regulations, or in the countries, persons, or services targeted by such regulations, could result in decreased use of the Group's services by existing or potential customers. Any decrease in the use of the Group's services or limitation on its ability to offer its services may materially adversely impact the Group's business, financial condition, results of operations and prospects.

Despite the Group's efforts to comply with these regulations, inappropriate or illegal behavior by its employees, officers and/or external third parties acting in the name and on behalf of the Group, or violations of anti-bribery or anti-corruption laws and regulations, as well as regulations in terms of international economic sanctions and anti-competitive behavior, could occur. These behaviors could result in substantial penalties, fines and criminal sanctions against the Group, its officers or employees, disgorgement, and other sanctions and remedial measures, prohibitions on the conduct of the Group's business, a deterioration in the Group's image or a deterioration in the Group's relationships with its banking partners. The Group is also subject to risk of liability, reputational harm and other adverse consequences for inappropriate or illegal behavior by employees, officers and/or external third parties

acting in the name and on behalf of companies which were acquired by the Group subsequent to the behavior, even if the Group was not made aware of the behavior as a result of its due diligence investigation of the company prior to the acquisition. The realization of any of these risks could have a material adverse effect on the Group's business, reputation, financial condition, results of operations or prospects.

1.4.5 The Group may fall short of stakeholder expectations relating to ethical, environmental, social and governance considerations in ways that materially adversely impact the Group's business, financial condition, results of operations and prospects.

Many governments, regulators, investors, employees, customers and other stakeholders are focused on ESG considerations relating to businesses, including climate change and greenhouse gas emissions, human capital and inclusion.

The Group's client base spans a wide array of industries and sectors, including the fossil fuels, defense, tobacco and alcohol sectors. The Group's activities, particularly its advertising services, are subject to numerous laws and regulations, which the Group is responsible for complying with in the delivery of those services to its clients. Notwithstanding compliance with such laws and regulations, the Group has faced, and is likely to continue to face, negative publicity based on the identity of its clients and the public's (or certain segments of the public's) view of those clients, irrespective of the nature of the Group's services to those clients. For example, four of the Group's agencies lost their B Corp certification in July 2024 due to other, unrelated agencies within the Group providing services to a client in the fossil fuels sector. Although the loss of such accreditation has not to date resulted in any material adverse effect on the Group's financial performance, the Group experienced significant negative publicity and corresponding reputational harm. The Group may therefore face pressure to implement corporate social responsibility criteria in client onboarding processes. Any such criteria could consequently restrict the ability of the Group's agencies to work for clients operating in certain industries or sectors that are viewed by the public (or certain segments of the public) as harmful to the environment or are otherwise negatively perceived. The Group may also be subject to reputational harm by virtue of its delivery of crisis management services, particularly where such services are delivered in the context of a controversial event that is negatively perceived by the public (or certain segments of the public). Such negative publicity and reputational harm may negatively the Group's ability to attract and retain clients, employees, suppliers and other partners. Additionally, the Group may face pressure to not do business in certain industries or sectors that are viewed as harmful to the environment or are otherwise negatively perceived.

The Group has also adopted greenhouse gas ("GHG") emissions-related targets. See Section 7.8 "*Corporate social responsibility*" for a description of such objectives. Although these targets were previously validated by the Science Based Targets initiative ("SBTi"), that will cease to be the case upon Admission given that the Group will no longer form part of the Vivendi Group. Although the Group will continue to apply these GHG emissions-related targets post-Admission, it will also seek to establish SBTi-validated targets post-Admission (which, if different, will replace the current GHG emissions-related targets). The process for obtaining SBTi-validated targets is expected to take a substantial amount of time. The submission process may take up to 24 months (in accordance with SBTi policy) and there is no defined time period during which the SBTi must complete its evaluation once the Group has made its submission. Moreover, in the course of preparing its submission, the Group may determine that its targets need to be updated to comply with SBTi requirements (such as, for example, to reflect a different baseline year). As a result, any SBTi-validated targets may differ from the Group's current GHG emissions-related targets. Additionally, challenges by the SBTi to the Group's submission may delay the validation process, which may fail to be resolved and result in an inability to obtain SBTi-approved targets.

Failure to meet any sustainability-related targets and to reduce GHG emissions, including as a result of increased use of AI, could have a material adverse effect on the Group's reputation and relationships with clients, employees, suppliers and other partners. In particular, many of the Group's clients are also

committing to long-term targets to reduce GHG emissions within their supply chains. If the Group is unable to support its clients in achieving these reductions, its clients may seek out competitors that are better able to support such reductions. For example, although the Group has developed the Havas Carbon Impact Calculator, this measurement tool only covers certain of the Group's communications and marketing services. Competitors' tools may be more comprehensive and preferred by clients, including if they are able to integrate the impact from the use of new technology such as AI more rapidly than the Group.

Government and regulatory authorities may also substantially increase applicable diligence requirements for the Group with respect to environmental or human rights reviews, require the Group to undergo sustainability audits or require the Group to significantly increase the disclosures it makes regarding ESG metrics. For example, the Group will become subject to the sustainability-related reporting requirements of Directive (EU) 2022/2464 of December 14, 2022 ("CSRD") in the near future. Such reporting may require the Group to expend significant capital and human resources, and could divert management's attention from the Group's core operational matters. Reporting could also lead to the disclosure of information that may have a negative impact on the Group's reputation.

Any of these could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.5 Tax risks

1.5.1 The Group is subject to the tax laws of numerous jurisdictions; changes in tax laws or challenge to the Group's tax position could adversely affect the Group's results of operations and financial condition.

The Group conducts business and financing activities between its entities in various jurisdictions and it determines the amount of taxes it is required to pay based on its interpretation of applicable treaties, laws and regulations in the jurisdictions in which it operates. The tax and social security regimes applied to its business activities and past or future reorganizations involving Group companies, shareholders, employees and/or managers are or may be interpreted by relevant French or foreign authorities in a manner that is different from the assumptions used by the Group in structuring such activities and transactions. Based on its international activity and its expansion, the Group is subject to evolving tax legislation which may be subject to different interpretations in the various countries in which it operates. The Group is exposed to the risk that the relevant tax authorities will not always agree with the Group's interpretation of the applicable legislation in their jurisdictions.

The Group is subject to transfer pricing regulations in the countries in which it operates. Although uniform transfer pricing standards are emerging in many of the countries in which it operates, there is still a relatively high degree of uncertainty and inherent subjectivity in complying with these rules.

Further, the Group's future effective tax rates could be affected by changes in tax laws or their interpretation in any of those jurisdictions. Tax laws, including tax rates, in the jurisdictions in which the Group operates, may change as a result of macroeconomic or other factors outside the Group's control. Changes in tax laws, treaties, or regulations or their interpretation or enforcement are unpredictable. Any of these occurrences could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects.

The Group may be subject to examination of its income tax returns in numerous jurisdictions. It regularly assesses the likelihood of outcomes resulting from possible examinations to determine the adequacy of its provision for income taxes. In making such assessments, it exercises judgment in estimating provision for income taxes. While the Group believes its estimates are reasonable, the final determinations from any examinations could be materially different to those reflected in its historical income tax provisions and accruals. Any adverse outcome from any examinations may have an adverse effect on its business, results of operations, financial condition and/or prospects.

1.5.2 The Company intends to be treated exclusively as a resident of the Republic of France for tax purposes, but other tax authorities may seek to treat it as a tax resident of another jurisdiction.

The Company intends to maintain its management and organizational structure in such a manner that (i) its place of effective management would be and is expected to remain in France for the future and it should be regarded as a tax resident of France for French domestic law purposes; (ii) it should be considered to be exclusively a tax resident in France for purposes of the applicable tax treaties, including the France-Netherlands Tax Treaty; and (iii) it should not be regarded as a tax resident of any jurisdiction other than France for purposes of the domestic tax laws of such jurisdiction or for the purposes of any applicable tax treaty.

The determination of the Company's tax residency depends primarily upon its place of effective management, which is largely a question of how the Company puts its intent into facts, based on all relevant facts and circumstances. In addition, changes to applicable laws and income tax treaties, including a change to the reservation made by France under the MLI with respect to Article 4 (Dual Resident Entities) of the MLI, or interpretations thereof and changes to applicable facts and circumstances (e.g., a change of Director or the place where Board meetings take place), may have a bearing on the determination of the Company's tax residency and the consequent tax treatment.

On September 11, 2024, the Company concluded an Advance Tax Ruling ("ATR") with the Dutch Tax Authorities. The ATR confirms that the Company does not qualify as Dutch tax resident after its conversion from simplified joint stock company (*société par actions simplifiée*) governed by the laws of France into a limited liability company (*besloten vennootschap*) under Dutch law and subsequently into a Dutch public company (*naamloze vennootschap*). Therefore, dividends distributed by the Company should not be subject to Dutch dividend withholding tax and Dutch conditional withholding tax.

The tax ruling is valid from June 13, 2024 up to and including December 31, 2028. If a change in law occurs or if one of the relevant assumptions of the tax ruling changes, this can result in expiration of the tax ruling. The Dutch tax ruling will be shared with the FTA.

If the competent tax authorities of a jurisdiction where the shareholders of the Company reside take a different view as to the French tax residence of the Company, they could deny the benefits of the tax treaty entered into between that jurisdiction and France, which could deprive such shareholders from the right to credit the French withholding tax on distributions.

1.5.3 Transactions in Havas Ordinary Shares could be subject to the French financial transaction tax (the "French FTT") or the European financial transaction tax, if adopted, or to the French transfer taxes.

Article 235 *ter* ZD of the French *Code général des impôts* subjects to the French FTT, under certain circumstances, the acquisition of equity securities or assimilated securities admitted to trading on a regulated market that are issued by a company whose registered office is located in France and whose market capitalization as of December 1st of the preceding year exceeds EUR 1.0 billion. As Havas is a company governed by the laws of the Netherlands, it does not expect the acquisition of the ordinary shares in the capital of the Company (the "**Havas Ordinary Shares**") to be subject to such French FTT. However, it cannot be excluded that, as a result of Havas's effective place of management and headquarters being located in France, the French tax authorities (the "**FTA**") take a contrary position and try to subject transactions on the Havas Ordinary Shares to such tax. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of the French FTT and its rate; it cannot be excluded that the rules governing the application of the French FTT will change in the future.

On February 14, 2013, the European Commission published a proposal for a Directive (the "**Commission's Proposal**") for a common financial transaction tax (the "**European FTT**") in Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain (the "**Participating Member States**") and which, if enacted, could apply under certain circumstances, to

transactions involving the Havas Ordinary Shares. The issuance and subscription of the Havas Ordinary Shares should be exempt. However, Estonia has since stated that it will not participate. The mechanism by which the tax would be applied and collected is not yet known.

Following the lack of consensus in the negotiations on the 2013 European Commission's Proposal, the Participating Member States (excluding Estonia which withdrew) and the scope of such tax are uncertain. Based on public statements, the Participating Member States (excluding Estonia) have agreed to continue negotiations on the basis of a new proposal based on the French model of the tax that would reduce the scope of the European FTT and which would only concern listed shares of European companies with a market capitalization exceeding EUR 1 billion on December 1st of the year preceding the taxation year. According to this revised proposal, the applicable tax rate would be at least 0.2%.

Such proposal remains subject to change until a final approval and it may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate and/or certain of the Participating Member States may decide to withdraw. No agreement has been reached between the Participating Member States (excluding Estonia, which withdrew) on this revised proposal. Subsequently, the European Commission declared that, if there was no agreement between the Participating Member States by the end of 2022, it would endeavor to propose a new FTT (as part of its "own resource" proposal in connection with financing the EU budget), by June 2024 with a view to its introduction by January 1, 2026. Any proposal remains subject to change until a final approval and it may therefore be altered prior to any implementation, the timing of which remains unclear. Notwithstanding the fact that the European Parliament has asked the EU Commission and the EU Member States involved in the negotiations on the enhanced cooperation to do their utmost to reach an agreement on the FTT, the Commission stated in June 2023 that there was "*little expectation that any proposal would be agreed in the short term.*"

Pursuant to Articles 718 and 726 of the French *Code général des impôts*, the sale of shares of companies whose registered office are not located in France and that do not qualify as real estate companies in France are subject to French transfer taxes only where the sale of such shares is evidenced by a deed executed in France. As Havas is a company governed by the laws of the Netherlands, it is not expected that the sale of Havas Ordinary Shares will be subject to such French transfer taxes provided that such sale is not evidenced by a deed executed in France. However, it cannot be excluded that, as a result of Havas N.V's effective place of management and headquarters being located in France, the FTA take a contrary position and try to subject transactions on Havas Ordinary Shares to French transfer taxes irrespective of the place of execution of the deed evidencing the sale. In such case, a 0.1% French transfer tax would be applicable.

If any of the abovementioned situation materializes, the costs associated with the purchase and sale of Havas Ordinary Shares might be increased and the liquidity on the market on such Havas Ordinary Shares could be reduced.

1.5.4 Exit from the French and Spanish tax consolidation groups is likely to result in incremental corporate tax liabilities.

Vivendi is the parent company of a French tax consolidation group which includes all the Group's French entities that are eligible for consolidation under French tax consolidation rules. The Partial Demerger will trigger the exit of such entities from Vivendi's French tax consolidation group, with retroactive effect as of January 1, 2024. Vivendi will retain the benefit of the tax loss carry forwards and other tax attributes transferred to it as parent company of the tax group, without any indemnity being paid to the exiting entities (except for the research tax credit (*crédit d'impôt recherche*), the loss of which will be indemnified for the relevant subsidiaries, for a total amount of approximately EUR 2.8 million). Starting as of January 1, 2025, a new Havas French tax group is expected to be established by the Company with any eligible French Group entities. The absence of a French tax group during the financial year ended December 31, 2024 is likely to result in an incremental corporate income tax liability in France, which is estimated at approximately EUR 2.8 million.

The Group has also set up a tax consolidation group in Spain which includes all the Group's Spanish entities that are eligible for consolidation under Spanish tax consolidation rules, it being specified that the parent company of the Spanish tax consolidation group is Havas Management España (a Spanish Group entity). The Distribution will trigger the termination of such tax group, with retroactive effect as of January 1, 2024. Starting as of January 1, 2025, a new Havas Spanish tax group is expected to be established among the eligible Spanish Group entities. The absence of a Spanish tax group during the financial year ended December 31, 2024 is likely to result in an incremental corporate income tax liability in Spain, which is estimated at approximately EUR 5.6 million. In addition, the end of the Spanish tax group will entail degrouping costs amounting to EUR 2.9 million.

1.5.5 The tax consequences attached to the receipt, ownership and disposition of the Havas Special Voting Shares are uncertain.

No statutory, judicial or administrative authority directly discusses how the receipt, ownership, or disposition of the Havas Special Voting Shares should be treated for French or other countries' tax purposes, and as a result, the tax consequences in those jurisdictions are uncertain and, in particular, such shares should not be eligible for the French share savings plan (*plan d'épargne en actions* or "PEA"). Shareholders holding their Havas Ordinary Shares through their PEA should liaise with their tax advisor if they want to receive Havas Special Voting Shares to assess the potential impact on them.

In addition, the fair market value of the Havas Special Voting Shares, which may be relevant to the tax consequences, is a factual determination and is not governed by any guidance that directly addresses such a situation. Because, among other things, the Havas Special Voting Shares are not freely transferrable and the only rights granted to a shareholder in respect of the Havas Special Voting Shares are voting rights and the limited entitlements (as further described under Section 12.12, "*Loyalty voting structure, general meetings and voting rights*"), the Company believes and intends to take the position that the value of each Havas Special Voting Share is minimal. However, the relevant tax authorities could assert that the value of the Havas Special Voting Shares as determined by the Company is incorrect, which could result in significant adverse tax consequences to shareholders holding Havas Special Voting Shares.

1.5.6 The Distribution is expected to be treated as a taxable transaction for U.S. Holders.

As described in greater detail under Section 14.3.1, "*U.S. federal income taxation of the Distribution*", the Distribution is expected to be taxable to U.S. Holders (as defined in Section 14.3, "*Certain U.S. federal income tax consequences*") for U.S. federal income tax purposes, and, assuming such treatment is respected, an amount equal to the fair market value of the Havas Shares received by a U.S. Holder (determined at the time of the Distribution) will be treated as a taxable dividend to the extent of Vivendi's current and accumulated earnings and profits. Vivendi does not maintain calculations of its earnings and profits for U.S. federal income tax purposes, and, accordingly, U.S. Holders should expect that the Distribution will be treated as a dividend in its entirety. A U.S. Holder's holding period for Havas Shares acquired in the Distribution will begin the day following the Distribution, and such U.S. Holder's basis in Havas Shares will equal the fair market value of the Havas Shares received by such U.S. Holder (determined at the time of the Distribution).

U.S. law does not prescribe any particular methodology for determining fair market value for tax purposes, and any methodology chosen by a taxpayer is not binding on the U.S. Internal Revenue Service ("IRS") or any other taxing authority. All holders should consult their tax advisors as to the particular tax consequences of the Distribution to them. See Section 14.3.1, "*U.S. federal income taxation of the Distribution*" for a further discussion of certain U.S. federal income tax consequences of the Distribution to U.S. Holders.

1.6 Risks relating to the Vivendi Spin-Off

1.6.1 The combined post-Vivendi Spin-Off value of the ordinary shares of Vivendi, Havas, Canal+ and Louis Hachette Group may not equal or exceed the aggregate pre-Vivendi Spin-Off value of the Vivendi Share.

After the Vivendi Spin-Off, Vivendi Shares will continue to be traded on Euronext Paris. The Havas Ordinary Shares will be traded under the symbol “HAVAS” on Euronext Amsterdam. The Company has no current plans to apply for listing on any additional stock exchanges.

As a result of the Vivendi Spin-Off, Vivendi expects the trading price of the Vivendi Share at market open on December 16, 2024 to be lower than the trading price at market close on December 13, 2024, because the trading price will no longer reflect the respective values of the ordinary shares of Havas, Canal+ and Louis Hachette Group which will commence trading on different stock exchanges as of such date on an “*if-and-when-delivered*” basis. There can be no assurance that the aggregate market value of the ordinary shares of Vivendi, Havas, Canal+ and Louis Hachette Group following the Vivendi Spin-Off will be higher than, equal to, or lower than the market value of Vivendi Shares if the Vivendi Spin-Off had not occurred. This means, for example, that the combined trading prices of one Vivendi Share, one Havas Ordinary Share, one ordinary share of Canal+ and one ordinary share of Louis Hachette Group after the relevant stock exchanges on which such shares are admitted to trading open on the Listing Date may be higher than, equal to, or less than the trading price of one Vivendi Share on December 13, 2024.

In addition, following the close of business on December 13, 2024, but before the commencement of trading on December 16, 2024, Vivendi Shares will reflect an ownership interest solely in Vivendi and will not include the right to receive any Havas Ordinary Share in the Distribution, nor any ordinary share of Canal+ or Louis Hachette Group in the Partial Demergers, but may not yet accurately reflect the value of such Vivendi Shares excluding the ordinary shares of Havas, Canal+ and Louis Hachette Group.

1.6.2 The Group may not achieve some or all of the expected benefits of the Vivendi Spin-Off, and the Vivendi Spin-Off may adversely affect its business.

The Group may not be able to achieve the full strategic and financial benefits that Vivendi expected to result from the Vivendi Spin-Off, as described in Section 3.2.1, “*Reasons for the Vivendi Spin-Off*”, or such benefits may be delayed or not occur at all. The Group may not achieve these and other anticipated benefits for a variety of reasons, including, among others:

- the implementation of the Vivendi Spin-Off and the process of becoming an independent public company may distract the Group’s management from focusing on its business and strategic priorities;
- following the Vivendi Spin-Off, the Group will be less diversified than the Vivendi Group before the Vivendi Spin-Off, and thus may be more susceptible to market fluctuations and other adverse events than if it had remained a part of the Vivendi Group;
- the Group will bear, in connection with the Vivendi Spin-Off and on an ongoing basis thereafter, the costs associated with the Company being an independent publicly listed company.

If the Group is unable to achieve some or all of the benefits expected to result from the Vivendi Spin-Off, or if Vivendi Spin-Off has adverse consequences on the Group’s business, its prospects, financial condition and results of operations could be adversely affected.

1.6.3 As an independent, publicly traded company, the Group may not enjoy the same benefits that the Group did as a part of the Vivendi Group.

Upon completion of the Vivendi Spin-Off, the Group will be a smaller and less diversified group than the Vivendi Group, and there is a possibility it may not have access to financial and other resources comparable to those available to the Vivendi Group prior to the Vivendi Spin-Off.

For instance, as part of Vivendi, the Group was able to take advantage of Vivendi's reputation, creditworthiness, size and purchasing power in procuring goods, services and technology, and in seizing business opportunities. The Group cannot predict the effect that the Vivendi Spin-Off will have on its relationship with clients, suppliers, employees or other stakeholders.

The Group may incur higher costs due to a decline in purchasing scale if it is unable to continue to obtain the same or similar terms as prior to the Vivendi Spin-Off, or to obtain goods, services and technologies at prices or on terms as favorable as those obtained prior to the Vivendi Spin-Off.

Furthermore, as a less diversified group, the Group may be more likely to be negatively impacted by changes in global market conditions, regulatory reforms, and other industry factors, which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

1.6.4 The transitional services Vivendi has agreed to provide the Group may not be sufficient for its needs. In addition, the Group may fail to have necessary systems and services in place when the TSA expires.

In connection with the Vivendi Spin-Off, the Company intends to enter into a transition services agreement (the "TSA") with Vivendi. See Section 13.3, "*Related party transactions*". The TSA will provide for the performance of certain business services by the Vivendi Group for the Group's benefit for a period of time after the completion of the Vivendi Spin-Off, including in relation to finance, accounting and legal and compliance related services.

The Group will rely on the Vivendi Group to satisfy its obligations under the TSA. If the Vivendi Group is unable to satisfy its obligations under the TSA, the Group could incur operational difficulties or losses. If the Group does not have in place its own systems and services, or if the Group does not have agreements with other providers of these services once the TSA expires or is terminated, it may not be able to operate its business effectively and this may have an adverse effect on its business, financial condition, and results of operations. In addition, after the TSA expires, the Group may not be able to obtain these services at as favorable prices or on as favorable terms as they were obtained under the TSA. There is a risk that the actual costs of the standalone arrangements the Group will need to enter into could be higher than expected, that there could be unanticipated dis-synergies and/or that the Group will need to further invest in new services and functions. These risks, individually or together, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.6.5 Holders of unsponsored ADSs will need to convert their ADSs to ordinary shares in order to vote on the Vivendi Spin-Off.

Vivendi does not have a sponsored American Depositary Receipt ("ADR") program. Vivendi has no contractual relationships with the depositary banks and has not taken any steps to facilitate the issuance of American Depositary Shares ("ADSs") in any such programs. Vivendi will not implement any measures to allow holders of ADSs to participate or vote at the shareholders meeting relating to the Vivendi Spin-Off. Holders of ADSs may need to convert their ADSs to ordinary shares (and pay any fees charged by the depositary bank) in order to participate and vote. Holders of ADSs who wish to vote will need to contact the depositary bank in order to determine the procedures for converting their ADSs to ordinary shares and voting.

1.7 Risks relating to the Havas Ordinary Shares

1.7.1 There is no existing market for the Havas Ordinary Shares and an active trading market for the Havas Ordinary Shares may not develop or be sustained.

Prior to Admission, there has been no public trading market for the Havas Ordinary Shares and the Company can give no assurance that an active trading market for the Havas Ordinary Shares will develop or, if it does develop, could be sustained and be liquid following the Listing Date. Further, because the Company will have a lower market capitalization than Vivendi before completion of the Distribution, there may be less liquidity in the market for the Havas Ordinary Shares than in the current market for the Vivendi Shares. If an active trading market is not developed or maintained, the liquidity and trading price of the Havas Ordinary Shares could be materially and adversely affected, and the price volatility of the Havas Ordinary Shares may increase significantly.

1.7.2 Anti-takeover mechanisms could delay or prevent a change of control of the Company, including a takeover attempt that might result in a premium over the market price for the Havas Ordinary Shares.

Since the completion of the Havas Contribution, on October 28, 2024, the Company owns and operates the Group's businesses indirectly through its single subsidiary, Havas S.A. Prior to the Admission, Havas S.A. will convert from a French limited liability company (*société anonyme*) into a French simplified joint-stock company (*société par actions simplifiée*) and become "Havas S.A.S.". Also prior to the Admission, "Stichting Continuity Havas", a foundation (*stichting*) governed by Dutch law and established by the Company on October 22, 2024 (the "**Foundation**"), will acquire an ordinary share of Havas S.A.S., which will be converted into a preferred share in the capital of Havas S.A.S. (the "**Preferred Share**"). The Foundation's purpose will be to preserve the Group's operating businesses from influences that may threaten their long-term continuity, independence and identity and ensure their sustainability for their talents and clients.

In furtherance of that purpose, the Foundation will be able, as holder of the Preferred Share, to discourage or prevent a change in control of the Company, even if such a change in control is sought by or is in the interest of certain of the Company's shareholders. For instance, in case of a successful unsolicited takeover bid, or a transaction or corporate action resulting in a change-in-control of the Company (*e.g.*, takeover bid; capital increase; merger; change in the composition of the Board) that is not supported by a majority of directors whose appointment was made upon the nomination of the Board, the Foundation may, by virtue of the Preferred Share and for a period of eight (8) years thereafter, exercise multiple voting rights in Havas S.A.S. to cause the adoption by the shareholders of Havas S.A.S. of decisions regarding (i) the approval of the annual financial statements of Havas S.A.S., and (ii) the allocation of the profits of Havas S.A.S., thereby giving the Foundation control over cash flow received by Havas S.A.S. and dividend payments to the Company, which may in turn prevent the Company from paying, or significantly hinder the Company's ability to pay, dividends or other forms of distribution to its shareholders. The Foundation would also have, during such eight (8)-year period, a veto right with respect to the dismissal of the chairman (*Président*) of Havas S.A.S. or reduction of his power, the amendment of the articles of association of Havas S.A.S. (including capital increases, mergers and demergers) and certain other important matters implemented at the level of Havas S.A.S. For additional information on the Foundation, Havas S.A.S. or the Preferred Share, please refer to Section 3.3.1.1, "*The Reorganization Transactions.*"

Prospective bidders may be discouraged by such anti-takeover mechanisms to launch a takeover bid on the Company, including a takeover bid that might result in an opportunity for the shareholders to sell their Havas Ordinary Shares at a premium over the then prevailing market price. Furthermore, holders of Havas Shares may be discouraged to initiate corporate actions within the Company which could result in a change-in-control and thus trigger the protective measures conferred by the Preferred Share, even though such corporate action may be beneficial to shareholders. As a result, these protective mechanisms may have an adverse effect on the market price for the Havas Ordinary Shares.

1.7.3 Bolloré SE will retain a significant interest in the Company upon Admission and its interests may differ from those of the other shareholders.

Upon Admission, Bolloré SE will retain a significant interest in the Company, including approximately 30.4% of the Havas Ordinary Shares and voting rights, and will be part of the Bolloré Concert, which will hold a total voting interest of 31.05%. See Section 13.1, “Major shareholders”, Section 12.12.1, “Loyalty voting structure” and Section 13.2 “Relationship Agreement”. As a result, following Admission, Bolloré SE may possess sufficient voting power to exercise significant influence over all matters requiring shareholders’ approval, including the election or removal of directors and advisers, the making of distributions and other matters to be determined by the general meeting of shareholders of the Company (“**General Meeting**”).

In exercising its voting rights, Bolloré SE may be motivated by interests that differ from those of the other shareholders and the interests of Bolloré SE could conflict with or differ from the Company’s interests.

The concentration of ownership in Bolloré SE may have the effect of delaying, deferring or preventing a change of control of the Company or impeding a merger, takeover or other business combination which may otherwise be favorable for the Company or the Group. This in turn could have a material adverse effect on the trading price of the Havas Ordinary Shares.

So long as Bolloré SE continues to own, whether directly or indirectly, a significant amount of the equity of the Company, Bolloré SE will continue to be able to substantially influence the Group’s ability to enter into any corporate transactions.

1.7.4 The Company may not pay or declare dividends in the future.

The Company may not pay or declare dividends in the future notwithstanding its stated dividend policy, which is expected to represent around 40% of net income (Group share) for the relevant financial year (commencing in 2025 for the financial year ended December 31, 2024). Even if the Company pays a dividend in respect of one financial year, it may not be able to do so in the future. For example, the Company could deem it appropriate to retain future earnings based on available cash and current and anticipated cash needs, such as for example, in connection with the funding of its existing operations or business growth opportunities, including for acquisitions, or debt repayments. The Board may also, in its discretion, resolve to make interim distributions if an interim statement of assets and liabilities shows that the Company’s equity exceeds the sum of the paid-up and called-up part of the capital plus the reserves required to be maintained by Dutch law. The determination of the Board as to whether to resolve upon a dividend will depend upon many factors, including the Group’s financial condition, earnings, corporate strategy, covenants, legal requirements to which the Company is subject, and other factors deemed relevant by the Board.

As a holding company, the Company’s ability to pay dividends will also be affected by a number of factors, including having sufficient distributable reserves and its ability to receive sufficient dividends from its subsidiaries. The ability of companies within the Group to pay dividends and the Company’s ability to receive distributions from its investments in other entities are subject to restrictions, including, but not limited to, the existence of sufficient distributable reserves and cash.

Any of the foregoing could have a material adverse impact on the market price of the Havas Shares.

1.7.5 The market price of the Havas Ordinary Shares may fluctuate, and the market price of the Havas Ordinary Shares may decline disproportionately in response to developments that are unrelated to the Company’s operating performance.

Shareholders should be aware that the value of an investment in the Company and the Group may fluctuate and could be highly volatile. The price at which the Havas Ordinary Shares may be quoted and the price that investors may realize for their Havas Ordinary Shares will be influenced by a large

number of factors, some specific to the Group and its operations, and some which may be unrelated to the Group's operating performance or prospects, such as factors that may affect the Group's industry as a whole, other comparable companies or publicly traded companies as a whole.

The sentiments of the public market regarding the Vivendi Spin-Off and the Distribution will be one such factor. Following the Listing Date, there may be a period of relatively high-volume trading in the Havas Ordinary Shares as the Company's shareholder base finds its natural composition. For example, the Havas Ordinary Shares may become less attractive to certain classes of existing investors in Vivendi. The Company is unable to predict whether substantial amounts of the Havas Ordinary Shares will be sold in the open market following Admission. Sales of a substantial number of the Havas Ordinary Shares in the public market after Admission, or the perception that these sales might occur, could depress the market price of the Havas Ordinary Shares; for further information on this risk, see Section 1.7.6, "*Future sales of Havas Ordinary Shares, or the perception such sales might occur, could depress the market price of the Havas Ordinary Shares*".

This potential factor, together with other factors, including actual or anticipated fluctuations in the financial performance of the Group and its competitors, market fluctuations and/or factors generally affecting consumers could lead to the market price of the Havas Ordinary Shares fluctuating.

1.7.6 Future sales of Havas Ordinary Shares, or the perception such sales might occur, could depress the market price of the Havas Ordinary Shares.

Upon Admission, Bolloré SE will hold 30.4% of the Company's share capital and will be part of the Bolloré Concert, which will hold a total equity interest of 31.05% of the Company's share capital. For more information, see Section 13.2 "*Relationship Agreement*".

Bolloré SE is not subject to lock-up obligations and will therefore be able to sell its Havas Ordinary Shares on the market on or after the Listing Date. The market price for the Havas Ordinary Shares may fall in anticipation of a sale of such Havas Ordinary Shares. The perception that such sales could occur may also materially and adversely affect the market price of the Havas Ordinary Shares. This may make it more difficult for shareholders to sell the Havas Ordinary Shares at a time and price that they deem appropriate, and could also impede the Company's ability to issue equity securities in the future.

Furthermore, a sale of Havas Ordinary Shares by any Director could be perceived as a lack of confidence in the performance and prospects of the Group and could cause the market price of the Havas Ordinary Shares to decline. In addition, any such sales could impair the Group's ability to raise capital through the issuance of equity securities in the future.

1.7.7 The Company may decide to offer additional Havas Ordinary Shares in the future, diluting the interests of existing shareholders and potentially materially and adversely affecting the market price of Havas Ordinary Shares.

Other than in connection with the Admission or pursuant to the Equity Incentive Plan, the Company has no current plans for an offer or issuance of Havas Ordinary Shares. However, prior to the Admission, the Board will be authorized, for a period of five (5) years from the date of the Vivendi General Meeting, to issue Havas Ordinary Shares, or grant rights to subscribe for Havas Ordinary Shares, up to ten percent. (10%) of the issued share capital of the Company as at the date of the Vivendi General Meeting, and to limit or exclude pre-emptive rights in connection with such issue of Havas Ordinary Shares or grant of rights to subscribe for Havas Ordinary Shares, up to the same amount, for general corporate purposes. For additional information, please refer to Section 12.5, "*Issuance of Havas Shares*" and Section 12.6, "*Pre-emptive rights*". If the Board decides to offer additional Havas Ordinary Shares or other securities convertible into Havas Ordinary Shares in the future on the basis of the foregoing authorizations, or if the General Meeting so resolves, including as consideration for any acquisitions, this could dilute the interests of existing shareholders and/or have an adverse impact on the market price of the Havas Ordinary Shares as could the public perception that an offering may occur.

1.7.8 Shareholders may not be able to exercise pre-emption rights or participate in certain future issues of Havas Ordinary Shares and U.S. and other overseas shareholders may not be able to participate in future issues of Havas Ordinary Shares.

In the case of a future allotment of new Havas Ordinary Shares for cash, existing shareholders have certain statutory pre-emption rights, unless those rights are disapplied pursuant to a resolution of shareholders at a General Meeting. An issue of new Havas Ordinary Shares not for cash or when pre-emption rights have been disapplied could dilute the interests of the then-existing shareholders.

Securities laws of certain jurisdictions may restrict the Company's ability to allow participation by shareholders in future equity offerings. In particular, shareholders in the United States may not be entitled to exercise these rights, unless either the Havas Ordinary Shares and any other securities that are offered and sold are registered under the U.S. Securities Act, or the Havas Ordinary Shares and such other securities are offered pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company will not have any obligation to register any such future offers or sales and under the U.S. Securities Act and cannot assure prospective investors it will register any such offers or sales under the U.S. Securities Act, that any exemption from such overseas securities law requirements would be available to enable U.S. or other shareholders to exercise their pre-emption rights or, if available, that the Company will utilize any such exemption. While U.S. shareholders might be able to sell their preferential subscription rights, there can be no assurance that there will be an active trading market for the preferential subscription rights, or as to the price at which U.S. shareholders might be able to sell their preferential subscription rights if a market develops. As a result, there is the risk that investors may suffer dilution of their shareholding should they not be permitted to participate in future equity offerings with preferential subscription right for existing shareholders.

1.7.9 The ability of overseas shareholders to bring actions or enforce judgments against the Company or the Directors may be limited.

The ability of an overseas shareholder to bring an action against the Company may be limited under law. Prior to the Admission, the Company will convert into a limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands. The rights of holders of the Havas Ordinary Shares are governed by Dutch law and by the Articles of Association. These rights differ from the rights of shareholders in other jurisdictions, including France or the United States. Consequently, it may not be possible to effect service of process upon the Directors within an overseas shareholder's country of residence or to enforce judgments of courts of the overseas shareholder's country of residence, based on civil or commercial liabilities under that country's securities law, against the Directors. In addition, courts in the Netherlands or other courts may not impose civil liability on the Directors in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in the Netherlands or other countries.

The United States and the Netherlands do not have a treaty providing for the reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Accordingly, a judgment rendered by any federal or state court in the United States, whether or not predicated solely upon U.S. securities laws, would not automatically be recognized and enforced by the competent Dutch courts. In order for a Dutch court to recognize and give effect to such foreign judgment without substantive re-examination or re-litigation on the merits, one must obtain a final judgment without appeal in such a matter rendered by a court in the United States that is enforceable in the United States and must file a claim with the competent Dutch court. For further information, see Section 2.10, "*Enforcement of civil liabilities*".

Based on the lack of a treaty as described above, U.S. investors may not be able to enforce against the Company or its directors, representatives or certain experts named herein who are residents of the Netherlands or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

As the rights and obligations of shareholders are regulated by Dutch law, shareholders must follow Dutch legal requirements in order to exercise their rights, in particular the resolutions of shareholders in general meetings may be passed with majorities different from the majorities required for the adoption of equivalent resolutions under French or other laws.

1.7.10 Future offerings of debt or equity securities by the Company, or the perception thereof, may adversely affect the market price of the Havas Ordinary Shares.

In the future, the Company may attempt to obtain financing or to further increase its capital resources by issuing additional Havas Ordinary Shares or offering debt or other equity securities, including commercial paper, medium-term notes, senior or subordinated notes, debt securities convertible into equity or preferred shares. Future acquisitions could require substantial additional capital in excess of cash from operations. The Company may obtain the capital required for acquisitions through a combination of additional issuances of equity, corporate indebtedness and/or cash from operations.

Issuing additional Havas Ordinary Shares or other equity securities or securities convertible into equity may dilute the economic and voting rights of existing shareholders or reduce the market price of the Havas Ordinary Shares or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of the Company's available assets prior to the holders of the Havas Ordinary Shares. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit the Company's ability to pay dividends to the holders of the Havas Ordinary Shares.

The Company's decision to issue securities in any future offering will depend on market conditions and other factors beyond the Company's control, which may adversely affect the amount, timing and nature of the Company's future offerings.

1.7.11 Overseas shareholders may be subject to exchange rate risk.

The Havas Ordinary Shares are, and any dividends to be paid in respect of them will be, denominated in euros. An investment in the Havas Ordinary Shares by an investor whose principal currency is not euro exposes the investor to foreign currency exchange rate risk. Any depreciation of the euro in relation to such foreign currency will reduce the value of the investment in the Havas Ordinary Shares or any dividends in foreign currency terms. Investors whose reference currency is a currency other than the euro are therefore urged to consult their financial advisers.

1.7.12 The Company is a holding company and substantially all of its operations are conducted through its subsidiaries.

The Company is a holding company and conducts substantially all of its operations through subsidiaries that generate substantially all of the Group's operating income and cash flow. The Company has no direct operations or significant assets (other than the share capital of its subsidiaries), so it relies on its subsidiaries for cash flow to pay dividends or any other form of distribution to its shareholders, if any. In addition, the Company's subsidiaries are separate and distinct legal entities, so they are not obliged to pay dividends or to lend or advance funds to the Company.

2. IMPORTANT INFORMATION

2.1 General information

Prospective investors are expressly advised that an investment in Havas Shares contains certain risks and that they should therefore, prior to making any decision whether to invest in the Havas Shares, carefully read the entire contents of this Prospectus, including all information incorporated by reference herein, as well as any supplement to this Prospectus that may be required pursuant to Article 23 of the Prospectus Regulation (if and when approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*), the “**AFM**”) (see Section 2.5, “*Supplements*”). Investors should ensure that they read the whole of this Prospectus and do not just rely on key information or information summarized within it. Prospective investors should, in particular, read Section 1, “*Risk Factors*” when considering an investment in Havas Shares.

A prospective investor should not invest in Havas Shares unless it has the expertise (either alone or with a financial advisor) to evaluate how the Havas Shares will perform under changing conditions, the resulting effects on the value of the Havas Shares and the impact this investment will have on the prospective investor’s overall investment portfolio. Each prospective investor should consult his or her own stockbroker, bank manager, lawyer, auditor or other financial, legal or tax advisers before making any investment decision with regard to the Havas Shares, among other things to consider such investment decision in light of his or her personal circumstances and in order to determine whether or not such prospective investor is eligible to receive Havas Ordinary Shares pursuant to the Distribution (and possible tax consequences that may apply as a result thereof) or to subscribe for or purchase the Havas Shares. In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Company and the Havas Shares, including the merits and risks involved, and the risk factors described in Section 1, “*Risk Factors*” of this Prospectus. For the avoidance of doubt, prospective investors may not rely on any other registration documents, prospectuses, annual reports or other documents or materials published by Vivendi when assessing the Company or the Havas Shares.

The content of this Prospectus is not to be considered or interpreted as legal, financial or tax advice. It is not intended to provide a recommendation by any of the Company, Vivendi, the Financial Advisors, the Listing Agent, any of their respective representatives or any other person that any recipient of this Prospectus should invest in the Havas Shares. None of the Company, Vivendi, the Financial Advisors, the Listing Agent, any of their respective representatives or any other person is making any representation to any prospective investor in the Havas Shares regarding the legality of an investment in the Havas Shares by such investor under the laws applicable to such investor.

There will not be any offering of Havas Shares in relation to the Admission.

Prospective investors should rely only on the information contained in this Prospectus and any supplement to this Prospectus within the meaning of Article 23 of the Prospectus Regulation. The Company does not undertake to update this Prospectus, unless required pursuant to Article 23 of the Prospectus Regulation, and therefore potential investors should not assume that the information in this Prospectus is accurate as at any date other than the date of this Prospectus. No person is or has been authorized to give any information or to make any representation in connection with the Admission, other than as contained in this Prospectus, and, if given or made, any other such information or representations must not be relied upon as having been authorized by the Company, Vivendi, the members of the Board, the Financial Advisors, the Listing Agent, any of their respective affiliates or representatives or any other person. The delivery of this Prospectus or any sale made at any time after the date hereof will not, under any circumstances, create any implication that there has been no change in the Group’s business or affairs since the date hereof or that the information set forth in this Prospectus is correct as at any time since its date.

The Financial Advisors and the Listing Agent are acting exclusively for the Company and for no one else in connection with the Admission. The Financial Advisors and the Listing Agent will not regard any other person (whether or not a recipient of this Prospectus) as their respective client in relation to the Admission and will not be responsible to anyone other than to the Company for providing the protections afforded to their clients or giving advice in relation to the Admission or any other transaction or arrangement referred to in this Prospectus.

Certain of the Financial Advisors and/or their affiliates are, or have been, engaged and may in the future engage in commercial banking, investment banking and financial advisory (including in the context of the Admission and Distribution) and ancillary activities in the ordinary course of their business with the Group and/or Vivendi or any parties related to or competing with any of them, in respect of which they have received, and may in the future receive, customary fees and commissions. In particular, some of the Financial Advisors and/or their affiliates have taken an active part or take an active part to Vivendi's and the Group's financing and are long-standing partners to Vivendi. Additionally, the Financial Advisors may, in the ordinary course of their business, and in the future, effect transactions for their own account or the account of customers, and make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments on behalf of themselves or their customers. Such investments and securities activities may involve long or short positions in the Company's and/or Vivendi's securities. As a result of acting in the capacities described above, the Financial Advisors and their affiliates may have interests that may not be aligned, or could potentially conflict, with the interests of investors in the Shares or with the interests of the Company or the Group.

2.2 Responsibility

2.2.1 Responsibility statement

This Prospectus is made available by the Company. The Company accepts responsibility for the information contained in this Prospectus.

The Company declares that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

2.2.2 No representation or warranty

No representation or warranty, express or implied, is made or given by, or on behalf of, the Financial Advisors, the Listing Agent or any of their affiliates or representatives or any of their directors, officers or employees or any other person, as to the accuracy, completeness, verification or fairness of the information or opinions contained in this Prospectus, or incorporated by reference herein, and nothing in this Prospectus, or incorporated by reference herein, is, or shall be relied upon as, a promise or representation by the Listing Agent or any of their affiliates or representatives, or any of their respective directors, officers or employees or any other person, as to the past or future. None of the Financial Advisors, the Listing Agent or their directors, officers or employees or any other person in any of their respective capacities in connection with the Admission accepts any responsibility whatsoever for the accuracy, completeness or verification of the contents of this Prospectus or for any other statements made or purported to be made by either itself or on its behalf in connection with the Company, the Group, the Admission or the Havas Shares. Accordingly, the Financial Advisors, the Listing Agent and their affiliates and representatives, their respective directors, officers and employees and any other person disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or which they might otherwise be found to have in respect of this Prospectus and/or any such statement.

2.3 Presentation of financial and other information

2.3.1 Financial information

The Company was incorporated by Vivendi on January 6, 2021 as a simplified joint-stock company (*société par actions simplifiée*) under the laws of France. The Company became a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) governed by the laws of the Netherlands upon completion of the Cross-Border Conversion on September 18, 2024. Since the completion of the Havas Contribution, on October 28, 2024, the Company owns and operates, indirectly through Havas S.A. and its direct and indirect subsidiaries, the Havas Business. Prior to the completion of the Havas Contribution, the Company conducted no operations other than the legal, tax and administrative filings, proceedings and other activities necessary for purposes of the Cross-Border Conversion, the preparation of the Conversion, the Distribution and the Admission, and compliance with applicable law.

Accordingly, this Prospectus includes the following consolidated financial statements, as prepared for the purposes of this Prospectus, of Havas S.A., which operated, and continues to operate, the Havas Business presented in this Prospectus: (i) the audited consolidated financial statements of Havas S.A. prepared in accordance with International Financial Reporting Standards as adopted by the European Union (“**IFRS**”), as of and for the years ended on December 31, 2023, December 31, 2022 and December 31, 2021 (the “**Consolidated Financial Statements**”), together with the statutory auditors’ report thereon, as well as (ii) the unaudited condensed consolidated interim financial statements of Havas S.A., prepared in accordance with IAS 34 “*Interim Financial Reporting*”, as of and for the six months ended June 30, 2024 (the “**Unaudited Condensed Consolidated Interim Financial Statements**”), together with the statutory auditors’ limited review report thereon. In the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements, references to “Havas” or the “Group” refer to Havas S.A. and its consolidated subsidiaries, unless otherwise indicated.

The Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements should be read in conjunction with the accompanying notes thereto and the statutory auditors’ report and limited review report thereon, respectively. The Consolidated Financial Statements, the Unaudited Condensed Consolidated Interim Financial Statements and the statutory auditors’ reports thereon are included in Section 18, “*Historical Financial Information*” of this Prospectus, beginning on page F-1.

The Consolidated Financial Statements have been audited by Constantin & Associés, a member of the Deloitte Touche Tohmatsu Limited network (“**Constantin**”), and Grant Thornton, as independent statutory auditors of Havas S.A. The Unaudited Condensed Consolidated Interim Financial Statements have been subject to a limited review by Constantin and Grant Thornton, as independent statutory auditors of Havas S.A. Constantin has not resigned, been removed or not been reappointed as Havas S.A.’s statutory auditor during the years ended on December 31, 2023, December 31, 2022 and December 31, 2021, nor during the period since January 1, 2024. Grant Thornton has not resigned, been removed or not been reappointed as Havas S.A.’s statutory auditor during the years ended on December 31, 2023, December 31, 2022 and December 31, 2021, nor during the period since January 1, 2024.

This Prospectus also contains a trading update of the Group for the third quarter of the year ending December 31, 2024 in Section 9, “*Trend Information*”. This trading update is unaudited and unreviewed.

2.3.2 Alternative Performance Measures

This Prospectus also includes certain measures of the Group’s performance that are not required by, nor presented in accordance with, IFRS, including (as defined in Section 8.4, “*Alternative Performance Measures*”) net revenue (including net revenue presented on a constant currency basis and on an

“organic” basis), Adjusted EBIT, Adjusted EBIT margin, cash conversion rate and free cash flow (the “**Alternative Performance Measures**”). The Alternative Performance Measures presented are not measures of financial performance or liquidity under IFRS, but measures used by management to monitor the underlying performance of the Group’s business and operations and, accordingly, they have not been audited or reviewed. Further, they may not be indicative of the Group’s historical operating results, nor are such measures meant to be predictive of the Group’s future results.

These Alternative Performance Measures are presented in this Prospectus because management considers them an important supplemental measure of the Group’s performance and believes that they and similar measures are widely used in the industry in which the Group operates as a means of evaluating a company’s operating performance and liquidity. However, not all companies calculate non-IFRS financial measures in the same manner or on a consistent basis. As a result, these measures and ratios may not be comparable to measures used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the Alternative Performance Measures contained in this Prospectus and they should not be considered in isolation or as a substitute for EBIT, net income for the year, cash flow or other financial measures computed in accordance with IFRS, nor as an alternative to cash generated from operating activities as a measure of liquidity.

Further explanation of the relevance of each Alternative Performance Measure, a reconciliation of the Alternative Performance Measures to the most directly comparable measures calculated and presented in accordance with IFRS and a discussion of their limitations are set out in Section 8.4, “*Alternative Performance Measures*” of this Prospectus. Although certain of these Alternative Performance Measures have been extracted or derived from the historical financial information, this data has not been audited or reviewed by the Company’s statutory auditors or the statutory auditors of Havas S.A.

2.3.3 Rounding and negative amounts

Certain figures in this Prospectus, including financial data, have been rounded. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures which precede them.

As a result of this rounding, certain numerical figures presented herein may vary slightly from the corresponding numerical figures presented in the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements. The percentages (as a percentage of revenue or costs and period-on-period percentage changes) presented in the textual financial disclosure in this Prospectus are derived directly from the financial information contained in the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements.

In the tables included in this Prospectus, negative amounts are shown between parentheses. Otherwise, negative amounts may also be shown by “negative” before the amount. In respect of financial information set out in this Prospectus, a dash (“-” or “—”) signifies that the relevant figure is not available.

2.3.4 Currency

All references in this Prospectus to “euro”, “EUR” or “€” are to the single currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the functioning of the European Union, as amended from time to time.

2.4 **Market and industry information**

This Prospectus contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Group’s business and markets. Unless the source is otherwise stated, the market, economic and industry data in this Prospectus constitute the Group’s estimates, using underlying data from independent third parties. The Group obtained market data used in this Prospectus from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications (in particular Dentsu’s May

2024 Global Ad Spend Forecasts (“**Dentsu Global Ad Spend 2024**”), RECMA’s Diagnostics Report, March 2024 edition, MAGNA’s Advertising Forecasts December 2023 update, COMvergence’s 2023 Global & Regional Billings Rankings & Market Shares Report, COMvergence’s Key Highlights 2023 Report, Ciesco’s 2022 Global M&A Review & 2023 Outlook and Ciesco’s 2023 Global M&A Review & 2024 Outlook). Moreover, the revenue for fiscal year 2023 of certain of the Group’s competitors (namely, large international advertisers, many of which are publicly listed) are listed in eMarketer’s Guide to Ad Agencies and Holding Companies, which is available on its website. No such market research, publicly available information, industry publications and/or websites are incorporated by reference into, or form part of, this Prospectus. Statements based on the Company’s own proprietary information, insights, opinions or estimates contain words such as “the Group believes”, “the Group expects”, “the Group sees”, “the Group considers”, “the Group aims”, “the Group estimates” and as such do not purport to cite, refer to or summarize any third-party or independent source and should not be so read.

Industry publications generally state that their information is obtained from sources believed to be reliable but that the accuracy and completeness of such information is not guaranteed and that the projections they contain are based on a number of significant assumptions. Where third-party information has been sourced in this Prospectus, the source of such information has been identified.

The information in this Prospectus that has been sourced from third parties has been accurately reproduced with reference to these sources in the relevant paragraphs and, as far as the Group is aware and able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The Group has not independently verified and cannot give any assurance as to the accuracy or completeness of this information. It is possible that this information is incorrect or is no longer up to date. The Group does not intend, and does not assume any obligation to update the industry or market data set forth herein, other than as required by Article 23 of the Prospectus Regulation.

In this Prospectus, the Group makes certain statements regarding the characteristics of the communication and advertising services industry as well as its competitive and market position. The Group believes these statements to be true, based on market data and industry statistics, but the Group has not independently verified the information. The Group cannot guarantee that a third party using different methods to assemble, analyze or compute market data or public disclosure from competitors would obtain or generate the same results. In addition, the Group’s competitors may define their markets and their own relative positions in these markets differently than the Group does and may also define various components of their business and operating results in a manner which makes such figures non-comparable with the Group’s.

Prospective investors should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus and estimates and assumptions based on that information are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1, “*Risk Factors*” and elsewhere in this Prospectus.

2.5 Supplements

If a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of the Havas Shares, arises or is noted between the date of this Prospectus and the Listing Date, a supplement to this Prospectus is required. Such a supplement will be subject to approval by the AFM in accordance with Article 23 of the Prospectus Regulation and will be made public in accordance with the relevant provisions under the Prospectus Regulation. The summary shall also be supplemented, if necessary to take into account the new information included in the supplement. In case a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus which may affect the assessment of

the Havas Shares arises after the Listing Date, the Company will not supplement this Prospectus. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any supplement shall specify which statement is so modified or superseded and shall specify that such statement shall, except as so modified or superseded, no longer constitute a part of this Prospectus.

2.6 Notice to investors

This Prospectus has been prepared solely for purposes of the Admission. This Prospectus may not be used for, or in connection with, and does not constitute, or form part of, an offer to sell, or an invitation to subscribe for or to purchase, any of the Havas Shares in any jurisdiction. There will not be any offering of Havas Shares in relation to the Admission.

The release, publication or distribution of this Prospectus or any related materials may be restricted by law in certain jurisdictions, such as Australia, Canada, Hong Kong, Japan, Singapore, South Africa and the United States. No action has been taken by the Company or by Vivendi that would permit possession or release, publication or distribution of this Prospectus or any other publicity material in any jurisdiction where action for that purpose is required, other than in the Netherlands. Accordingly, neither this Prospectus nor any advertisement may be released, published or distributed in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations of such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

It is the responsibility of each person into whose possession this Prospectus comes to inform themselves about, and to satisfy themselves as to the full observance of, the laws and regulations of the relevant jurisdiction in connection with the distribution of this Prospectus. To the fullest extent permitted by applicable law, the Company, the members of the Board, Vivendi and all other persons involved in the Admission disclaim any responsibility or liability for the failure to satisfy any such laws, regulations or requirements by any person. Moreover, none of the Company, the members of the Board, Vivendi or any of their respective affiliates or representatives, is making any representation to any investors who are allotted Havas Shares regarding the legality of an investment in the Havas Shares by such investor under the laws applicable to such investor. The contents of this document are not to be construed as legal, business or tax advice. Each investor should consult their own legal adviser, business adviser, financial adviser or tax adviser.

Investors who are allotted Havas Shares will be deemed to have acknowledged that: (i) they have not relied on the Financial Advisors, the Listing Agent or any person affiliated with them in connection with any investigation of the accuracy of any information contained in this Prospectus; and (ii) they have relied only on the information contained in this Prospectus, and (iii) no person has been authorized to give any information or to make any representation concerning the Company or its subsidiaries or the Havas Shares (other than as contained in this Prospectus) and, if given or made, any such other information or representation has not been relied upon as having been authorized by the Company, the Financial Advisors, the Listing Agent or any other person.

2.7 Notice to investors in the European Economic Area

In relation to each member state of the European Economic Area (each a “**EEA Member State**”), no Havas Shares have been offered or will be offered to the public or otherwise in that EEA Member State. No arrangement has been made with the competent authority in any EEA Member State (other than the AFM) for the use of this Prospectus as an approved prospectus in such jurisdiction.

Accordingly, any person making or intending to make an offer in a EEA Member State of the Havas Shares may only do so in circumstances in which no obligation arises on the Company or Vivendi to

publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor Vivendi has authorized, nor does it authorize, the making of any offer of the Havas Shares in circumstances in which an obligation arises for the Company or Vivendi to publish or supplement a prospectus for such offer in accordance with the Prospectus Regulation.

2.8 Notice to investors in the United Kingdom

In respect of the United Kingdom, no Havas Shares have been offered or will be offered to the public or otherwise in the United Kingdom. This Prospectus has not been approved by the Financial Conduct Authority and should not be treated as if it has been approved by the Financial Conduct Authority in accordance with the transitional provisions in Regulation 74 of the Prospectus (Amendment etc.) (EU exit) Regulations 2019.

Accordingly, any person making or intending to make an offer in the United Kingdom may only do so in circumstances in which no obligation arises on the Company or Vivendi to publish a prospectus pursuant to Section 85 of the Financial Services and Markets Act 2000 (as amended). Neither the Company nor Vivendi has authorized, nor does it authorize, the making of any offer of the Havas Shares in circumstances in which an obligation arises for the Company or Vivendi to publish or supplement a prospectus for such offer.

2.9 Notice to investors in the United States

THE HAVAS SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED. THE PROSPECTUS DOES NOT CONSTITUTE AN OFFER FOR VALUE OF ANY HAVAS SHARES.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, NOR ANY STATE SECURITIES COMMISSION IN THE UNITED STATES, HAS APPROVED OR DISAPPROVED OF THE HAVAS SHARES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THE DISCLOSURE IN THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

The Havas Shares will not be listed on any U.S. national securities exchange or interdealer quotation system in connection with the Distribution. Since the Havas Shares will not be listed on any U.S. securities exchange or quoted on any interdealer quotation system in the United States, it is unlikely that an active trading market will develop in the United States for the Havas Shares. Furthermore, the Company will not issue any ADSs in the United States in connection with the Distribution and does not intend to consent to the creation of any unsponsored ADS program in connection with the Distribution.

The Company intends to comply with the provisions of Rule 12g3-2(b) under the U.S. Exchange Act. As a result, the Havas Shares will also be exempt from registration under the U.S. Exchange Act, and the Company will not be required to file periodic or current reports with the SEC. Pursuant to Rule 12g3-2(b), an English translation of certain financial and business information that the Company publicly files or that it makes available to its shareholders in the Netherlands will be published by the Company on its website.

For further information regarding participation and voting in the Vivendi General Meeting, Vivendi Shareholders should consult the Notice of Meeting posted on Vivendi's website (www.vivendi.com).

2.10 Enforcement of civil liabilities

The ability of shareholders of Havas in jurisdictions other than the Netherlands, and in particular the U.S., to bring any action against the Company may be limited under applicable laws and regulations. Prior to the Distribution, the Company will be converted into a public limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands prior to the Admission, with its

registered office (*statutaire zetel*) in Amsterdam, the Netherlands and its principal office and business address and place of effective management in Puteaux, France.

At the date of this Prospectus, the Company is governed by Dutch law and all of the members of the Board and other officers of the Group named herein are citizens or residents of countries other than the U.S. All or a substantial proportion of the assets of these individuals are located outside the U.S. Most of the Group's assets are located outside of the U.S. As a result, it may be impossible or difficult for investors to effect service of process within the U.S. upon such persons or the Company or to enforce against them in U.S. courts a judgment obtained in such courts. In addition, there is doubt as to the enforceability, in the Netherlands, of original actions or actions for enforcement based on the federal or state securities laws of the U.S. or judgments of U.S. courts, including judgments based on the civil liability provisions of the U.S. federal or state securities laws.

As at the date of this Prospectus, the United States and the Netherlands do not have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters that has been ratified and has entered into force. With respect to choice of court agreements in civil or commercial matters, the Hague Convention on Choice of Court Agreements has entered into force for the Netherlands, but has not entered into force for the United States. The Hague Convention on Choice of Court Agreements does not apply to one-sided exclusive jurisdiction clauses. Accordingly, a judgment rendered by a court in the United States would not automatically be recognized and enforced by the Dutch courts. However, if a person has obtained a final judgment without appeal in such a matter rendered by a court in the United States which is enforceable in the United States and files his or her claim with the competent Dutch court, the Dutch court will in principle recognize and give effect to such foreign judgment without substantive re-examination or re-litigation on the merits insofar as it finds that: (i) the jurisdiction of the U.S. court has been based on a ground of jurisdiction that is generally acceptable according to international standards; (ii) the judgment by the U.S. court was rendered in legal proceedings that comply with the Dutch standards of proper administration of justice that includes sufficient safeguards (*behoorlijke rechtspleging*); or (iii) the judgment by the U.S. court is not incompatible with a decision rendered between the same parties by a Dutch court, or with a previous decision rendered between the same parties by a foreign court in a dispute that concerns the same subject and is based on the same cause, provided that the previous decision qualifies for acknowledgement in the Netherlands and except to the extent that the foreign judgment contravenes Dutch public policy (*openbare orde*). Even if such foreign judgment is given binding effect, a claim based thereon may, however, still be rejected if the foreign judgment is no longer formally enforceable in the country of origin.

Enforcement of any foreign judgment in the Netherlands will be subject to the rules of Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). Judgments may be rendered in a foreign currency, but enforcement is executed in euro at the applicable rate of exchange. Under these circumstances, a Dutch court has the power to stay proceedings (*aanhouden*) or to declare it has no jurisdiction if concurrent proceedings are being brought elsewhere.

A Dutch court may reduce the amount of damages granted by a U.S. court and recognize damages only to the extent that they are necessary to compensate actual losses and damages.

2.11 Time specifications

References to “CET” in this Prospectus refer to Central European Time or Central European Summer Time, as the case may be. References to time in this Prospectus refer to CET, unless stated otherwise.

2.12 Forward-looking statements

This Prospectus contains forward-looking statements that reflect the Group's intentions, beliefs or current expectations and projections about the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Group operates. Forward-looking statements involve all matters that are not historical facts.

The Group has tried to identify forward-looking statements by using words as “may”, “will”, “would”, “should”, “expects”, “intends”, “estimates”, “anticipates”, “projects”, “believes”, “could”, “hopes”, “seeks”, “plans”, “aims”, “aspires”, “objective”, “potential”, “goal” “strategy”, “target”, “continue”, “annualized” and similar expressions or negatives thereof or other variations thereof or comparable terminology, or by discussions of strategy that involve risks and uncertainties. Forward-looking statements may be found principally in Section 1, “*Risk Factors*”, Section 5, “*Dividend Policy*”, Section 7, “*Business*”, Section 8, “*Operating and Financial Review*”, Section 9, “*Trend Information*”, Section 10, “*Profit Forecasts*” and also elsewhere.

The forward-looking statements are based on the Group’s beliefs, assumptions and expectations regarding future events and trends that affect the Group’s future performance, taking into account all information currently available to the Group, and are not guarantees of future performance. These beliefs, assumptions and expectations can change as a result of possible events or factors, not all of which are known to the Group or are within the Group’s control. If a change occurs, the Group’s business, financial condition, liquidity, results of operations, anticipated growth, strategies or opportunities may vary materially from those expressed in, or suggested by, these forward-looking statements. In addition, the forward-looking estimates and forecasts reproduced in this Prospectus from third-party reports could prove to be inaccurate. A number of important factors could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement as a result of risks and uncertainties facing the Group. Such risks, uncertainties and other important factors include, but are not limited to those listed in Section 1, “*Risk Factors*”. Other factors could also adversely affect the Group’s results or accuracy of forward-looking statements in this Prospectus, and while Section 1, “*Risk Factors*” contains all known material risk factors, you should not consider the factors discussed under the Section 1, “*Risk Factors*” to be a complete set of all potential risks and uncertainties.

Investors or potential investors should not place undue reliance on the forward-looking statements in this Prospectus. The Group urges investors to read Section 1, “*Risk Factors*”, Section 7, “*Business*”, Section 8, “*Operating and Financial Review*” for a more complete discussion of the factors that could affect the Group’s future performance and the markets in which the Group operates. In light of the possible changes to the Group’s beliefs, assumptions and expectations, the forward-looking events described in this Prospectus may not occur. Additional risks currently not known to the Group or that the Group has not considered material as of the date of this Prospectus could also cause the forward-looking events discussed in this Prospectus not to occur. Forward-looking statements involve inherent risks and uncertainties and speak only as of the date they are made. The Group undertakes no duty to and will not necessarily update any of the forward-looking statements or the assumptions on which they were based in light of new information or future events, except to the extent required by applicable law.

2.13 Language and definitions

This Prospectus is published in English only, with a translation of the summary also being provided in French. Certain terms used in this Prospectus, including all capitalized terms and certain technical and other terms, are defined and explained in Section 17, “*Definitions and Glossary*” of this Prospectus.

2.14 Approval and validity of the Prospectus

This Prospectus has been approved by the AFM, as competent authority under the Prospectus Regulation. The AFM only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Havas Shares.

This Prospectus has been approved as a prospectus for the purposes of the Prospectus Regulation by, and filed with, the AFM on October 30, 2024.

The validity of this Prospectus will expire on the earlier of (i) the Listing Date or (ii) 12 months after its approval by the AFM on October 30, 2024, provided that it is completed by any supplement if required pursuant to Article 23 of the Prospectus Regulation. The obligation to supplement this Prospectus in the event of significant new factors, material mistakes or material inaccuracies shall cease to apply upon the expiry of the validity period of this Prospectus (see Section 2.5, “Supplements”).

2.15 Documents incorporated by reference

The Articles of Association are incorporated into this Prospectus by reference and, as such, form part of this Prospectus. The Articles of Association (or copies thereof) may be obtained in electronic form free of charge from the Company’s website (www.havas.com/havas-content/uploads/2024/10/havas-nv-articles-of-association.pdf). Any documents themselves incorporated by reference in the documents incorporated by reference in this Prospectus shall not form part of this Prospectus.

2.16 No incorporation of website

Prospective investors should only rely on the information that is provided in this Prospectus or expressly incorporated by reference into this Prospectus. Other documents or information, including contents of the Company’s website, including any websites accessible from hyperlinks on such website or in documents or information incorporated by reference in this Prospectus, do not form part of, and are not incorporated by reference into, this Prospectus and have not been scrutinized or approved by the AFM.

3. THE SPIN-OFF

3.1 Overview

As of the date of this Prospectus, the Havas Business is directly owned by Vivendi.

On December 13, 2023, Vivendi announced the initiation of a feasibility study in relation to the separation of several entities from the Vivendi Group, including Havas, each of which would become an independent, publicly listed company, operating separately from Vivendi (which shares would remain listed on Euronext Paris). The transactions required to implement this separation are referred to, collectively, as the “**Vivendi Spin-Off**”. A description of the Vivendi Spin-Off, including Vivendi’s reasons therefor and the conditions thereto, is included in Section 3.2, “*The Vivendi Spin-Off*”.

On October 28, 2024, after completion of that feasibility study and the information and consultation process of the relevant employee representative bodies of the Vivendi Group in relation thereto, the Management Board and the Supervisory Board of Vivendi decided to implement the Vivendi Spin-Off and convened the Vivendi General Meeting to approve the Vivendi Spin-Off, including the Distribution. The Havas Ordinary Shares are expected to be admitted to trading on Euronext Amsterdam, with the first trading day occurring in the days following the Vivendi General Meeting. The Distribution is described in further detail in Section 3.3, “*The Distribution*”.

In connection with the separation of Havas, Vivendi and Havas are undertaking the Reorganization Transactions, which are discussed in further detail in Section 3.3.1.1, “*The Reorganization Transactions*”.

If the Vivendi Shareholders approve the Vivendi Spin-Off at the Vivendi General Meeting, each Vivendi Shareholder will receive one (1) Havas Ordinary Share (subject to any adjustment of the Allocation Ratio), one (1) newly issued ordinary share of Canal+ and one (1) newly issued ordinary share of Louis Hachette Group for each Vivendi Share held by such Vivendi Shareholder, as further described in Section 3.2, “*The Vivendi Spin-Off*”. Vivendi Shareholders will continue to own their Vivendi Shares unless they sell or transfer them in the ordinary course.

Completion of the Vivendi Spin-Off is subject to the satisfaction of a number of conditions, including approval by a two-thirds ($\frac{2}{3}$) majority of the votes cast by the Vivendi Shareholders at the Vivendi General Meeting, which are described in more detail in Section 3.2.2.4, “*Conditions to the Vivendi Spin-Off*”. In addition, Vivendi may at any time until the Vivendi General Meeting decide to abandon the Vivendi Spin-Off or modify or change the terms thereof.

3.2 The Vivendi Spin-Off

3.2.1 Reasons for the Vivendi Spin-Off

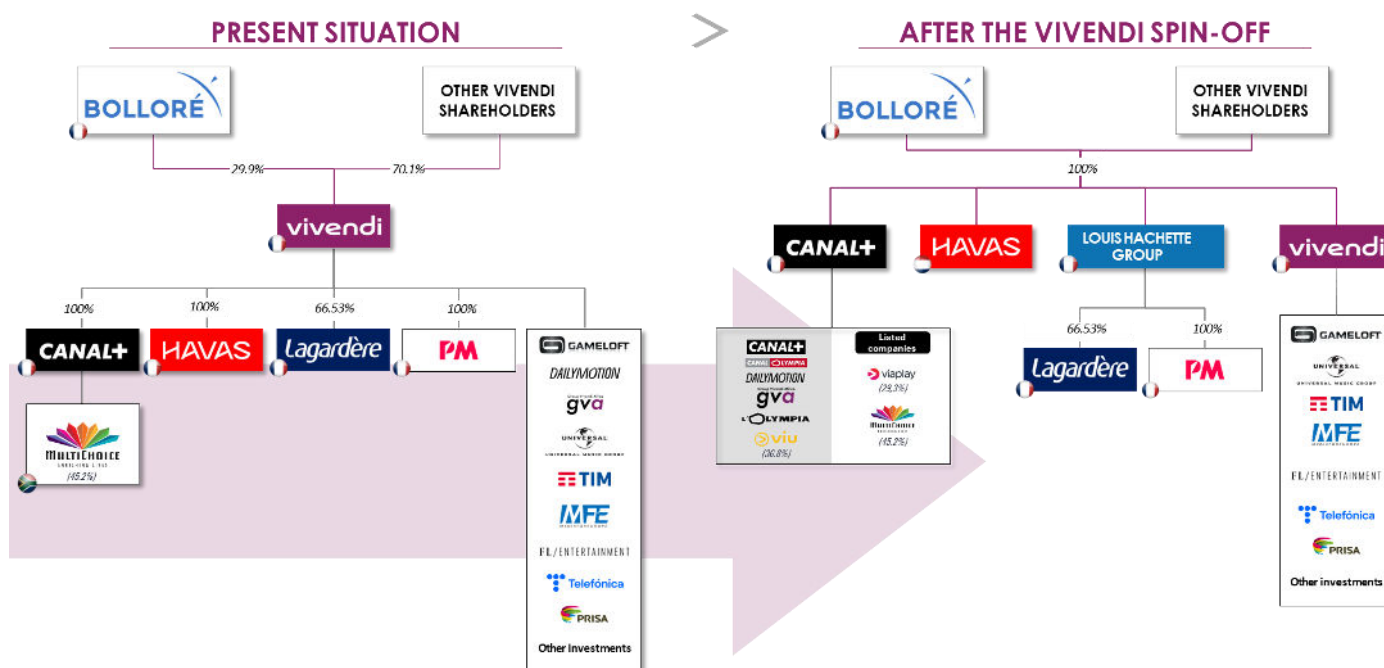
Vivendi has expressed the following reasons for the Vivendi Spin-Off:

- Since the distribution by Vivendi of a 60% stake in Universal Music Group N.V. in 2021, the shares of Vivendi have been trading at a significantly high conglomerate discount, substantially reducing their valuation and thereby limiting Vivendi’s ability to carry out external growth transactions for its subsidiaries, such as Groupe Canal+ S.A., Havas S.A. and Lagardère SA, which are currently experiencing strong growth in an international context marked by numerous investment opportunities.
- Further to the spin-off feasibility study initiated in December 2023, and after completion of the information and consultation process of the relevant employee representative bodies of the Vivendi Group, Vivendi has decided to seek its shareholders’ approval to separate several entities from the Vivendi Group, each of which would become an independent, publicly listed company, operating separately from Vivendi (which would remain listed on Euronext Paris).

These new entities would comprise the Havas Business (including Havas S.A.), to be owned and operated by the Company, the Canal+ businesses (including Groupe Canal+ S.A.), to be owned and operated by a French company named Canal+ S.A., and the Publishing and Travel Retail businesses (including Vivendi's 66.53% shareholding in Lagardère SA as at September 30, 2024 and Prisma Media S.A.S.), to be owned and operated by a French company named Louis Hachette Group S.A., as further described below.

- The Vivendi Spin-Off is designed to fully unleash the development potential of all of the activities of the Vivendi Group by separating these businesses from the remaining existing activities of the Vivendi Group. Following the Vivendi Spin-Off, Havas, Canal+ and Louis Hachette Group will have the capacity to independently allocate their capital to address their specific market dynamics, optimize their respective capital structure in an effort to drive profitable growth and pursue their strategic objectives, including through acquisitions and other growth opportunities.
- The target capital structures of Canal+ and Havas are expected to provide strategic and financial flexibility to each company to pursue investment and growth opportunities, taking advantage of their reduced financial leverage at the time of the Vivendi Spin-Off (which, for Canal+, will primarily comprise the debt incurred in connection with its ongoing takeover offer for MultiChoice Group Limited). Likewise, Louis Hachette Group will have no net debt of its own upon the Vivendi Spin-Off, while Lagardère SA's net financial debt will amount to approximately €2 billion.
- In addition, the shares of Havas and Canal+ will be listed on stock exchanges deemed to be attractive for long-term investors and best suited to match each company's business needs and geographic footprint. Louis Hachette Group's listing on Euronext Growth (Paris) is expected to provide the company with greater flexibility and to minimize the duplication of regulatory costs in light of Lagardère SA's separate listing on Euronext Paris.

The below chart provides an overview of the Vivendi Group as of the date of this Prospectus and immediately after the completion of the Vivendi Spin-Off.



Vivendi further indicated the following:

- The shares of **Canal+** will be listed on the London Stock Exchange to reflect the company's international footprint, particularly in light of the ongoing combination with MultiChoice Group Limited. With close to two thirds of its over 25 million subscribers outside of France, a film and TV series distribution network present on all continents, and growth drivers resulting from its recent developments on the African, European and Asia-Pacific markets, a London-based listing represents an attractive solution for international investors likely to be interested in the group. Canal+ will remain a French company, governed by French law and will not be subject to mandatory takeover regulations in either the United Kingdom or France. Furthermore, Canal+, depending on the success of its ongoing mandatory takeover offer for MultiChoice Group Limited, may consider a secondary listing of its shares on the Johannesburg Stock Exchange after completion of the Vivendi Spin-Off.
- **Havas**, with the majority of its activities being carried out internationally by more than 23,000 employees spread across more than 100 markets, will be a Dutch public limited liability company (*naamloze vennootschap*) which shares will be listed on Euronext Amsterdam. Havas N.V. will be subject to Dutch securities laws and will adhere to the Dutch Corporate Governance Code ("DCGC"). Havas will be in the best possible position to stabilize its share capital, thus ensuring its sustainability for its talents and clients, as a Dutch legal foundation would guarantee the preservation of the Group's independence and identity, and a loyalty voting structure will allow long-term committed shareholders to benefit from multiple voting rights, initially double voting rights after two years of uninterrupted shareholding, and then quadruple voting rights after two more years of uninterrupted shareholding, as further explained in Section 12.12.1 "*Loyalty voting structure*".
- **Louis Hachette Group** will combine Vivendi's assets in publishing and distribution (represented by Vivendi's 66.53% shareholding in Lagardère SA as at September 30, 2024 and its 100% shareholding in Prisma Media S.A.S.). Lagardère SA is a worldwide group present in more than 40 countries with over 27,000 employees. It is the third largest consumer book publisher (comprising the trade publishing market and K-12 education publishing market) and a global leader in travel retail, as well as press and live entertainment activities. Prisma Media is the leader of magazine publications and online media in France with a portfolio of over 35 brands. The shares of Louis Hachette Group will be listed on Euronext Growth (Paris), consistent with the continued listing of its subsidiary Lagardère SA on a regulated market, Euronext Paris.
- **Vivendi** will remain a leading player in the creative and entertainment industries. Its shares will remain listed on Euronext Paris. Vivendi will continue to develop and transform Gameloft and actively manage a portfolio of investments, including its minority stake in Universal Music Group N.V., in sectors perfectly familiar to its teams for many years, while having the means and ambition to initiate new investments in related activities. Vivendi will also retain the minority interest in Lagardère SA it may acquire as from October 1, 2024, as a result of the put option rights granted by Vivendi in connection with Vivendi's takeover offer for Lagardère in 2022, which may be exercised until June 15, 2025. Vivendi will also provide certain services to Havas, Canal+ and Louis Hachette Group.
- Following the completion of the Vivendi Spin-Off, Havas, Canal+ and Louis Hachette Group's respective decision-making centers and operational teams will be in France. Although listed on stock exchanges outside of France, Canal+ and Havas, are expected to remain French tax residents for French corporate income tax purposes.

3.2.2 Description of the Vivendi Spin-Off

The implementation of the Vivendi Spin-Off will require the completion, on or around the same time, of three (3) series of transactions to effect the separation from Vivendi of the Havas Business (the “**Distribution**”), the Canal+ businesses (the “**Canal+ Partial Demerger**”) and the Publishing and Travel Retail businesses (the “**Louis Hachette Group Partial Demerger**” and, with the Canal+ Partial Demerger, the “**Partial Demergers**”).

The following discussion of the transactions forming the Vivendi Spin-Off and the conditions thereto is based on the reports of the Management Board of Vivendi that have been made available to the Vivendi Shareholders in connection with the Vivendi General Meeting.

3.2.2.1 *The Distribution*

Please refer to Section 3.3.1, “*Description of the Distribution*” for a detailed description of the Distribution.

3.2.2.2 *The Canal+ Partial Demerger*

The Canal+ Partial Demerger will be implemented by means of a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d’actifs soumis au régime des scissions*), whereby Vivendi will contribute to Canal+ all of the ordinary shares Vivendi holds in the share capital of Groupe Canal+ S.A., and shares of Canal+ issued in consideration for such contribution would be allocated directly to the shareholders of Vivendi, in accordance with Article L. 236-27, para. 2 of the French *Code de commerce*. Vivendi Shares held by Vivendi itself (*i.e.*, treasury shares) will not be eligible to receive shares of Canal+ pursuant to French law, resulting in shares of Canal+ being issued and allocated to all of the other Vivendi Shareholders on the Effective Date. The ordinary shares of Canal+ are expected to be admitted to listing and trading on the London Stock Exchange (commercial companies (equity shares) category), with the first trading day occurring in the days following the Vivendi General Meeting.

3.2.2.3 *The Louis Hachette Group Partial Demerger*

The Louis Hachette Group Partial Demerger will be implemented by means of a partial asset contribution subject to the French legal regime applicable to demergers (*apport partiel d’actifs soumis au régime des scissions*), whereby Vivendi will contribute to Louis Hachette Group (i) all of the ordinary shares Vivendi holds in the share capital of Lagardère SA as of September 30, 2024, and (ii) all of the ordinary shares of Prisma Media S.A.S., and shares of Louis Hachette Group issued in consideration for such contribution would be allocated directly to the shareholders of Vivendi, in accordance with Article L. 236-27, para. 2 of the French *Code de commerce*. Vivendi Shares held by Vivendi itself (*i.e.*, treasury shares) will not be eligible to receive shares of Louis Hachette Group pursuant to French law, resulting in shares of Louis Hachette Group being issued and allocated to all of the other Vivendi Shareholders on the Effective Date. The ordinary shares of Louis Hachette Group are expected to be conditionally admitted to listing and trading on Euronext Growth (Paris) prior to the Vivendi General Meeting, with the first trading day occurring in the days following the Vivendi General Meeting.

3.2.2.4 *Conditions to the Vivendi Spin-Off*

The Vivendi Spin-Off and the listings of the Company, Canal+ and Louis Hachette Group are expected to be completed on or around December 18, 2024, provided that the following material conditions shall have been satisfied or waived by Vivendi (to the extent such waiver is permitted by law):

- (i) the Distribution and the Partial Demergers having been approved by the Vivendi Shareholders at the Vivendi General Meeting scheduled for December 9, 2024, and by the Canal+ and Louis Hachette Group shareholders at the extraordinary shareholders’ meetings of Canal+ and Louis

Hachette Group, which approvals may be given, withheld or withdrawn in their absolute and sole discretion;

- (ii) the Financial Conduct Authority of the United Kingdom (the “FCA”) having acknowledged to Canal+ or its agents (and such acknowledgement not having been withdrawn) that the application for the admission of the ordinary shares of Canal+ to the Official List with an equity shares (commercial companies) category: (a) has been approved; and (b) will become effective as soon as a dealing notice has been issued by the FCA and any listing conditions have been satisfied;
- (iii) the London Stock Exchange having acknowledged to Canal+ or its agents (and such acknowledgement not having been withdrawn) that the ordinary shares of Canal+ will be admitted to trading on its main market for listed securities (commercial companies (equity shares) category);
- (iv) the FCA having approved the prospectus relating to the admission of Canal+ Shares to the equity shares (commercial companies) category of the Official List of the FCA and to the London Stock Exchange’s main market for listed securities;
- (v) Euronext Amsterdam N.V. having approved the admission to trading of the Havas Ordinary Shares on Euronext Amsterdam (subject to technical deliverables only); and
- (vi) Euronext Paris S.A. having approved (a) the information document relating to the admission of the ordinary shares of Louis Hachette Group, and (b) the admission to trading of the ordinary shares of Louis Hachette Group on Euronext Growth (Paris) (subject to technical deliverables only).

The Distribution, Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger will be effective following the approvals by the relevant shareholders described in subsection (i) above. The listings of each of the Company, Canal+ and Louis Hachette Group are also subject to the respective listing conditions described above.

Neither the Company, nor Vivendi can assure the Vivendi Shareholders that any or all of the above conditions to the Vivendi Spin-Off and the listings of the Company, Canal+ and Louis Hachette Group will be satisfied or waived.

3.3 The Distribution

3.3.1 Description of the Distribution

3.3.1.1 *The Reorganization Transactions*

Prior to the Distribution, and as part of the transactions required to effect the Vivendi Spin-Off, certain reorganization transactions have been implemented, or will be implemented, as described below.

(a) The Cross-Border Conversion of the Company

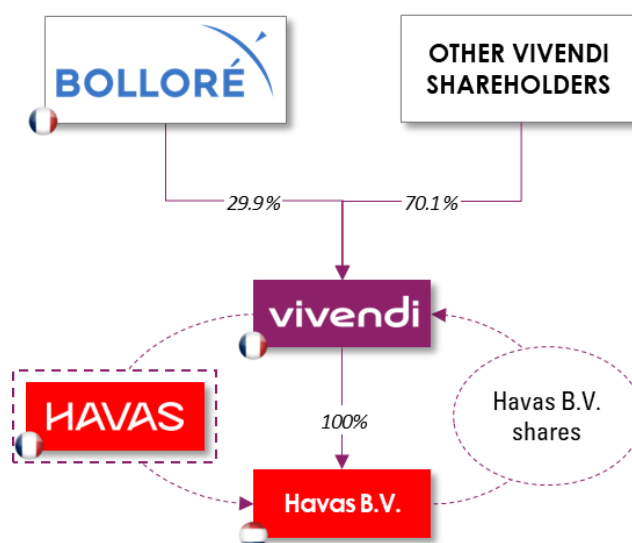
On September 18, 2024, the Company converted from a French simplified joint-stock company (*société par actions simplifiée*) into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) with the legal name “SIG 125 B.V.” and the Company’s registered office (*statutaire zetel*) was transferred to the Netherlands through the execution of a notarial deed of conversion and amendment to the Articles of Association before a Dutch notary. On October 7, 2024, the Company was renamed to “Havas B.V.”

(b) The interim dividend distribution of Havas S.A.

On September 27, 2024, the board of directors of Havas S.A. resolved to pay an interim dividend of EUR 0.352 per Havas S.A. ordinary share, representing a total amount of EUR 150,000,746.016, to its shareholders, *i.e.*, Vivendi (which holds all of the Havas S.A. ordinary shares, except the single ordinary share held by Compagnie Hoche, a wholly-owned subsidiary of Vivendi). This interim dividend was paid on September 27, 2024.

(c) The Havas Contribution

On October 28, 2024, Vivendi contributed all of the ordinary shares it held in Havas S.A. to the Company, in exchange for the issuance of new Havas Ordinary Shares to Vivendi, as illustrated in the below chart.



Following completion of the Havas Contribution, the issued share capital of the Company amounts to EUR 198,362,298.80, comprising 991,811,494 Havas Ordinary Shares.

(d) The Conversion of the Company

Prior to the Admission, the Company will convert from a Dutch private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) into a Dutch public limited liability company (*naamloze vennootschap*) through a notarial deed of conversion and an amendment of the Articles of Association executed before a Dutch notary.

(e) The conversion of Havas S.A. into Havas S.A.S.

Prior to the Admission, Havas S.A. will convert from a French limited liability company (*société anonyme*) into a French simplified joint-stock company (*société par actions simplifiée*) pursuant to a joint decision of its shareholders. Mr. Yannick Bolloré will be appointed as the chairman (*Président*) of Havas S.A.S.

(f) The setting-up of the Foundation and the Havas S.A.S. Preferred Share

On October 22, 2024, the Company set up Stichting Continuity Havas, a foundation (*stichting*) under Dutch law (the “**Foundation**”). The purpose of the Foundation shall be to preserve the interests of Havas S.A.S. and its direct and indirect subsidiaries, which operates the Group’s businesses, from influences that may threaten their long-term continuity, independence and identity and ensuring their sustainability for their talents and clients, by discouraging or preventing unsolicited takeover bids, the implementation of dilutive measures and changes in control of the Company (*e.g.*, capital increases;

mergers; demergers; changes in composition of the Board) without the support of a majority of Directors whose appointment was made upon the nomination of the Board, through the exercise of its rights and powers as holder of the Preferred Share.

The board of the Foundation shall consist of three (3) natural persons, appointed for an indefinite term, of which at least one (1) member shall be a Dutch legal expert. Until the occurrence of a Change of Control, the board members of the Foundation shall be appointed and dismissed by the chairman (*Président*) of Havas S.A.S., and each board member can be suspended by the chairman (*Président*) of Havas S.A.S. Thereafter, new board members shall be appointed by the board of the Foundation, and existing board members cannot be dismissed by the board of the Foundation. Vacancies shall be filled at the earliest opportunity in accordance with the articles of association of the Foundation, it being specified that at the time of appointment one (1) board member shall be a Dutch legal expert. As at the Listing Date, the board of the Foundation shall consist of Mr. René Ricol, Mr. Laurent Dassault and Mr. Peter Corten. The following is a summary of the background and professional experience of the members of the board of the Foundation:

- **René Ricol** – Mr. René Ricol was born on December 26, 1950 and is a French citizen. He holds a master's degree in economics and is a certified financial advisor and expert qualified chartered accountant. In 1986, Mr. René Ricol founded the financial consulting firm Ricol Lasteyrie with Jean-Charles de Lasteyrie and Gilles de Courcel, specializing in independent financial expertise, which was later acquired by Ernst & Young Advisory in 2015. From 1985 to 1989, Mr. René Ricol served as President of the *Compagnie nationale des commissaires aux comptes*. In 1992, he founded and chaired the *Compagnie des conseils et experts financiers*. From 1994 to 1998, he served as President of the *Conseil supérieur de l'Ordre des experts-comptables*. In 2002, he became the first French citizen to chair the board of the International Federation of Accountants (of which he was a member since 1997), representing over 175 accounting associations in more than 130 countries worldwide. Mr. René Ricol has also held multiple responsibilities in the public sphere. In particular, in 1991 he was appointed President of the *Observatoire des délais de paiement*. In 2008, Mr. René Ricol was appointed *médiateur du crédit aux entreprises* after having been tasked by the President of the French Republic to draft a report on the financial crisis in anticipation of the French presidency of the European Union. He also served as *commissaire général à l'investissement* from 2010 to 2012. Since 2015 he is a member of the board of directors of Institut Montaigne, an independent think tank on public policy, where he also serves as the board's treasurer. In February 2022, he was appointed as an independent member of the board of directors (*conseil d'administration*) of Lagardère SA and subsequently resigned on December 6, 2023 following the finalization of the combination of the Vivendi and Lagardère groups. Mr. René Ricol became a Commandeur de la Légion d'Honneur in 2006 and was promoted to the rank of Grand Officier in 2011. He was also named Grand Croix de l'Ordre national du Mérite in 2014.
- **Laurent Dassault** – Mr. Laurent Dassault was born on July 7, 1953 and is a French citizen. He graduated from *École Supérieure Libre des Sciences Commerciales Appliquées de Paris* and also holds a business law degree from the Université Paris II – Panthéon-Assas. After his college education, he trained with the French Air Force. In 1978, he served as an intelligence officer with the Jaguar squadron 3/3 Ardennes at the Nancy-Ochey air base. He became a captain in the French Army reserves in 1986. After thirteen years in banking, in 1991 Laurent Dassault joined Dassault Investissements (part of the group founded by his grandfather Marcel Dassault), in charge of indirect compensation related to military aeronautical contracts. He currently serves as manager (*gérant*) of Dassault Investissements. Mr. Laurent Dassault sits on the boards of numerous companies, mainly in the industry, finance, arts and philanthropy sectors. He is also the co-manager of Artcurial Développement. In 1994, Mr. Laurent Dassault became manager of Château Dassault, a Saint-Émilion Grand Cru Classé. In late 2013, he joined the *Association pour la Mémoire des Enfants Cachés et des Justes*, of which he is Treasurer. This association's main aim is to create a historic trail in Chambon-sur-Lignon in France. Since 2020, Mr. Laurent Dassault has been serving as an independent member of the

Supervisory Board (*Conseil de surveillance*) of Vivendi. Mr. Laurent Dassault became a Chevalier de la Légion d'Honneur in France in 2003 and Officier de l'Ordre de la Couronne in Belgium in 2006. France then named him Officier des Arts et des Lettres in 2008, Chevalier des Palmes Académiques in 2010, Officier de la Légion d'Honneur in 2016 and Officier dans l'Ordre du Mérite Agricole in 2018.

- **Peter Corten** – Mr. Peter E.B. Corten was born on August 15, 1966 and is a Dutch citizen. He holds a business law degree from Leiden University. After three years as legal counsel at the AFM, the body responsible for supervising the operation of the Dutch financial markets, he continued his career at Benelux law firm Loyens & Loeff, where he served as a corporate partner until mid-2020. Between 2011 and 2016, he was the managing partner of the London office of Loyens & Loeff and from 2007 through 2018 he was a board member of Stichting Beheer Prioriteitsaandelen Heineken Holding NV. Today, Mr. Peter Corten is of counsel at Loyens & Loeff, focusing on the development of legal know how. He is also active as an investor and sits on the board of a charitable foundation.

There are no potential conflicts between the personal interests or other duties of each member of the board of the Foundation, on the one hand, and the interests of Havas S.A.S. and its direct and indirect subsidiaries, on the other hand.

After completion of the Havas Contribution, and effective as of the conversion of the Company into a Dutch public limited liability company (*naamloze vennootschap*), one (1) ordinary share in the capital of Havas S.A.S., currently held by Compagnie Hoche, will first be transferred to the Company. Subsequently, the Company will transfer this share to the Foundation, against the issuance of a depositary receipt for such share to the Company. Upon the acquisition of the Havas S.A.S. ordinary share by the Foundation, this share will be converted into a preferred share in the capital of Havas S.A.S. (the “**Preferred Share**”).

The economic rights attached to this Preferred Share will be transferred by the Foundation to the Company pursuant to the issuance of the depositary receipt and an agreement to be entered into between the Company and the Foundation prior to the Admission.

This Preferred Share will confer to the Foundation multiple voting rights in Havas S.A.S. for purposes of allowing the Foundation, for a period of eight (8) years upon the occurrence of a Change of Control, to cause the adoption of shareholder decisions regarding (i) the approval of the annual financial statements of Havas S.A.S., and (ii) the allocation of the profits of Havas S.A.S. In addition, pursuant to the articles of association of Havas S.A.S., as from such a Change of Control and for a period of eight (8) years thereafter, certain decisions of the shareholders of Havas S.A.S. shall require the unanimous vote of the shareholders, resulting in the Foundation being able to block the adoption of such shareholders' decisions. As of the Admission, the aforementioned decisions are:

- any amendment to the articles of association of Havas S.A.S. other than those required to comply with applicable law or regulation, including (without limitation):
 - dismissal of the chairman (*Président*) of Havas S.A.S. and, if applicable, appointment of a chairman (*Président*) other than Mr. Yannick Bolloré;
 - material or temporal reduction of the powers of the chairman (*Président*) of Havas S.A.S.;
 - granting powers which compete with those of the chairman (*Président*) of Havas S.A.S. to other persons or corporate bodies;
 - issuance of new equity securities or giving access to the capital of Havas S.A.S.;
 - conversion of Havas S.A.S. into another corporate form;

- merger, demerger, partial contribution of assets of Havas S.A.S.;
- transfer of the registered office of Havas S.A.S. outside France;
- dissolution of Havas S.A.S.;
- the appointment of other corporate officers than the chairman (*Président*) of Havas S.A.S.;
- setting and amending the compensation of the chairman (*Président*) of Havas S.A.S.;
- any amendment to the rights of the Preferred Share.

For a description of the potential impact on the Company’s stock price of a perceived risk of a Change of Control of the Company and the function of the Foundation in such circumstances, see Section 1.7.2, “*Anti-takeover mechanisms could delay or prevent a change of control of the Company, including a takeover attempt that might result in a premium over the market price for the Havas Ordinary Shares*”.

Prior to the occurrence of a Change of Control, the special powers attached to the Preferred Share will not be effective and the Foundation will therefore not exercise any influence on the corporate decisions of Havas S.A.S. Any transfer of the Preferred Share held by the Foundation shall automatically result in its conversion into an ordinary share of Havas S.A.S. Prior to the occurrence of a Change of Control, the Preferred Share may be bought back at any time by Havas S.A.S., at its sole discretion, at a price equal to its nominal value.

As used in this Section 3.2.2, a reference to a “**Change of Control**” refers to a situation where a legal or natural person comes to hold, directly or indirectly, where applicable after having obtained multiple voting rights, *de jure* or *de facto* Control of the Company, as a result of or subsequent to either:

- a takeover bid aimed at the securities of the Company that has not been recommended by the Board;
- a capital increase of the Company that has not been proposed or recommended by the Board; or
- a demerger, a merger of the Company (as the absorbing or absorbed company), or a partial contribution of assets of the Company that has not been proposed or recommended by the Board.

In addition, the definition of “**Control**” to be used for the purposes of determining whether a Change of Control has occurred refers to the possession, directly or indirectly, solely or jointly (whether through ownership of securities or partnership interest or other ownership interest, by contract, or otherwise) of (a) more than 50% of the voting power at general meetings of that person, or (b) the power to appoint and to dismiss a majority of the managing directors or supervisory directors of that person or otherwise to direct the management and policies of that person, and the term “**Controlled**” has the meaning correlative thereto.

3.3.1.2 *Legal aspects of the Distribution*

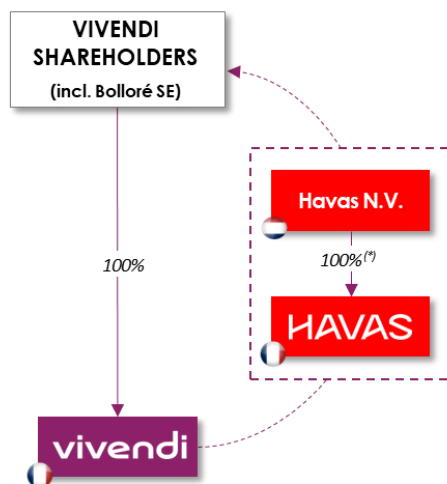
The Distribution will consist of:

- the distribution by Vivendi of 100% (or, in case of an adjustment of the Allocation Ratio, less than 100%) of the Havas Ordinary Shares to the Vivendi Shareholders, *pro rata* to their shareholding in Vivendi, by way of distribution in kind from Vivendi’s other reserves (*autres*

réserves) account and, as the case may be, from Vivendi’s account for premiums from prior equity issuances, mergers and contributions (*primes d’émission, de fusion et d’apport*); and

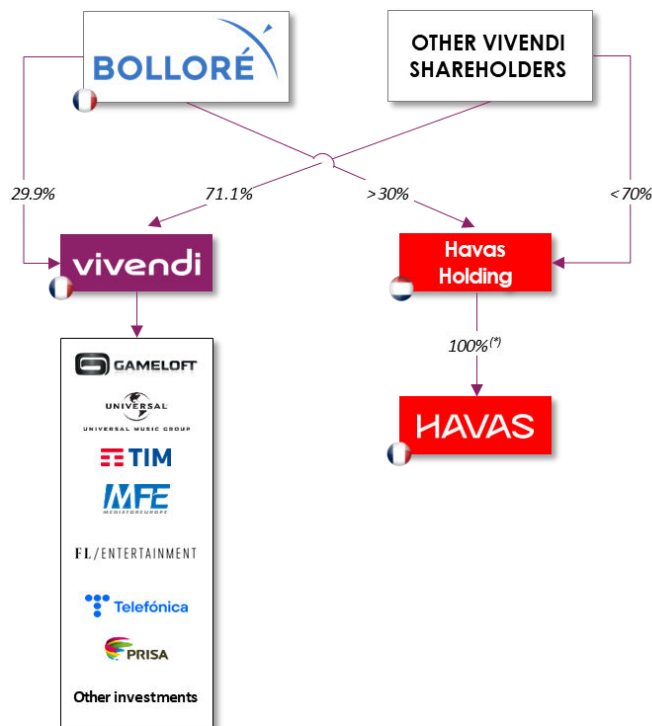
- the subsequent admission to listing and trading of all the Havas Shares on Euronext Amsterdam.

As result of the Distribution, each Vivendi Shareholder will be allotted one (1) Havas Ordinary Share for each Vivendi Share it holds in Vivendi (the “**Allocation Ratio**”), subject to any adjustment of the Allocation Ratio. See Section 3.3.3, “*Number of Havas Ordinary Shares*”. The below chart provides an overview of the Distribution.



^(*) Less 1 share held by a Dutch *Stichting* to protect the Group’s independence and identity

The below chart provides a simplified corporate structure of the Group and the Vivendi Group immediately after the completion of the Distribution.



^(*) Less 1 share held by a Dutch *Stichting* to protect Havas NV’s independence and identity

The completion of the Distribution is subject to the satisfaction (or waiver by Vivendi to the extent possible under applicable laws) of certain conditions, including the approval of the Distribution by the Vivendi Shareholders at the Vivendi General Meeting, which is expected to be held on December 9, 2024. The completion of the Distribution is not conditional upon the completion of the Canal+ Partial Demerger or the Louis Hachette Group Partial Demerger.

The Settlement and Paying Agent will arrange for the distribution of the Havas Shares to Account Holders of Vivendi Shares. An “**Account Holder**” is a financial intermediary institution entitled to hold, directly or indirectly, accounts on behalf of its customers with Euroclear France, and includes Euroclear Bank SA/NV. Prior to the Admission, the Company will have appointed an agent to keep and administer the loyalty register of the Company (the “**Loyalty Register**”) on the Company’s behalf. Such agent shall be named in the SVS T&C.

From a legal perspective, the effective date in respect of the Distribution is expected to be December 13, 2024 at 11:59 p.m. (CET) (the “**Effective Date**”). Havas will become an independent company, no longer part of the Vivendi group, at 11:59 p.m. (CET) on the Effective Date.

From a trading perspective, the date of detachment in respect of the Distribution will take place on December 16, 2024 (the “**Ex Date**”). The right to receive Havas Ordinary Shares will be detached from the Vivendi Shares on the Ex Date. As a consequence, the last day of trading of the Vivendi Shares on Euronext Paris which include the right to receive Havas Ordinary Shares will be December 13, 2024. Investors purchasing Vivendi Shares as from December 16, 2024 will not be entitled to receive Havas Ordinary Shares in the Distribution. Investors acquiring or selling Vivendi Shares as from December 14, 2024 in over-the-counter or other transactions not effected on Euronext Paris should ensure such transactions take into account the treatment of the Havas Ordinary Shares to be distributed in respect of such Vivendi Shares in the Distribution. Shareholders should contact their bank or broker for further information if they intend to engage in any such transaction.

Havas Ordinary Shares will commence trading on an independent basis on Euronext Amsterdam at 9:00 a.m. (CET) on the Listing Date (*i.e.*, December 16, 2024, initially on an “*if-and-when-delivered*” basis with settlement of such trades on Havas Shares to take place on December 18, 2024). The date of determination of the holders of Vivendi Shares entitled to receive one (1) Havas Ordinary Share for each Vivendi Share that such shareholder owns (subject to any adjustment of the Allocation Ratio) will take place on December 17, 2024 after market close (the “**Record Date**”). Depending on the respective shareholders’ bank or broker, it is expected that shareholders due to receive Havas Ordinary Shares on the date of the settlement-delivery of the Havas Ordinary Shares will be able to commence trading such Havas Shares on Euronext Amsterdam as from the Listing Date. See Section 4.2, “*Listing and trading of the Havas Ordinary Shares*”.

The amount of the Distribution will be determined by multiplying the number of Havas Ordinary Shares by the opening price of the Havas Ordinary Shares on Euronext Amsterdam on the Listing Date.

In the unlikely event that the amount of the Distribution would exceed the amount of Vivendi’s distributable reserves allocated to the Distribution (the “**Distribution Cap**”), the Management Board of Vivendi would have full powers to reduce the number of Havas Ordinary Shares distributed so that the amount of the Distribution is equal to the Distribution Cap (the “**Adjustment to the Allocation Ratio**”). In the event an Adjustment to the Allocation Ratio, the adjusted Allocation Ratio would be less than one (1) Havas Ordinary Share for each (1) Vivendi Share.

On the Listing Date, once the opening price of the Havas Ordinary Shares on Euronext Amsterdam is known, Vivendi would issue a press release to inform its shareholders if an Adjustment to the Allocation Ratio is necessary. In the unlikely event of an Adjustment to the Allocation Ratio, the rights forming fractional shares shall be neither negotiable, nor transferable. If the number of Havas Ordinary Shares to which a shareholder of Vivendi would be entitled does not correspond to a whole number of Havas Ordinary Shares, the Vivendi Shareholder would receive the number of Havas Ordinary Shares

immediately below this number, plus a cash payment for the balance, determined pursuant to a decision of the Management Board of Vivendi.

The Distribution of the Havas Ordinary Shares to the Vivendi Shareholders will be effected via Euroclear France on the Settlement Date (expected to be December 18, 2024). Regular trading in the Havas Shares on Euronext Amsterdam will start at 9:00 a.m. (CET) on December 18, 2024.

In the event there are any changes to the above timetable, or new material information relating to the Distribution becomes available, Havas and Vivendi will publish any such changes or updates in a press release and in a supplement to this Prospectus (to the extent required under applicable law, see Section 2.5, “*Supplements*”).

3.3.2 When and how to receive Havas Ordinary Shares

Any person (other than Vivendi itself) who has acquired Vivendi Shares (without having resold them) prior to the Ex Date, *i.e.*, until the Effective Date (included), will receive the distribution of Havas Ordinary Shares in accordance with the applicable rules described in this Prospectus.

The Distribution that will be submitted for the approval of the Vivendi Shareholders at the Vivendi General Meeting to be held on December 9, 2024 will be effective on the Effective Date, with delivery of the Havas Ordinary Shares made as further described under Section 4.4.2, “*Initial delivery of the Havas Ordinary Shares*”.

3.3.3 Number of Havas Ordinary Shares

In the context of the Distribution, 100% of the issued Havas Ordinary Shares (being approximately 991,811,494 Havas Ordinary Shares) are expected to be distributed. As a result of the Distribution, the Vivendi Shareholders will receive Havas Ordinary Shares *pro rata* to their shareholdings in Vivendi, at a ratio of one (1) Havas Ordinary Share for each Vivendi Share that such shareholders hold, subject to any adjustment of the Allocation Ratio.

In accordance with Article L. 225-210, para. 4 of the French *Code de commerce*, no Havas Ordinary Share will be distributed to Vivendi or any persons acting in their own name but on behalf of Vivendi as part the Distribution, for the shares of Vivendi they would own.

Vivendi will issue a press release on the Admission, once the opening price of the Havas Ordinary Shares admitted to Euronext Amsterdam is known, to inform its shareholders of the final amount of the Distribution.

3.3.4 Use of proceeds

The Company will not receive any proceeds from the Distribution.

4. THE ADMISSION

4.1 Shares to be listed

As part of the Distribution, Vivendi will distribute to the Vivendi Shareholders one (1) Havas Ordinary Share for each Vivendi Share that such shareholders hold, subject to any adjustment of the Allocation Ratio. The actual number of Havas Ordinary Shares that will be distributed will depend, in particular, on the total number of issued and outstanding Vivendi Shares (excluding the Excluded Vivendi Shares). At the date of this Prospectus, the number of Vivendi Shares outstanding was 1,029,918,125 and the number of Excluded Vivendi Shares was 38,106,631. The Havas Ordinary Shares that Vivendi will distribute to the Vivendi Shareholders are expected to constitute 100% of the Havas Ordinary Shares outstanding immediately after the completion of the Havas Contribution.

4.2 Listing and trading of the Havas Ordinary Shares

As of the date of this Prospectus, Havas is a wholly owned subsidiary of Vivendi. Accordingly, no public market for Havas Ordinary Shares currently exists. Application has been made to list and admit all of the Havas Ordinary Shares to listing and trading on Euronext Amsterdam as from December 16, 2024 under the ticker symbol “HAVAS”, barring unforeseen circumstances. The ISIN will be NL0015002AH0. The technical reference price for the Havas Ordinary Shares will be announced on or around December 13, 2024 through issuance of a notice by Euronext Amsterdam.

Subject to acceleration or extension of the timetable for the Distribution or Admission, trading in the Havas Ordinary Shares on an independent basis on Euronext Amsterdam will start on the Listing Date (which is December 16, 2024) on an “if-and-when-delivered” basis (with the settlement of such trades to take place on December 18, 2024, which is the Settlement Date). Investors should contact their broker or custodian regarding such institution’s arrangements and/or ability to participate in “if-and-when-delivered” basis trading.

As the case may be, the authorized financial intermediary of each beneficiary of the Distribution will be allowed to sell the number of Havas Ordinary Shares necessary to pay the currently applicable withholding taxes. See Section 4.4.2, “Initial delivery of the Havas Ordinary Shares” and Section 14, “Taxation”. Vivendi Shareholders are urged to seek advice from their authorized financial intermediary to determine the procedure that will be put in place in that respect.

Regular trading of the Havas Ordinary Shares under ticker symbol “HAVAS” will commence at 9:00 a.m. (CET) on December 18, 2024.

The Havas Ordinary Shares will trade in Euro.

4.3 Expected timetable

The table below sets forth certain key dates relating to the listing, trading and settlement of the Havas Ordinary Shares on Euronext Amsterdam.

Event	Date and time (CET)
Approval of the Prospectus by the AFM	October 30, 2024
Euronext notice announcing the Distribution (including an indicative timetable)	December 2, 2024 (at the latest)
Euronext notice announcing the admission of the Havas Ordinary Shares to trading on Euronext Amsterdam	December 2, 2024 (at the latest)
Extraordinary shareholders’ meeting of Vivendi approving the Distribution	December 9, 2024 at 3 p.m. (CET)
Euronext notice relating to the technical reference price of the Havas Ordinary Shares	December 13, 2024 (after market close)

Event	Date and time (CET)
Effective Date in respect of the Distribution from a legal perspective	December 13, 2024 at 11:59 p.m. (CET)
Ex Date (for trading purposes) for the Distribution	December 16, 2024
Listing Date – Commencement of trading of the Havas Ordinary Shares on Euronext Amsterdam under the ticker symbol “HAVAS” on an “if-and-when-delivered” (conditional upon delivery) basis	December 16, 2024 at 09:00 a.m. (CET)
Record Date for the Distribution	December 17, 2024
Settlement Date – Settlement and delivery of the Havas Ordinary Shares to the shareholders of Vivendi ⁽¹⁾ entitled to receive them pursuant to the Distribution and investors who acquired Havas Ordinary Shares on the market on the Listing Date	December 18, 2024

⁽¹⁾ By exception, on December 13, 2024, Vivendi will transfer to Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 the Havas Ordinary Shares to which they are entitled pursuant to, and in accordance with the terms of, the Distribution as approved by the Vivendi General Meeting, including the Allocation Ratio (and subject, as for all Vivendi Shareholders, to any potential adjustment thereof, as the case may be), pursuant to a transfer deed to be entered into between Vivendi and Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 on or prior to December 13, 2024. Under this transfer deed, each of Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 will undertake to maintain its shareholding in Vivendi between December 13, 2024 and the Record Date (included).

Havas and Vivendi may adjust the dates, times and periods given in the timetable and throughout this Prospectus. If Havas and Vivendi decide to adjust dates, times or periods, they will issue a press release to be published on Havas’ and Vivendi’s websites. Any other material alterations will be published in a press release on Havas’ and Vivendi’s websites and in a supplement to this Prospectus (to the extent required under applicable law, see Section 2.5, “Supplements”).

4.4 Delivery, clearing and settlement of Havas Ordinary Shares

4.4.1 Clearing and settlement of shares on Euronext Amsterdam

Vivendi Shareholders may take possession of the Havas Ordinary Shares distributed to them in the Distribution via Euroclear France in book-entry interests in either non-pure registered (*nominatif administré* or *au porteur*) or pure registered (*nominatif pur*) forms. Additionally, shareholders may elect to take possession of Havas Ordinary Shares in pure registered form (*nominatif pur*) with the share register to be maintained by Havas in the Netherlands or partly outside of the Netherlands to comply with applicable local law or pursuant to stock exchange rules. Book-entry interests in both non-pure registered (*nominatif administré* or *au porteur*) or pure registered (*nominatif pur*) methods of share delivery are operated through Euroclear France, an organization which maintains shares and other securities accounts of publicly listed companies and a central depository system through which transfers of shares and other securities in publicly listed companies between accredited financial intermediaries are recorded in dematerialized form and which in turn are credited to Euroclear France participants, which in turn may credit them further to other custodians or clients. Book-entry interests in bearer form may be held with an accredited financial intermediary, such as a broker, bank or other authorized financial institution while book-entry interests in registered form will be held by a custodian for the Havas Ordinary Shares appointed to maintain registered shares recorded in a shareholder’s name.

A shareholder may at any time elect to participate in the loyalty voting structure by requesting that the Company registers all or some of their Havas Ordinary Shares in the Loyalty Register, as follows:

- If a number of Havas Ordinary Shares has been registered in the Loyalty Register for an uninterrupted period of two (2) years in the name of the same shareholder, such shareholder will become eligible to receive one (1) special voting share A in the capital of the Company (the “**Havas Special Voting Shares A**”) for each such Havas Ordinary Share.
- If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of four (4) years in the name of the same shareholder, such shareholder

may elect to convert each corresponding Havas Special Voting Share A into a special voting share B in the capital of the Company (the “**Havas Special Voting Shares B**” and together with the Havas Special Voting Shares A, the “**Havas Special Voting Shares**”). The allocation of a Havas Special Voting Share B will be optional, as shareholders who wish to be allocated a Havas Special Voting Share B will have to send a request to that effect to the agent in charge of the Loyalty Register. No specific deadline would apply to the sending of such a request.

If and as long as a shareholder does not elect to convert a Special Voting Share A, such holder shall remain entitled to hold the Special Voting Share A, subject to the relevant criteria.

The registration of Havas Ordinary Shares in the Loyalty Register blocks such shares from trading on Euronext Amsterdam. Prior to the Admission, the Company will have appointed an agent to keep and administer the Loyalty Register on the Company’s behalf. Such agent shall be named in the SVS T&C. The loyalty voting structure is open to all shareholders (for shares held in the Company’s shareholders register or in book-entry form in the systems of Euroclear France).

4.4.2 Initial delivery of the Havas Ordinary Shares

On the Record Date, the Vivendi Shareholders who held their Vivendi Shares in pure registered form (*au nominatif pur*) on the Settlement Date will be recorded as shareholders of the Company. Each Vivendi Shareholder entitled to the Distribution holding Vivendi Shares in pure registered form (*au nominatif pur*) will be informed by the Settlement and Paying Agent of the terms and conditions for the allocation of Havas Ordinary Shares to be credited to an account opened in the Vivendi Shareholder’s name in the Company’s shareholder register, which the Settlement and Paying Agent will maintain. Payment of the Distribution will be made by way of an allocation on the Settlement Date of one (1) Havas Ordinary Share for each Vivendi Share held, based on the Vivendi share positions duly registered with Euroclear France at day-end closing on the Record Date, as follows:

- with respect to Vivendi Shareholders who held their shares in pure registered form (*au nominatif pur*): on the Settlement Date, Vivendi will initiate the payment of the Distribution vis-à-vis Vivendi Shareholders holding their shares in pure registered form (*au nominatif pur*) by instructing the Settlement and Paying Agent to credit the account of each Vivendi Shareholder entitled to benefit from the Distribution holding shares in pure registered form (*au nominatif pur*) with the number of Havas Ordinary Shares corresponding to the number of Vivendi Shares such shareholder holds in pure registered form (*au nominatif pur*); and
- with respect to Vivendi Shareholders who held their shares in non-pure registered (*nominatif administré* or *au porteur*): on the Settlement Date, the Settlement and Paying Agent will cause, through the intermediary of Euroclear France, all of the financial intermediaries who are members of Euroclear France to credit, automatically, on behalf of the Vivendi Shareholders for whom they handle the accounts who will have Vivendi Shares recorded in their name on such date, a number of Havas Ordinary Shares corresponding to the number of Vivendi Shares recorded in the accounts of such shareholders in non-pure registered (*nominatif administré* or *au porteur*). Settlement-delivery of the Havas Ordinary Shares for these Vivendi Shareholders is expected to occur on the Settlement Date, *i.e.*, on December 18, 2024.

By exception, on December 13, 2024, Vivendi will transfer to Bolloré SE, Compagnie de l’Odét SE, Mr. Yannick Bolloré and YB6 the Havas Ordinary Shares to which they are entitled pursuant to, and in accordance with the terms of, the Distribution as approved by the Vivendi General Meeting, including the Allocation Ratio (and subject, as for all Vivendi Shareholders, to any potential adjustment thereof, as the case may be), pursuant to a transfer deed to be entered into between Vivendi and Bolloré SE, Compagnie de l’Odét SE, Mr. Yannick Bolloré and YB6 on or prior to December 13, 2024. Under this transfer deed, each of Bolloré SE, Compagnie de l’Odét SE, Mr. Yannick Bolloré and YB6 will undertake to maintain its shareholding in Vivendi between December 13, 2024 and the Record Date (included).

In the event the relevant Vivendi Shares are subject to usufruct rights governed by French law, the beneficiary of the Distribution will be the bare owner (*nu-propriétaire*) unless otherwise agreed between the bare owner and the usufructuary (*usufruitier*) and subject to applicable law. The Excluded Vivendi Shares will not be entitled to the Distribution.

The beneficiaries of the Distribution shall pay, as appropriate, to their authorized financial intermediary or to Vivendi, through the Settlement and Paying Agent, the social contributions and/or the non-final flat-rate withholding or the withholding tax payable in respect of the Distribution, see Section 14, “*Taxation*”. As applicable, the authorized financial intermediary responsible for maintaining non-pure registered (*nominatif administré* or *au porteur*) share accounts, or Vivendi, through the Settlement and Paying Agent, which is responsible for maintaining the pure registered (*nominatif pur*) share accounts, may sell the number of Havas Ordinary Shares necessary to pay the social security contributions and/or the withholding tax due in respect of the Distribution. Vivendi Shareholders are urged to seek advice from their authorized financial intermediary to determine the procedure that will be put in place in that respect.

Investors wishing to change the manner in which they hold their Havas Ordinary Shares should contact their bank or broker for additional information, including with respect to any special settlement considerations that may apply to such a transfer.

Neither Havas nor Vivendi can assure shareholders as to the trading price of Vivendi Shares or of the Havas Ordinary Shares after the Distribution, or as to whether the combined trading prices of the Havas Ordinary Shares and the Vivendi Shares after the Distribution will be less than, equal to or greater than the trading prices of Vivendi Shares prior to the Distribution. As a result of the Distribution, Vivendi expects the trading prices of Vivendi Shares at market open on December 16, 2024 to be lower than the trading prices at market close on December 13, 2024, because the trading prices will no longer reflect the value of the Canal+, Havas and Louis Hachette Group Businesses. See Section 1.6, “*Risks relating to the Vivendi Spin-Off*”.

4.4.3 Listing Agent and Settlement and Paying Agent

Société Générale is the Listing Agent and Uptevia S.A. is the Settlement and Paying Agent with respect to the Havas Ordinary Shares on Euronext Amsterdam.

5. DIVIDEND POLICY

5.1 General

Subject to any needs that may arise, the Company will seek to implement a dividend policy that is consistent with its growth and cash generating profile, while maintaining its ability to finance its development.

Pursuant to Dutch law and the Articles of Association, the distribution of profits shall be made following the adoption of the Company's Annual Accounts from which it appears that such distribution is permitted. The Company may make distributions to its shareholders, whether from profits or from its reserves, only to the extent that the Company's equity exceeds the sum of the paid up and called up part of its issued capital plus the reserves which must be maintained pursuant to Dutch law and the Articles of Association. The making of a distribution on Havas Ordinary Shares from the Company's profits is resolved on by the General Meeting, provided that the General Meeting may only resolve to make a distribution in kind or in the form of Havas Ordinary Shares at the proposal of the Board, and the Board, or the General Meeting at the proposal of the Board, may resolve to make distributions from the share premium reserve and other distributable reserves maintained by the Company.

The Board may determine which part of the profits shall be reserved, with due observance of the Company's policy on reserves and dividends. The profits remaining after reservation shall first be applied to allocate and add to the Company's special dividend reserve (the "**Special Dividend Reserve**") an amount equal to one percent (1.00%) of the aggregate nominal value of the issued and outstanding Havas Special Voting Shares minus any amount added to the Special Dividend Reserve in respect of any interim distributions made during the financial year to which the adopted Annual Accounts from which the profits appear relate. The calculation of the amount to be allocated and added to the Special Dividend Reserve shall occur on a time-proportionate basis. The General Meeting may resolve to distribute any part of the profits remaining after the reservation referred to in the previous two sentences. If the General Meeting does not resolve to distribute these profits in whole or in part, such profits (or any remaining after distribution) shall also be reserves. Distributions of dividends will be made to shareholders *pro rata* to their number of Havas Ordinary Shares.

Subject to Dutch law and the Articles of Association, the Board may resolve to make interim distributions, provided that (i) an interim statement of assets and liabilities is drawn up in accordance with Section 2:105(4) of the Dutch Civil Code ("**DCC**") and confirms that the Company's equity exceeds the sum of the paid up and called up part of its capital plus the reserves which must be maintained pursuant to Dutch law and the Articles of Association; (ii) an amount equal to one percent (1.00%) of the aggregate nominal value of the issued and outstanding Havas Special Voting Shares, determined as at the dividend record date set by the Board for such interim distributions, is added to the Special Dividend Reserve before the interim distribution is made; and (iii) any (other) applicable statutory provisions pertaining to such interim distribution have been observed. The amount to be added to the Special Dividend Reserve in accordance with the foregoing sentence shall be reduced, but never below zero, by any amount added to the Special Dividend Reserve in respect of any interim distributions made during that same financial year.

The General Meeting, upon proposal by the Board, may resolve that the Company makes distributions to the shareholders from one or more of its freely distributable reserves, other than by way of profit distribution, subject to the due observance of the Company's policy on reserves and dividends, Dutch law and the Articles of Association.

Dividends and other distributions shall be made payable not later than the date determined by the Board. Claims to dividends and other distributions not made within five (5) years from the date that such dividends or distributions became payable will lapse and any such amounts will be considered to have been forfeited to the Company.

The tax legislation of a shareholder’s jurisdiction and of the Company’s country of incorporation may have an impact on the income received from the Havas Ordinary Shares. See Section 14, “*Taxation*” for more information.

See Section 12.10, “*Dividends and other distributions*” for more information about dividends and other distributions.

5.2 Dividend history

Since its incorporation on January 6, 2021, the Company has not paid any dividends. The dividend payments described in this Prospectus (including the interim dividend distribution of Havas S.A. described in Section 3.3.1.1(b)) in the Consolidated Financial Statements or in the Unaudited Condensed Consolidated Interim Financial Statements were paid by subsidiaries of the Company in accordance with the dividend policy in place at the relevant time throughout the Vivendi Group (including, but not limited to, the Havas Business). As a result, the historical dividend payments described in the Consolidated Financial Statements or in the Unaudited Condensed Consolidated Interim Financial Statements may not be indicative of the amount of dividends that could have been distributed if the Group had been operated by a separate entity, independent from Vivendi for the periods presented. See Section 2.3, “*Presentation of financial and other information*” for more information.

5.3 Dividend policy

Following the completion of the Distribution, the Group’s dividend policy will target the delivery of a regular return on capital to its shareholders by means of a yearly dividend payment that is expected to represent around 40% of net income, Group share, for the relevant financial year (commencing in 2025 for the financial year ended December 31, 2024).

5.4 Manner and time of dividend payments

Pursuant to the Articles of Association, a distribution shall be payable on the date and, if it concerns a distribution in cash, in such currency or currencies as the Board may determine. In the case of a distribution in the form of the Company’s assets (as opposed to cash), the Board shall determine the value attributed to such distribution for purposes of recording the distribution in the Company’s accounts with due observance of applicable law (including the applicable accounting principles).

Any dividends that are paid to shareholders through Euroclear France will be automatically credited to the relevant shareholders’ accounts without the need for the shareholders to present documentation proving their ownership of the Havas Ordinary Shares. Payment of dividends on the Havas Ordinary Shares in registered form (not held through Euroclear France, but directly) may be made through Euroclear France or directly to the relevant shareholder using the information provided by such shareholder for that purpose.

5.5 Uncollected dividends

A claim for any declared dividend and other distributions lapses five (5) years and one (1) day after the date those dividends or distributions became payable. Any dividend or distribution that is not claimed within this period will be considered to have been forfeited to the Company and will be carried to the reserves of the Company.

5.6 Taxation

The tax legislation applicable in a shareholder’s EEA Member State or other relevant jurisdictions and in the Company’s country of incorporation may have an impact on the income received from the Havas Ordinary Shares.

See Section 14.1, “*Material French tax considerations*” for an outline of certain principal French tax consequences of the Distribution and other relevant French tax considerations. Dividend distributions are generally subject to withholding tax, and proceeds of the repurchase or redemption of Havas Ordinary Shares may be subject to withholding tax, in France. See Section 14.2, “*Material Dutch tax considerations*” for an overview of certain Dutch tax considerations and Section 14.3, “*Material U.S. federal income tax consequences*” for an overview of certain U.S. federal income tax considerations. Shareholders should consult their own tax advisers regarding the tax consequences of any acquisition, holding, settlement, redemption and disposal of Havas Ordinary Shares.

6. CAPITALIZATION AND INDEBTEDNESS

The below tables set out the Group's historical capitalization and indebtedness as of September 30, 2024. The Group's historical capitalization and indebtedness as of September 30, 2024 is unaudited and derived from Havas S.A.'s and the Company's management accounts as of and for the nine-month period ended September 30, 2024. The tables have been prepared in accordance with Item 3.2 of Annex 11 to the Prospectus Delegated Regulation and ESMA's Guidelines on disclosure requirements under the Prospectus Regulation, dated March 4, 2021 (ESMA32-382-1138, paragraphs 166 *et seq.*).

These tables should be read in conjunction with the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements, as well as the notes thereto, and with Section 8, "Operating and Financial Review" and Section 12, "Description of share capital" of this Prospectus.

6.1 Capitalization (unaudited)

(in EUR millions)	September 30, 2024 ⁽¹⁾
1. Equity and Indebtedness	
Total current debt (including current portion of non-current debt) ⁽²⁾	634
Guaranteed.....	-
Secured.....	120 ⁽³⁾
Unguaranteed / Unsecured ⁽⁴⁾	514
Total non-current debt (excluding current portion of non-current debt) ⁽²⁾⁽⁵⁾	239
Guaranteed.....	-
Secured.....	2
Unguaranteed / Unsecured ⁽⁶⁾	237
Shareholders' equity	1,803
Share capital.....	171 ⁽⁷⁾
Other reserves.....	1,632 ⁽⁸⁾
Total	2,676

(1) Figures presented in this table relate to the unaudited consolidated financial information of Havas S.A., derived from Havas S.A.'s management accounts as of and for the nine-month period ended September 30, 2024. The figures presented do not reflect any other impacts on the Company's capitalization related to the Vivendi Spin-Off, such as repayments of current accounts held with Vivendi under a cash pooling arrangement, which will terminate on or around December 13, 2024 and is expected to be refinanced with drawings under the Group's revolving credit facility.

(2) Current and non-current liabilities (excluding earn-out and buy-out obligations) are determined on the basis of the contractual maturity date of September 30, 2024. Current portion of non-current financial debt includes the portion of the non-current financial debt as of September 30, 2024 that is scheduled to be repaid within 12 months.

(3) Relates to drawn amounts under the Group's EUR 700 million revolving credit facility.

(4) Includes primarily (a) current accounts held with Vivendi under a cash pooling arrangement (EUR 201 million), which will terminate on or around December 13, 2024 and is expected to be refinanced with drawings under the Group's revolving credit facility; (b) issuances under the Group's commercial paper program (EUR 230 million); (c) current lease liabilities deriving from the application of IFRS 16 (EUR 76 million). Excludes current earn-out and buy-out obligations (EUR 40 million).

(5) Current and non-current liabilities are determined on the basis of the contractual maturity date of September 30, 2024.

(6) Includes non-current lease liabilities deriving from the application of IFRS 16 (EUR 234 million) and excludes earn-out and buy-out obligations (EUR 234 million).

(7) Share capital is derived from the unaudited consolidated financial information of Havas S.A. as of and for the nine-month period ended September 30, 2024. On October 28, 2024, Vivendi contributed all of the ordinary shares it held in Havas S.A. to the Company, in exchange for the issuance of 991,626,494 new Havas Ordinary Shares to Vivendi. Following the Havas Contribution, the issued share capital of the Company amounts to EUR 198,362,298.80 and consists of 991,811,494 Havas Ordinary Shares.

- (8) Other reserves include: (a) share premium (EUR 1,401 million); (b) currency translation adjustments (EUR (21) million); (c) other reserves and retained earnings (EUR 375 million); and (d) non-controlling interests (EUR 28 million), each as of June 30, 2024, less the dividend payment by Havas S.A. to its shareholders on September 27, 2024 (EUR 150 million). Profit for the three (3)-month period ended September 30, 2024 has not been included in shareholders' equity.

On September 27, 2024, Havas S.A. paid to its shareholders an interim dividend distribution amounting to approximately EUR 150 million. See Section 3.3.1.1(b), “*The interim dividend distribution of Havas S.A.*” for additional information.

Except as indicated above following the completion of the Havas Contribution, there has been no material change in the Company's capitalization since September 30, 2024.

6.2 Indebtedness (unaudited)

(in EUR millions)	September 30, 2024 ⁽¹⁾
2. Indebtedness	
A. Cash ⁽²⁾	228
B. Cash equivalents ⁽³⁾	51
C. Other current financial assets.....	-
D. Liquidity (A+B+C)	279
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) ⁽⁴⁾	634
F. Current portion of non-current financial debt	-
G. Current financial indebtedness (E+F)	634
H. Net-current financial indebtedness (G-D)	355
I. Non-current financial debt (excluding current portion and debt instruments) ⁽⁵⁾	239
J. Debt instruments	-
K. Non-current trade and other payables.....	-
L. Non-current financial indebtedness (I+J+K).....	239
M. Total financial indebtedness (H+L)	594

(1) Figures presented in this table relate to the unaudited consolidated financial information of Havas S.A., derived from Havas S.A.'s management accounts as of and for the nine-month period ended September 30, 2024. The figures presented do not reflect any other impacts on the Company's indebtedness related to the Vivendi Spin-Off, such as repayments of current accounts held with Vivendi under a cash pooling arrangement, which will terminate on or around December 13, 2024 and is expected to be refinanced with drawings under the Group's revolving credit facility.

(2) “A. Cash” comprises cash and deposits at banks. There is no restriction on the availability of cash.

(3) “B. Cash equivalents” comprises short-term deposits at banks. There is no restriction on the availability of cash equivalents.

(4) Includes primarily (a) current accounts held with Vivendi under a cash pooling arrangement (EUR 201 million), which will terminate on or around December 13, 2024 and is expected to be refinanced with drawings under the Group's revolving credit facility; (b) issuances under the Group's commercial paper program (EUR 230 million); (c) amounts drawn under the Group's revolving credit facility (EUR 120 million); and (d) current lease liabilities deriving from the application of IFRS 16 (EUR 76 million). Excludes current earn-out and buy-out obligations (EUR 40 million).

(5) Includes primarily non-current lease liabilities deriving from the application of IFRS 16 (EUR 234 million). Excludes non-current earn-out and buy-out obligations (EUR 234 million).

Except as described herein, there have been no material changes to the Group's indebtedness since September 30, 2024.

As of June 30, 2024, the Group had no indirect indebtedness and no contingent indebtedness other than as follows: current provisions of EUR 45 million, non-current provisions of EUR 110 million, lease

liabilities deriving from the application of IFRS 16 (current and non-current) of EUR 329 million, current accounts held with Vivendi under a cash pooling arrangement amounting to EUR 100 million and off-balance sheet commitments of EUR 306 million. As of September 30, 2024, there were no material changes to the Group's indirect indebtedness or contingent indebtedness since June 30, 2024. On October 4, 2024, the Group repaid in part its current accounts held with Vivendi under a cash pooling arrangement (EUR 130 million of EUR 200 million outstanding) and expects to repay the remaining balance under such cash pooling arrangement on or around December 13, 2024 with proceeds from drawings under the revolving credit facility. See also Note 5.2.17, "*Pensions and post-employment benefits*" and Note 5.2.28, "*Contractual obligations and off-balance sheet commitments*" to the Consolidated Financial Statements and Note 5.2.8, "*Earn-out and buy-out obligations by maturity at June 30, 2024*", Note 5.2.10, "*Provisions*" and Note 5.2.20, "*Contractual obligations and off-balance sheet commitments*" to the Unaudited Condensed Consolidated Interim Financial Statements.

On September 27, 2024, Havas S.A. drew down EUR 120 million under its EUR 700 million revolving credit facility. On October 4, 2024, Havas S.A. drew down an additional EUR 100 million under the revolving credit facility, bringing the total drawn amount to EUR 220 million. In addition, as at September 30, 2024, amounts outstanding under the Group's commercial paper program were EUR 230 million, reflecting increased short-term drawings in order to manage the seasonality of its working capital cycle.

On September 27, 2024, Havas S.A. paid to its shareholders an interim dividend distribution amounting to approximately EUR 150 million. See Section 3.3.1.1(b), "*The interim dividend distribution of Havas S.A.*" for additional information.

7. BUSINESS

Investors should read this section in conjunction with the more detailed information contained in this Prospectus, including the financial and other information appearing in Section 8, “Operating and Financial Review” of this Prospectus. Where stated, financial information in this section has been extracted from Section 18, “Historical Financial Information” of this Prospectus.

Unless otherwise indicated, statements included in this section relating to the Group’s market positions are based on analyses conducted by the Group using a combination of different sources, including (i) primary research, such as consulting internal sales staff or external experts whose analyses are based on information published by competitors or public reports and (ii) secondary research, such as third-party reports on specific markets. Where third-party information has been sourced in this Prospectus, the source of such information has been identified.

7.1 Overview

Founded in 1835 by Charles-Louis Havas, and headquartered in Paris, the Group is one of the world’s largest by revenue and most established global communications and marketing groups, providing end-to-end services across the industry value chain, with multiple areas of excellence and a diversified exposure to industry verticals and geographies. Since its creation, the Group has grown consistently, regularly reinventing itself to drive change in the industry and anticipate new business needs. Today, it employs more than 23,000 people and operates in over 100 markets.

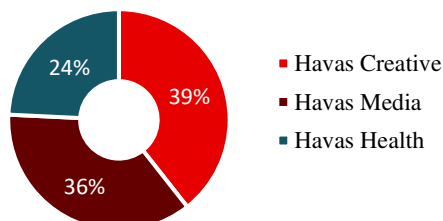
Drawing on its extensive heritage and wealth of expertise, the Group has consistently invested in its future and developed teams, capabilities and technological tools on a global scale that make it ideally positioned to strengthen its standing as a partner to its clients and seize the growth opportunities presented by today’s increasingly complex communications and marketing industry. To meet the needs of its clients, the Group pioneered, as early as 2013, the development of a fully integrated approach, embodied by 71 Havas Villages, bringing all communications businesses under one roof, and 8 Havas Centers of Excellence, around the world. This model allows teams from different entities and agencies to work together and leverage the expertise across the Group, away from traditional silos, to offer innovative and tailored solutions to clients.

Boosted by the significant investments made in data, technology and artificial intelligence (“AI”) over the past years, the Group is seeking to leverage its client-centric model and exceptional strategic, creative and media talent to offer a comprehensive suite of integrated services across the entire communications and marketing spectrum. To build even further bridges among creativity, media, production and technology, in June 2024, the Group launched the next step in its evolution: the “Converged” strategy. The aim of this strategy is to provide agencies across the organization with access to the full range of the Group’s global expertise, tools and capabilities through its newly deployed operating system. With creative ideas as the heart of this integrated model, the Group’s aim is to create, produce and distribute personalized, optimized and real-time content and experiences on a global scale, all with the same mission: to make a meaningful difference to brands, businesses, and people with effective communication and marketing solutions.

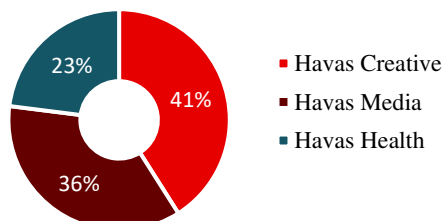
Today, as it opens this new chapter, the Group is stronger than ever, accelerating its transformation and increasing its potential. In the year ended December 31, 2023 the Group had revenue of €2,872 million and net revenue of €2,695 million, and in the six months ended June 30, 2024, the Group had revenue of €1,366 million and net revenue of €1,308 million, generated across its three primary business lines: (i) Havas Creative, which delivers a wide range of creative services, from advertising, brand strategy and business transformation to digital and social media solutions as well as public relations and events; (ii) Havas Media, which is dedicated to delivering comprehensive media experiences, through media planning and buying, fan engagement, retail media and e-commerce, as well as data analytics services to optimize client advertising investments; and (iii) Havas Health, which focuses on healthcare and wellness communications, providing specialized marketing services to pharmaceutical companies,

healthcare providers and wellness brands. The following charts provide a breakdown of the Group's business lines on a net revenue basis, for the year ended December 31, 2023 and the six months ended June 30, 2024:

Net revenue split by business line
Year ended December 31, 2023

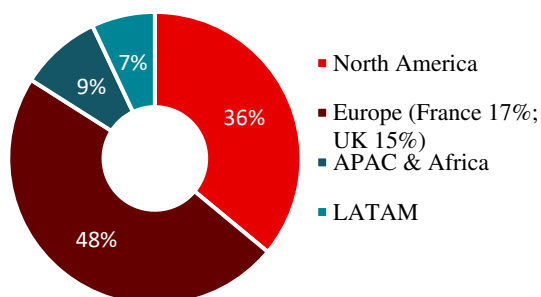


Net revenue split by business line
Year ended June 30, 2024

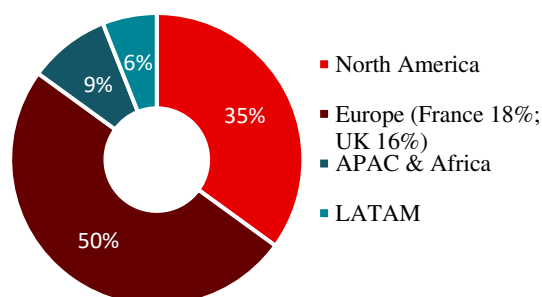


The Group operates across a diverse range of industry verticals and has a diversified exposure to global markets. The following charts provide a breakdown of the Group's industry verticals and geographic operations, on a net revenue basis, for the year ended December 31, 2023 and the six months ended June 30, 2024:

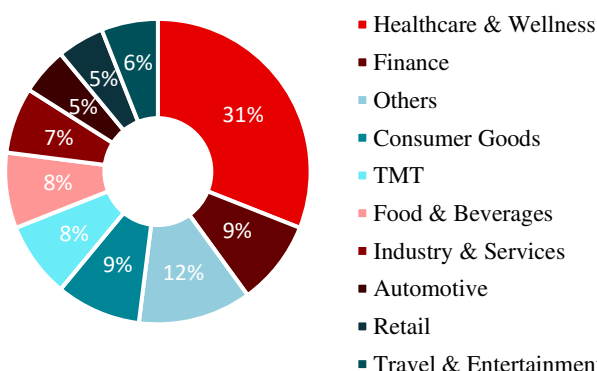
Net revenue split by geographic segment
Year ended December 31, 2023



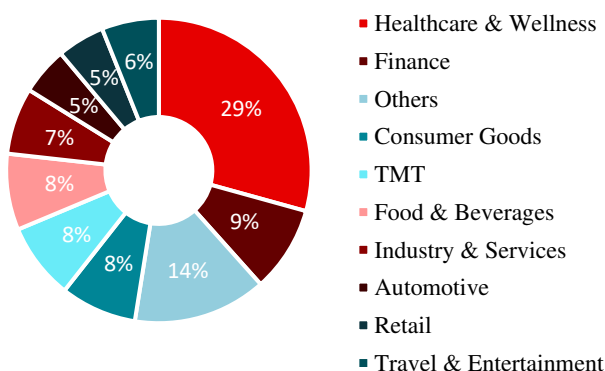
Net revenue split by geographic segment
Six months ended June 30, 2024



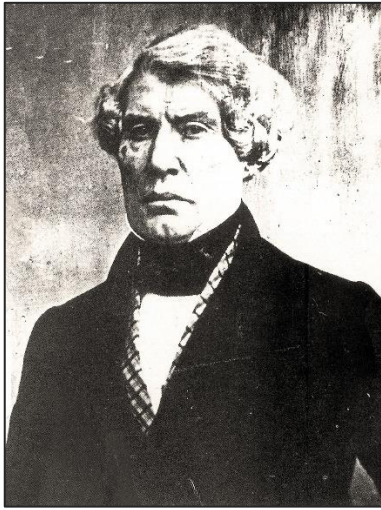
Net revenue split by industry vertical
Year ended December 31, 2023



Net revenue split by industry vertical
Six months ended June 30, 2024



7.2 History



Charles-Louis Havas

Source: Company

The Group was originally founded in 1835 in Paris by Charles-Louis Havas and is one of the oldest communications and advertising agencies in the world.

Initially established as a news agency, the Group has evolved significantly over time, driving change in the media landscape and expanding its services to meet the evolving needs of a diverse and international clientele. By the early 20th century, the Group had diversified significantly, setting the stage for its transformation into a leading advertising and public relations conglomerate.



Havas Agency, Paris, 1925

Source: Company

The pivotal change in the Group's trajectory occurred in the late 20th and early 21st centuries, when it underwent several strategic mergers, acquisitions and rebranding efforts and focused on providing integrated communications and marketing services.

The following are key highlights of the past three decades:

1982 – Havas is listed on the Paris Stock Exchange.

1991 – Eurocom, Havas's creative business, acquires the French advertising group RSCG, leading to the creation of the Euro RSCG Worldwide advertising network.

1998-2001 – Havas adopts an active acquisition strategy to strengthen some of its global markets. In addition to Media Planning Group and Snyder, the Group acquires numerous specialized agencies in America, Europe and the Asia-Pacific region.

2003 – Havas strengthens its commitment to sustainability and corporate social responsibility by becoming a signatory of the United Nations Global Compact.

2005 – Bolloré Group becomes the largest shareholder in Havas, following its initial investment in 2004, and Vincent Bolloré becomes Chairman of Havas.

2007 – Havas adopts a “digital at the core” strategy, which enabled the Group’s traditional creative agencies to organically deliver multi-dimensional brand and business solutions, including digital content, for their clients by integrating the teams and capabilities of digital agencies into the Group’s operations.

2007 – Havas further develops in the Middle East and signs a joint venture with the Chalhoub Group.

2012 – Havas further streamlines its operations by replacing the Euro RSCG brand by Havas Creative and Media Planning Group by Havas Media.

2013 – Yannick Bolloré succeeds his father and becomes Chairman and Chief Executive Officer of Havas.

2014 – Havas rolls out its fully integrated agency model by launching its “Together” strategy, moving all of its operations under one roof in Havas Villages, offering comprehensive solutions across advertising, media, and healthcare communications.

2015 – Havas acquires the Fullsix Group, an independent digital communications group.

2017 – Havas unites its health and communications networks with its consumer health businesses and practices to form Havas Health.

2017 – Havas is acquired by Vivendi with the intent to accelerate Vivendi’s transition into a global leader in content, media and communication, and Havas shares are consequently delisted from Euronext Paris.

2019 – Havas adopts a new corporate mission: “to make a meaningful difference to brands, businesses, and people”.

2019 – Havas acquires Gate One, the London-based specialist digital and transformation consultancy, to strengthen its consultancy practice.

2021-2024 – Havas continues to grow and implements its acquisition strategy by making key acquisitions, including several agencies in India, such as PivotRoot, creative agencies such as Uncommon, the multi-award-winning London-based agency, and several technology-focused agencies such as Search Laboratory in the United Kingdom to expand into digital and data-driven marketing. Havas has been recognized as a top six media agency group in global billings according to COMvergence’s 2023 Global & Regional Billings Rankings & Market Shares Report and the top M&A buyer in 2023 among advertising holding networks according to the COMvergence’s Key Highlights 2023 Report.

2023 – Havas also enters into an expanded partnership with Adobe, enabling all Havas agencies to leverage Adobe’s AI-powered content supply chain solutions and creative generative AI solutions.

2024 – For the first time, the World Advertising Research Center (“WARC”) names BETC Paris, a member of the Group, the top creative agency in the world.

2024 – Launch of the Group’s “Converged” strategy to fully harness the potential of new technologies, data and generative AI, with a view to building even more bridges between creativity, media, production and technology, amplifying the Group’s impact and driving meaningful business outcomes for its clients around the world.

7.3 Strengths and strategies

7.3.1 Strengths

7.3.1.1 *A world leader in communication and marketing characterized by a client-centric organization*

The Group is one of the world’s largest by revenue and most established global communications and marketing groups. With agencies operating in more than 100 markets and approximately 23,000 employees, the Group serves more than 4,000 clients, while maintaining a diversified exposure to global markets and serving a wide range of industry verticals.

At the core of the Group’s business model is a commitment to delivering innovative and tailored solutions to clients’ specific needs. **To that end, the Group developed an integrated model that is designed to enable the Group’s agencies to operate more cohesively.** This model, which was deployed as early as 2013, consolidates various communication and marketing businesses together in the Group’s 71 **Havas Villages** and 8 **Havas Centers of Excellence**, which span five continents. The Group believes that the collaboration resulting from a more integrated model can allow it to more effectively pursue its objective of delivering effective communication and marketing services across geographies and business lines to its clients, while also enabling it to capture additional business opportunities and drive growth. As a testament to the success of the Group’s integrated approach, in 2023, around 40% of the Group’s top 30 clients used its services across all its geographic segments and 43% used Group services from its three business lines (93% from two business lines or more).

Each Havas Village hosts multiple agencies and teams in a single location within major cities around the world. The Havas Villages are intended to foster collaboration and integration across various communications and marketing disciplines. The Group believes this approach allows it to maintain a global presence while preserving the agility necessary to respond to the demands and cultural evolutions of the local markets in which the agencies are present. Moreover, the Group has also integrated agencies with certain fields of expertise whose services extend beyond any individual or group of Havas Villages and can be used by the Group’s clients globally. For example, Gate One offers management consulting services to clients of agencies across the organization.

Moreover, the Group believes this structure creates a “client-centric” model in multiple ways. First, it simplifies client interactions with the Group’s agencies by providing them access to a broader range of services and expertise. Moreover, the Group believes that the collaboration resulting from this integrated approach can help produce more effective communications and marketing campaigns for clients by enhancing the consistency in the standards with which the agencies deliver their services, the speed and efficiency with which the agencies deliver those services, and the creative value of its services. Havas Villages also provides the Group with the opportunity to deploy employees with specific creative or other expertise across different agencies and markets, depending on the requirements of a particular client or project. The Group benefits from a relatively young workforce (average age at the Group level for the year ended December 31, 2023 was 36 years old) that regularly infuses new perspectives and skillsets. For a description of the Group’s global employee turnover rate (reflecting all departures) and its voluntary turnover rate (reflecting voluntary departures), see Section 11.16.1 “*Number and breakdown of employees*”.

The agencies are enabled by several Havas Centers of Excellence, which represent the Group’s technological centers of expertise. Each Havas Center of Excellence, together including over 1,100 skilled professionals, brings together experts specialized in fields such as production, e-commerce, data management, and customer experience. Located in various parts of the world, such as India, Peru and

Spain, they provide their services to agencies across the Group, adapting to different time zones and regulations, while also having the capability to serve clients directly.

In addition to the benefits for clients sought to be achieved by an integrated model, the Group also believes it opens up new business opportunities by encouraging teams and agencies to more easily refer work to one another. As an example, the Group's Route 66 program, launched in 2016 in the Group's top 28 markets, was designed to generate additional business leads and opportunities by leveraging the Group's integrated model. The initial objective of the program was for the Group's three business lines to share 66 of the Group's top 100 clients across the Group's three business lines. In order to achieve the objective set by this program, the Group instituted trainings and regular executive meetings and put in place tools to regularly monitor agencies' efforts in referring clients and projects to other Group business lines. As of today, the objective has been achieved with 45 of the 50 largest clients, as well as 75 of the top 100, now shared among the three business lines.

In 2024, the Group launched an initiative to further develop its integrated model: **the "Converged" strategy**. This strategy is to enhance collaboration by integrating further the creative, media, production and technology capabilities across the Group in an effort to enhance the impact and added value of the Group's services to its clients. For a description of this strategy, see Section 7.3.2.1 "*Extending the Group's integrated model*".

7.3.1.2 *A wide range of communications and marketing services with multiple areas of excellence*

The Group's structure is designed to provide an integrated and tailor-made response to the needs of each of its clients globally and across all of its communications and marketing businesses.

Through this approach, the Group offers strategic and enhanced creativity, with personalized content and experienced production on a large scale, targeted and meaningful media strategies, that resonate with audiences, and solutions specially adapted to the healthcare sector.

The wide range of communications and marketing services are delivered globally across its three main business lines: Havas Creative, Havas Media and Havas Health.

(a) **Havas Creative**

Havas Creative delivers creative services for its over 2,400 clients globally with the support of approximately 10,000 employees.

Its network of highly recognized agencies is sought by clients looking for a one-stop-shop with both local expertise and global reach. For example, the Group recently underwent a competitive process and was selected as Danone's next global creative partner for their specialized nutrition, essential dairy and plant, and waters products.

Havas Creative's services span:

- **advertising creation**, including agencies operating under the Havas brand, like Havas London, Havas New York and Havas Paris, Havas brand agencies and distinguished and recognized agencies and companies such as BETC, Arnold, Battery, BLKJ, Boondoggle, Camp + King, One Green Bean, Rosa Paris, Shortcut, and Uncommon;
- **customer experience and business transformation**, including the Havas CX global network, which includes Gate One, the Group's digital and business transformation consultancy;
- **production of personalized content**, led by Prose on Pixels, the Group's global content-at-scale network;

- *strategic communication and influence* with, most notably, *H/Advisors*, a global strategic advisory network, and *Havas PR Network*; and
- *event and experiences*, with, most notably, *Havas Events*, *Shortcut Events*, and *Shobiz*.

Havas Creative brings together some of the most creative and accomplished agencies in the industry, having received multiple prestigious awards over the years. These include the recognition of BETC Paris as the top agency for creativity by WARC’s 2024 Rankings and Uncommon as the top agency for advertising and marketing in Fast Company’s 2024 ranking for most innovative companies, 25 Cannes Lions Awards in 2024 and a lifetime achievement award, the Lion of St Mark, for the honorary Chairman of Havas’ Creative Council, Jacques Séguéla.

(b) **Havas Media**

Havas Media is dedicated to creating and delivering premium media experiences to its over 3,000 clients supported by approximately 8,500 employees.

Havas Media’s targeted and meaningful media strategies aim to create value for brands that resonate with audiences through an extensive range of services:

- *media consulting and investment*, centered around major global brands, *Havas Media*, *Arena Media* and *Forward Media*, as well as specialist brands such as 79 in France;
- *fan engagement*, driven by *Havas Play*, the Group’s global network that focuses on harnessing the power of consumer passions (sport, media, video games, social media and music, among others);
- *retail media and e-commerce*, powered by its customer-centered *Havas Market* offering;
- *media performance*, with *Edge Performance Network*, a large, worldwide full-service performance marketing group; and
- *data and analytics expertise*, with *CSA*, specializing in data analysis, predictive modeling and marketing campaign optimization.

Havas Media benefits from the Group’s end-to-end technology stack which is powered by a people-first data ecosystem and supported by more than 1,000 data scientists, commerce and content specialists across *CSA*, *Havas Play* and *Havas Market* focused on data analysis, data science and data strategy, to provide cross-platform and transparent audience planning, suited to an environment in which third-party cookies are expected to be increasingly blocked, disabled or phased out.

Havas Media has been recognized as one of the fastest growing global media networks. Havas Media held top rankings in several markets, including first in Latin America and second in Europe, Middle East, and Africa according to the “quali-points” rankings set out in RECMA’s Diagnostics Report, March 2024 edition. Havas Media was ranked by WARC in the top six Media Agency Networks and eight agencies of Havas Media also saw their work listed by WARC in the Top 100 Media Campaigns. Havas Media’s work was also recognized in 2024 at the Clio Awards, the Internationalist Awards for Innovation in Media, the *Grand Prix Stratégies Digitales* and the Media Leader Awards.

(c) **Havas Health**

Havas Health is one of the world’s leading health advertising and communications organizations, with a clientele that includes some of the largest pharmaceutical companies in the world, with over 3,800 employees serving nearly 200 clients.

The network has the talent, vision, and technology that health companies, brands, and people need to thrive in today's world. Using innovative technology to turn creative ideas into meaningful outcomes, Havas Health offers a comprehensive range of services to help brands across the healthcare sector to achieve their goals and contribute to improving the health and well-being of people around the world.

Havas Health's specialization in the complex healthcare and wellness sector has allowed it to develop specialized skills and expertise and enhance its operational efficiency. This enables the Group to more effectively cater to the unique needs and opportunities presented by this sector, while establishing the necessary credibility to position the Group as a leader in this field.

Havas Health's capabilities are also widely recognized in the industry, receiving a record number of recognitions at the 2023 Medical Marketing + Media awards, including the Titanium "Best in Show" award and the "Entrepreneur of the Year" award.

7.3.1.3 *Ability to leverage significant data, technology and AI capabilities*

The Group leverages data, technology and AI capabilities to empower its teams and clients with the tools to optimize each major phase of the design, creation, production and delivery of its communication and marketing services.

The Group has invested over the past decade to equip its teams and clients with the latest technological tools through internal development, acquisitions and partnerships. In particular, the Group was an early adopter of AI tools, using data-driven algorithms in the context of its programmatic media buying services over the past 10 years. It has remained focused on recent developments, including generative AI. This technology is driving a significant evolution in the industry by making it possible to create texts, images, sounds and videos instantly. By way of example, the Group uses an AI-powered large language model to automatically generate product descriptions that can then be used to feed consumers content and optimize online shopping services for the Group's clients. See Section 7.3.2.2, "*Focus on developing innovative solutions and leveraging investments in data, technology and AI*" Moreover, AI is used by the Group to refine its targeting strategies, to adapt quickly to changing market conditions and consumer preferences and to help ensure that clients' campaigns remain relevant and impactful in a dynamic communications and marketing landscape. For instance, the Group uses "Propensity" which is a machine learning algorithm able to segment consumers into different categories based on their propensity to buy into a given brand group with a high level of granularity.

The Group's tools and solutions further include, for example, the CSA measurement suite, which is a platform that hosts a number of specific data and measurement tools, allows the Group to use its technology, data, and analytics expertise to provide its clients a comprehensive view of marketing performance through consultancy (data strategy and audits), technology (data management, audience optimization) and science (measurement and attribution, predictive modeling). Additionally, "Client Space", which consists in dashboards that are made available to agencies across the Group and to designated clients, serves a knowledge management function by centralizing information about different advertising campaigns. Tools developed by Havas Market, such as Forecast (a proprietary forecasting tool supported by a robust methodology), allow clients to assess their potential for e-commerce growth and identify where additional focus is needed. Moreover, the Group is in the process of launching a dedicated AI studio in Pantin, France. In addition, the Group has forged key strategic partnerships to further enhance its technology capabilities. For example, Havas has entered into an expanded partnership with Adobe, enabling all Havas agencies to leverage Adobe's AI-powered content supply chain solutions and creative generative AI solutions. In addition to Adobe, the Group has also entered into numerous partnerships with other established industry players, such as like Microsoft (Copilot, OpenAI), Google (Vertex, Gemini). Moreover, the Group's partnership with the consulting firm Trinity Life Sciences enhances the Group's offering in the healthcare sector through Trinity's analytics capabilities in respect of life sciences industry. The Group's technology capabilities are enabled by a global team of specialists that are certified across various software and solutions used by

the Group and its clients, including data specialists fully focused on data analysis, data science and data strategy.

The Group’s technological tools and processes leverage a pool of diverse data sources from which the Group’s agencies are able to provide actionable insights into consumer behavior and market trends. This data-driven foundation enables the Group to create targeted campaigns to increase their effectiveness with its clients’ desired audiences.

To obtain high-quality and targeted datasets, the Group combines proprietary data sources with access to datasets from third-party providers (instead of “buying data”). The Group believes that this approach offers several key benefits, particularly in terms of flexibility and cost-effectiveness, such as ensuring access to up-to-date information, reducing upfront costs and flexibility based on actual needs. Moreover, the Group is developing certain solutions and methods to allow it to identify website visitors without using third-party cookies, such as first-party data integration, direct media partner integration and identity solution partnerships. As third-party cookies are increasingly being blocked, disabled, and subject to a potential phase-out, the Group believes there will be significant opportunities for CSA as clients seek to improve their use of alternative measurement methods, such as through econometrics and incrementality testing, to compensate for a loss of data collected through third-party cookies.

Case Study: The Importance of Technology in Winning a Client

The Group recently won an international pitch for a leader in the express delivery business. This client operates in numerous European countries and required a solution that considered local nuances and delivered personalized creative content across each targeted market. The client wanted to understand how the Group would connect with diverse growth audiences and target small- and medium-sized enterprises as this requires navigating a multitude of parameters.

The Group showcased how it could use data science and AI (in particular, generative AI) to identify growth audiences and develop detailed representations of potential target segments or ideal customers. In turn, this would allow the Group to understand the various types of customers and create personalized content to serve the client’s advertising needs efficiently. The Group’s focus on technology played a pivotal role in persuading the client that the Group possessed the tools to deliver solutions for their marketing needs.

7.3.1.4 Established financial model combining growth, margin expansion and strong cash conversion

The Group’s business model has demonstrated recent robust financial performance and the Group’s healthy financial position provides significant flexibility to both support future investments and present attractive returns for shareholders.

The Group has delivered strong financial performance over the 2018–2023 period (notwithstanding the adverse effects of the pandemic in 2020), with an average annual growth rate in net revenue of 4.5% per year, supported by organic business expansion (representing 2.1% per year) and M&A activity (representing 1.8% per year). From a geographic standpoint, all regions provided solid growth over this period, with average net revenue increases in the Group’s geographic segments of 8.9% in Latin America, 6.0% in Asia-Pacific and Africa, 5.4% in North America and 3.4% in Europe. This financial performance is a testament to the Group’s successful and resilient business model, which is supported by stable revenue streams generated from its strong client relationships. For example, in 2023, 43 of the Group’s top 50 clients by net revenue were long-standing clients (of ten years or longer). The Group also demonstrated its ability to improve its operating profitability, increasing its Adjusted EBIT and Adjusted EBIT margin by €90 million and 130 basis points during this period. The Group’s improved margins were driven in part by the Group’s “cost plus” model for its advertising activities and an evolution in media services from commission-based remuneration to a combination of retainer fees and outcome-based compensation.

The Group's business model has historically been characterized by relatively low capital expenditures, resulting in a high cash conversion rate in the 80% to 90% range over the 2018–2023 period (and an average of 89.1% per year during such period), reflecting average free cash flows of EUR 276 million per year. The Group has also maintained a positive net cash position, with an average increase in net cash and cash equivalent (excluding lease liabilities and earn-out and buy-out obligations) of €49 million over the 2018-2023 period (reaching €431 million as of December 31, 2023).

The Group's recent robust financial performance and healthy financial position are also a testament to the Group's successful deployment of its acquisition strategy. Since 2022, the Group has executed 22 acquisitions, strengthening its expertise and geographical coverage and contributing to the Group's growth. The Group's approach to acquisitions is characterized by a structure that favors optimal integration post-acquisition, including through a strong emphasis on cultural fit and a partnership model. This approach is designed to increase the probability that the acquisitions will be accretive beyond the short-term and generate a return on its investment. See also Section 7.3.2, "Strategies" for a discussion of the Group's acquisition strategy.

Building on the strength of its business model and its healthy financial condition, the Group believes that it is in a solid position and has the required financial flexibility to continue delivering shareholder value without compromising on the investments required to remain a leader in its field.

See Section 9.2, "Medium-term objectives" of this Prospectus for a discussion of the Group's financial objectives.

7.3.1.5 *Experienced management team supported by a long-term reference shareholder*

The Group benefits from a highly experienced and stable management team, driven by its Chief Executive Officer, Yannick Bolloré, and supported by a key reference shareholder.

Bolloré SE has been a reference shareholder for the Group since 2005, following its initial investment in 2004. The Chief Executive Officer of the Group, Yannick Bolloré, has been at the helm of the Group since 2013 after joining in 2011. Mr. Bolloré has an in-depth knowledge of the Group's business and industry and is supported by a highly experienced management team. Together, they bring decades of expertise across the communications and marketing industry. With an average tenure of 18.5 years, the management team possesses the deep operational experience to guide the Group through its next stage of development and to carry out its strategic initiatives. The Group's management continues to be strongly committed to the Group's ambition to make a meaningful difference to brands, businesses and people, and focused on achieving the objectives of the Group's CSR approach.

Upon completion of the Distribution, Bolloré SE will beneficially own 30.4% of the issued share capital and 30.4% of the voting rights of the Company and be the reference shareholder of the Group. The Group believes that the continuing support, engagement with management and long-term growth vision of Bolloré SE as reference shareholder facilitates the Group's ability to execute its long-term strategy.

7.3.1.6 *Well positioned to capture growth in a growing market and complex ecosystem fueled by technological shifts*

The Group has consistently invested in its future and developed expertise, capabilities and technological tools on a global scale. These have strengthened the Group's standing as a partner and make it ideally positioned to seize the growth opportunities presented by an increasingly complex communications and marketing industry.

The Group operates across several key markets where advertising expenditure is expected to increase. According to Dentsu Global Ad Spend 2024, advertising expenditure is expected to grow at a compound annual growth rate of approximately 2.4%, 3.6%, and 4.9% in France, the United Kingdom and North

America (the Group's principal markets), respectively over the 2024–2026 period. In addition, according to the same source, the Group's key growth markets in India, Latin America and the Middle East and Africa are expected to deliver compound annual growth rates of 11.3%, 7.9% and 3.0%, respectively, over the 2024–2026 period, with India and Latin America projected to enjoy some of the highest growth rates for advertising expenditure over this period. The pharmaceutical sector is also expected to become one of the fastest-growing industry verticals, driven mainly by long-term macro trends such as ageing populations, competition, and product innovation, according to MAGNA's Advertising Forecasts, December 2023 update. Similarly, the Group believes that it is well placed to address the expected growth in the digital and retail advertising segments over the 2024–2026 period, including through the Group's e-commerce offering through Havas Market, fan and audience engagement-focused services through Havas Play, and its data analytics expertise, for example through CSA.

The evolution of the communications and marketing industry, including the digitalization of advertising and the development of new technologies, has made the Group particularly well positioned to capture this growth. In particular, the multiplications of formats, platforms and devices in a growing digital ecosystem have increased the importance for large advertisers to find sophisticated, nimble digital partners capable of assisting them in navigating this complexity, provide end-to-end capabilities and ultimately fuel growth.

This new, more complex reality where digital and technology tools are at the forefront presents numerous opportunities, validating the Group's investments in data, technology and AI to respond to its clients' needs. For example, the Group's capabilities to deliver at-scale content and services across several platforms allow it to fully exploit the significant increase in media space for the benefit of its clients. Similarly, because clients now expect advertisers to monitor customer journeys across all channels and ecosystems, the enhanced tools, organizational agility and cross-industry knowledge developed by the Group deliver exceptional added value that sets the Group apart.

The Group's commitment to adjust rapidly to an evolving environment is further evidenced by the unveiling of its "Converged" strategy in June 2024, which the Group has already successfully commenced deploying for certain of its clients.

7.3.2 Strategies

Advertising and media can be leveraged to cultivate a brand's reputation, to grow a client's business by connecting with audiences and to promote messaging that has a positive impact on society. The Group's value proposition is that its communications and marketing services can assist its clients in achieving these positive results through what the Group calls "meaningful" communication. This term embodies the notion that communications and marketing services should be created, produced and distributed in an effective manner in order to generate value for clients and businesses.

The Group is focused on enabling the creation, production and delivery of "meaningful" communications in the following ways:

- enhancing its model by further integrating various processes and tools that inform the creation, production and delivery of the Group's communications and marketing services, particularly through the implementation of the Group's "Converged" strategy;
- continuing to invest in data, technology and AI capabilities to continue to improve the effectiveness of its services and respond to client demands;
- attracting and retaining exceptional talent; and
- using the Group's expertise to offer impactful services that can contribute positively to society.

The Group also intends to supplement these areas of focus by pursuing a targeted acquisition strategy to expand the breadth of the Group’s geographic presence and communication and marketing services.

7.3.2.1 *Extending the Group’s integrated model*

The Group has developed a client-centric and integrated model that is underpinned by a decentralized but cohesive organizational structure, reflected in its Havas Villages and Centers of Excellence. See Section 7.3.1.1, “A world leader in communication and marketing characterized by a client-centric organization”.

Within an increasingly complex and rapidly evolving advertising ecosystem, the Group is implementing its new “Converged” strategy to more fully integrate the Group’s creative, media, production and technology capabilities in an effort to further improve the effectiveness of the Group’s services, support innovation and provide its agencies with a meaningful value proposition for the Group’s clients.

Specifically, “Converged”, which was introduced in mid-2024, is a global strategy comprising principally three elements: (i) deploying a data and AI-driven platform, or “operating system” (“OS”), for use by agencies across the organization, improving each phase of service delivery and streamlining processes, (ii) investments in data, technology and AI capabilities (as described in Section 7.3.2.2 “Focus on developing innovative solutions and leveraging investments in data, technology and AI”) and (iii) creating the position of Global Chief Client Officer to manage client relationships across the Group’s organization, aiming to further improve the consistency of services across the Group’s entities and areas of expertise, support competitive differentiation, enhance reactivity to client inquiries and issues, and provide a comprehensive global overview to help align strategies with client expectations and market trends. The overarching objective of the “Converged” strategy is to ultimately improve the Group’s value proposition and client experience.

The “Converged” OS is the result of over five years of investment to expand and consolidate the Group’s capabilities and data in a single platform that can be applied to deliver marketing and communication services across the Group’s agencies.

The “Converged OS” is a platform that embodies a four-step process:

- **(i) Intelligence:** this step leverages the Group’s access to an extensive number of data points through large and diverse datasets by centralizing it into a single data repository. This enables the creation of specific audience segments who share characteristics, behaviors, or demographics, providing a unified view of a large number of audience data points, resulting in increased efficiency (for example, by using all data available), reducing generic targeting and more accurately positioning the client’s brand to capture the consumers’ demand;
- **(ii) Design:** the Group’s teams integrates the insights derived from the intelligence phase in their design of the communications and marketing blueprints for the Group’s clients. Agency teams are able to use tools on the platform to help design communication and marketing plans. These tools include, for example, sophisticated, AI-based scenario planning tools to allocate budgets across markets, portfolio, channels and over time, as well as generative AI platforms to experiment with and visualize creative ideas and concepts.
- **(iii) Activation:** this step focuses on the manner in which to deploy the communication and marketing plans developed during the design phase. Agency teams are able to use tools on the platform to, for example, accurately target consumers using both deterministic (profile-based) and probabilistic (AI-based) matching, categorize product inventory based on its expected appeal, brand safety and carbon impact, and dynamically deliver content appropriate for the right audience and context by using generative AI; and

- *(iv) Measurement:* the measurement phase involves assessing the effectiveness of the communication and marketing plans, both before and after their activation, in an effort to maximize the clients' return on their investment. The Group leverages various models and algorithms to measure the delivery and outcomes of its plans, which can be visualized through global dashboards. Agency teams are also able to use this real-time data to optimize the messaging and media on an ongoing basis.

Once deployed across the full range of its expertise, the Group believes that the use of the “Converged” OS in the design, creation, production, automation, scalability and delivery of its services can help the Group generate a more attractive value proposition, deliver more effective and impactful communications and marketing services for current and prospective clients and, in turn, drive increased revenues and market share.

7.3.2.2 *Focus on developing innovative solutions and leveraging investments in data, technology and AI*

The Group is committed to seeking ways in which it can enhance its service offering in response to evolving client demands and invest in technologies in furtherance of this goal, including generative AI tools.

Clients are increasingly focused on communication and marketing services that can hold consumer attention to their brands. To that end, in 2023, the Group combined the expertise of two agencies in fan engagement (such as in sports, music, culture and gaming) and content marketing (which focuses on distributing content online to create brand awareness) to create Havas Play. The Group believes that Havas Play can leverage communities' passions, interests and hobbies to generate brand loyalty. Following its success in France, Havas Play's services are now offered globally across the Group, which the Group believes can be integrated with other of its services, such as Havas Market's e-commerce offerings, to drive growth in its business. Similarly, in 2020 the Group united 20 of its agencies under a common network to create Havas CX. This global network, present in 20 countries, brings together agencies that specialize in improving customer engagement, including expertise in digital transformation, customer experience design and customer acquisition and engagement. These include BETC Fullsix in France (combining creation and digital expertise to offer, among other services, experience design, content creation and delivery, product campaigns and activations, and customer relationship and data management), Think Design in India (design agency specializing in user experience and user interface) and Gate One in the United Kingdom (digital and business transformation consultancy). The Group believes that focusing on these offerings can help drive growth of its business, including by integrating Havas Play with other of its services, such as Havas Market's e-commerce offerings, and expanding its Havas CX offering in certain markets (such as the United States).

The Group is also focused on innovation through its dedicated research and development (“**R&D**”) and technology and data teams. The Group expects to continue its focus on exploring use cases for emerging technologies, including generative AI, machine learning and advanced data analytics. The Group believes these technologies have a wide range of applications, including the ability to be used to better inform and improve its clients' advertising choices, particularly in terms of modeling the expected target audience or calculating the effectiveness of media actions. Moreover, these technologies can be used to streamline the Group's content production, from development to content management, in an effort to deliver efficiency gains and cost savings to its clients. For example, the Group's global content-at-scale network, Prose on Pixels, which integrated several of the Group's production practices into a single offering, was enabled by the Group's investment in technologies.

The Group therefore intends to continue investing in what it believes to be the most effective data and technology and AI tools. As part of this effort, the Group announced in June 2024 an additional expected €400 million of investments, including in new capabilities, tools, international networks and strategic partnerships (in addition to payments in relation to earn-out and buy-out obligations related to past

acquisitions), between 2024 and 2027, as part of its “Converged” strategy. This would bring the total amount of investments made by the Group in such areas since 2014 to approximately €1 billion.

In the same spirit, the Group is also focused on entering into new, or deepening existing, partnerships with software developers. For example, the Group signed an agreement with Adobe in 2023, enabling its agencies to leverage Adobe’s generative AI and software suite. This partnership empowers approximately 5,000 users globally to integrate Adobe’s technology into the Group’s processes, including with respect to visualization, image search and resizing, production (content generation, personalization and optimization) and project management through Adobe Workfront. For example, with Adobe GenStudio, agencies can choose from a range of content creation techniques and methods. It also provides them with usage and performance data to evaluate the effectiveness of creative content and campaigns.

The Group also recognizes that AI has created challenges, including in respect of privacy and intellectual property rights and societal and ethical issues. The Group is closely monitoring AI-related legal developments, including in the European Union and the United States, is working to protect original content and has adopted the AI Charter, an internal ethical charter governing the use of AI, as well as the AI Policy, an internal policy that implements aspects of the AI Charter.

7.3.2.3 *Attract and retain exceptional talent*

The Group intends to continue its focus on attracting and retaining exceptional talent.

The Group stands out as a result of its diverse pool of highly skilled professionals that are deeply committed to delivering innovative and effective solutions to their clients. The Group is keenly aware that its ability to attract and retain internal and external talent, including creators, designers, authors, managers, programmers and developers, is key to the success of the Group.

The Group will aim to continue its efforts to retain and attract talent by promoting a culture that values collaboration, initiative, and continuous learning. In particular, the Group has developed a talent strategy through five core commitments to employees: (i) belonging, (ii) career, (iii) wellbeing, (iv) learning, and (v) impact. For example, the Group has implemented comprehensive global and local training and career development programs, designed to enhance employee skills and support their professional growth, such as “Havas Next Gen” and “Femmes Forward”, as well as the platform “Havas University”. The Group also conducts regular global surveys, such as “HavaSay”, to better understand the aspirations, expectations, and challenges of its teams, and refine its management practices, thereby ensuring it remains an attractive organization that effectively supports employee growth and satisfaction.

In addition, the Group seeks to empower its teams by placing a strong emphasis on leveraging data and technology. In particular, the Group has supported its teams through targeted AI modules and trainings. By giving them the ability to incorporate AI and machine learning in their creative and management processes, the Group is enabling them to work more efficiently and effectively, and to boost their performance over time. Because generative AI reduces content production costs, it further enables the Group to redirect investments into content quality, creation and talent and, in turn boost its performance.

The “People” pillar of the Group’s CSR strategy also reflects the Group’s commitment to foster an inclusive workplace that prioritizes the well-being and professional development of its employees, recognizing that varied perspectives enhance creativity and innovation. See Section 7.8, “*Corporate social responsibility*” for a discussion of the Group’s CSR strategy.

7.3.2.4 *Pursue a disciplined acquisition strategy*

The Group has adopted a disciplined external growth strategy that seeks to add value to the Group by:

- acquiring agencies that can strengthen the Group’s footprint in its existing markets, while selectively expanding the Group’s geographic coverage in markets it believes have significant growth potential;
- integrating agencies with capabilities or expertise that the Group believes can reinforce its own communications and marketing services, focusing on opportunities to strengthen the Group’s creative expertise and its specialized global offerings in an effort to enhance cross-selling; and
- emphasizing the need for a strong cultural fit between the Group and the management of potential targets.

The Group’s acquisition strategy is underpinned by quantitative investment criteria, including selecting targets that the Group believes can deliver double digit returns on investment and that can be accretive to the Group’s Adjusted EBIT margins. The Group also considers recent comparable acquisitions to evaluate the appropriate purchase price. Moreover, for most of its acquisitions, the Group has adopted a partnership model whereby the Group typically acquires target businesses in tranches over time. These buy-out arrangements (and sometimes earn-out arrangements) are designed to encourage talent retention and align incentives in respect of longer-term business performance. By applying these qualitative and quantitative criteria, the Group is able to narrow the list of potential targets (typically generating a list of approximately 25 suitable targets each year) and, since 2017, has been able to execute on between five to ten agency acquisitions each year.

The Group intends to continue its disciplined external growth strategy, which is supported by a positive track record. Over the period 2017-2023, the Group estimates that contributions to net revenue from new acquisitions¹ represented, on average, approximately 1.5% of its net revenue (approximately EUR 40 million) per year. Most recently, the Group has executed 22 acquisitions since 2022, including notably Uncommon in the United Kingdom and PivotRoots in India. Havas has also been recognized as the top M&A buyer in 2023 among advertising holding networks according to the COMvergence’s Key Highlights 2023 Report and the top M&A buyer among the holding networks and strategic buyers according to Ciesco’s 2022 Global M&A Review & 2023 Outlook and Ciesco’s 2023 Global M&A Review & 2024 Outlook. The Group is aiming to generate contributions to net revenue from new acquisitions averaging between EUR 40 million and EUR 50 million per year over the medium term, driven by the execution of the Group’s external growth strategy.

7.4 Business

7.4.1 Business lines

The Group operates three main business lines globally: (i) Havas Creative, (ii) Havas Media and (iii) Havas Health. The following table provides a breakdown of the Group’s net revenue by business line for the year ended December 31, 2023 and for the six months ended June 30, 2024.

(in EUR millions, except percentages)	Year ended December 31, 2023		Six months ended June 30, 2024	
Net revenue:				
Havas Creative.....	1,055	39.1%	536	41.0%
Havas Media.....	972	36.1%	466	35.6%
Havas Health.....	654	24.3%	296	22.6%
Others/eliminations.....	14	0.5%	10	0.8%
Total.....	2,695	100%	1,308	100%

¹ Contribution to net revenue from acquisitions in a given year (N) represents: (i) the net revenue generated by agencies acquired in the prior year (N-1) in such year (N), plus (ii) the net revenue generated by agencies acquired in such year (N) starting from the date such agencies are consolidated into the Group’s consolidated financial statements.

7.4.1.1 *Havas Creative*

Havas Creative delivers a wide range of creative services, including advertising creation and solutions, brand and design expertise, content production, marketing services, customer experience, public relations, public affairs and corporate communications, partnership, sponsorship and event solutions, business consultancy and transformation.

Specifically, Havas Creative comprises the following areas of excellence, where the various agencies providing such services collaborate as part of the Group’s “Converged” strategy: (i) *advertising creation*, (ii) *customer experience and business transformation*, (iii) *production of personalized content*, (iv) *strategic communication and influence* and (v) *event and experiences*.

(a) **Advertising creation**

In a world increasingly awash with information and content, the Group’s advertising agencies play a crucial role in creating original and memorable campaigns that enable brands to stand out, transform themselves and drive better business results.

Havas Creative combines strategic and creative expertise across advertising and communications to make a meaningful difference to brands. In particular, Havas Creative brings together some of the most creative and accomplished agencies in the industry when it comes to brand strategy and advertising, such as Havas London, Havas New York and Havas Paris. In addition to agencies operating under the Havas brand, Havas Creative also includes industry heavyweights, such as:

- BETC, a full-service network offering strategic, creative and technology experience to reinvent how brands engage;
- Arnold, an integrated advertising agency that believes creativity should always be a lever for growth;
- Battery, a full-service creative and media advertising agency;
- BLKJ, a creative company that engineers marketing moments for brands in culture, entertainment and media;
- Boondoggle, human-centered full-service creative agency with agile design thinking approach at its core;
- Buzzman, an advertising agency focusing on innovative concepts beyond traditional advertising;
- Camp + King, a full-service advertising agency helping brands grab a bigger piece of the conversation;
- One Green Bean, which helps brands outperform through creativity that drives conversation;
- Rosa Paris, an integrated advertising agency providing a one-of-a-kind environment where talent and clients thrive; and
- Uncommon (since 2023), a multi-award winning London-based agency.

To address client needs, the Group also provides brand and design services, notably through the Conran Design Group, which is a network for brand and design consultancy that includes approximately 200 professionals and is located in four main hubs: the Conran Design agency in the United Kingdom, the W&Cie agency in France, the Conran Design agency in Mumbai and the Conran U.S. agency in New

York. The Conran Design Group provides clients with brand-centered solutions with respect to overall strategy, design, communication and engagement, ranging from defining and designing a brand's direction to creating unique brand experiences.

(b) **Customer experience and business transformation**

By putting their customers' needs and expectations at the heart of every interaction, the Group's clients seek to create strong and lasting experiences that foster satisfaction, engagement and loyalty.

Havas Customer Experience (also referred to as "**Havas CX**") offers clients the ability to create innovative, bespoke experiences throughout their customers' journeys as a strategic investment to ensure brand sustainability in a competitive environment. This global network, with a footprint spanning 20 countries, houses the capabilities of the Group's agencies specializing in customer experience, such as:

- Gate One in the United Kingdom, offering digital and business transformation consultancy;
- the Ekino network in France, the United Kingdom and Vietnam, focused on the development of technologies for digital transformation;
- BETC Fullsix in France, combining creation and digital expertise;
- Havas Toronto, providing user-centric technology and experience-led design;
- Havas Health CX, mainly in the United States, covering digital marketing transformation for the health and wellness business;
- Inviqa in the United Kingdom, offering digital products and platforms for customer experience;
- Havas CX New York, providing digital expertise for customer experience;
- Project House in Turkey, delivering digital solutions and experience design; and
- Think Design in India, a design agency specializing in user experience and user interface.

(c) **Production of personalized content**

To create and deliver automated, impactful and personalized content on a large scale, the Group relies on Prose on Pixels which is the Group's global content-at-scale network ("**POP Network**"). This network offers state-of-the-art capabilities to create, scale and personalize content to improve brand and business outcomes for the Group's clients. The POP Network includes 14 studios globally and employs 600 people, all working as one based on the Group's "Audience-First Production Model", a unique approach to production that delivers strong connections between a brand and its intended audience. The main studios of the POP Network are located in the United States, France, the United Kingdom, the Czech Republic and Costa Rica.

The POP Network is powered by AI and emerging technologies, partnerships with top-tier technology providers, a focus on sustainability, and world class talent that spans production design, development and delivery. The "Audience-First Production Model" is designed to allow businesses and brands to maximize their production investment through various channels in the audience's journey, including the full spectrum of media channels (print, video, audio and digital). This model is intended to provide more effective content, less waste and a better return on investment for the Group's clients.

(d) **Strategic communication and influence**

The Group also helps its clients develop and implement advocacy strategies through press relations, public affairs, advisory services, financial communications, crisis management and events. Most notably, the Group is represented in these fields by H/Advisors, a global strategic advisory group, and Havas PR Network, which offers a wide range of public relationship services in a variety of markets.

The Group has established H/Advisors, a global strategic advisory network that employs more than 700 consultants in 23 countries across 19 agencies around the world. H/Advisors stands out with bespoke and holistic communications strategies that reach and influence core stakeholders at the most critical moments. The expertise developed by H/Advisors extends across corporate communications and investor relations, including mergers and acquisitions and activism, public affairs, crisis management, change management, sustainability, ESG and litigation. H/Advisors has also developed an exceptional strategic approach combining local market expertise, seamless cross-border collaboration and a global scale that enables the Group's clients to achieve their goals. In terms of clients, H/Advisors serves publicly traded companies, private equity and investment firms, and education and philanthropic institutions.

The Group also offers public relations services through its Havas PR Network, which covers areas such as reputation management, consumer goods and lifestyle, street marketing and strategy activation. The Havas PR Network operates in 32 countries with 40 agencies, including Havas Formula in the United States, One Green Bean in the United Kingdom and Australia, and Havas Red Network in the United States, Australia, Middle East, United Kingdom, Spain, Germany and Singapore.

(e) **Events and experiences**

The Group also offers comprehensive event services, including strategic planning, artistic direction, design and content creation, technical support, logistics and production, as well as digital solutions. With renowned agencies such as Havas Events and Shortcut Events in France, and Shobiz in India, empowered by a wide international network, the Group creates memorable experiences, including for major international events, and redefines the experiential landscape for its clients and their audiences.

7.4.1.2 *Havas Media*

The objective of Havas Media is to create and deliver premium media experiences for the Group's clients, providing them with the right media and content to connect with their target audience. The range of services provided by Havas Media includes media planning, programmatic buying, performance marketing, mobile data consulting, retail media and e-commerce, out-of-home and geo-targeted advertising, social media, experiential and fan engagement.

Havas Media aims to create value for brands beyond paid media and its activity is split among the following areas: (i) *media consulting and investment*, (ii) *fan engagement*, (iii) *retail media and e-commerce*, (iv) *media performance* and (v) *data analytics*.

(a) **Media consulting and investment**

Havas Media is centered around creating premium media experiences for the Group's clients by connecting with targeted audiences through major global brands, including: (i) "Havas Media", which has a global reach and comprehensive offering and caters to large, multinational clients looking for integrated media solutions; (ii) "Arena Media", which pools experts in consumer behavior and seeks to harness the power of paid media to deliver a wider, richer communications experience to clients and their customers; and (iii) "Forward Media", which offers bespoke services in the luxury sector. Havas Media also operates through specialist brands, such as "79" in France, which specializes in media strategy consulting, adtech and data marketing.

Havas Media's expertise is driven by Media Experience (also referred to as "Mx"), a process that seeks to translate consumer insights into growth objectives for the Group's clients. In particular, Mx seeks to find the most meaningful media for the Group's clients and to connect them with their target audience, including by identifying their individual circumstances and the content to which they are responsive. Mx uses the "Mx Brief" tool to improve the clarity, consistency, and creativity of its output, working with brands to build a systematized brief, consistent across its global network. In addition to Mx, the Group has developed powerful modeling tools, including as part of the Group's "Converged" operating system, which uses AI to provide cross-platform and transparent audience planning, designed to address an environment in which third-party cookies are increasingly being blocked, disabled and subject to a potential phase-out.

(b) **Fan engagement**

Havas Play, which has gone global following its success in France, was founded on the belief that activating brands where consumer passions are at play drives more meaningful engagement and increased purchases. Indeed, the Group's clients increasingly want a partner capable of supporting them in new areas of expression and offering them solutions that inspire passion in consumers and communities.

Havas Play offers clients an exceptional vision and offer on the market, where all sorts of entertainment meet (sport, media, video games, social media and Web3). Amplified by integrated media and influence tools, Havas Play focuses on experiences that put brands at the center of culture and harness the power of consumer passions, ranging from the arts and technology to healthcare and consumer goods.

As a dedicated network within the Group, Havas Play unifies existing agency brands and expertise within the organization around this common theme, scaling across all the Group's major markets. With this strategy at the forefront, Havas Play leverages existing talent to provide strategy, ideation, project management and distribution across a range of core services, such as partnerships, influencer marketing, experiential and live events, sponsorships, social media activation and amplification, and branded entertainment.

(c) **Retail media and e-commerce**

Platform models and retail media feature among the most powerful growth and profitability drivers for the Group's clients today. Through its Havas Market offering, present in 23 countries, the Group provides a holistic approach to retail media and e-commerce focused on the activities of its clients to improve shopping experience for their consumers and generate additional revenue for brands across all sales channels.

Havas Market is centered around five key pillars:

- strategic consulting, where Havas Market leverages its knowledge of the customer base targeted by its clients, e-commerce operating models and resulting business opportunities;
- operations, where Havas Market seeks to optimize product mix, availability and fulfillment across all platforms for its clients;
- content and performance, where Havas Market is able to craft compelling content and assist with addressing e-commerce sales challenges through product optimization;
- paid performance, where Havas Market aims to improve target visibility and attractiveness for its clients to increase demand from existing and prospective customers across various e-commerce sales channels; and

- sales analytics, where Havas Market is able to effectively track and forecast media performance, sales and stock inventory across all e-commerce sales channels.

Through the services it offers, Havas Market’s purpose is to empower consumers through their entire shopping journey, ultimately generating incremental business for its clients.

(d) **Media performance**

With the rise of digital technologies and advanced analytics tools, performance marketing has become an essential tool for the Group’s clients. To meet these needs, the Group has developed specialist capabilities in performance marketing allowing its clients to maximize the return on their advertising spend and achieve their goals efficiently.

The Group’s Edge Performance Network (“**EPN**”) is a large, worldwide full-service performance marketing group. EPN provides an international resource for clients who seek an integrated performance marketing approach at a global level.

EPN is vertically integrated, offering clients experience and expertise in all aspects of performance marketing, from analytics to strategy, creative and production, media planning and buying across all channels, as well as the industry’s top attribution and modeling capabilities. This integrated approach also enables the Group’s clients to change their perception of their media expenditures (from a cost to an investment) as it allows them to work towards optimizing their brand and business to obtain the desired outcomes.

(e) **Data and analytics expertise**

CSA is an international agency with a mission to bring meaning and value to clients’ datasets to accelerate their business growth. CSA brings data and analytics expertise, specializing in data analysis, predictive modeling and marketing campaign optimization. It also offers standalone services to clients, including end-to-end data and technology solutions.

CSA serves brands at all stages of data maturity, combining a deep understanding of the businesses of the Group’s clients with in-network data and technology expertise to provide a holistic view of marketing performance. Specifically, CSA is articulated around three areas of expertise:

- CSA Consult, which is a global network of experts that seek to enable their clients to reach their strategic goals with the help of data and technology;
- CSA Tech, which is a suite of digital tools and services guiding the Group’s clients towards adopting best-in-class technology capabilities to drive their transformation agenda, including in relation to data management, audience targeting, data optimization, digital solutions and AI; and
- CSA Science, which is a suite of capabilities and proprietary tools that emphasizes data measurement and analytics in the clients’ marketing efforts.

The Group believes that the increasing restrictions on third-party cookies and their potential phase-out will present significant opportunities for CSA as clients seek to improve their technology stacks and use alternative measurement services, such as through econometrics and incrementality testing, to compensate for a loss of data collected through cookies.

7.4.1.3 *Havas Health*

Havas Health unites Havas Life, Havas Lynx, and Jacques, all wholly owned health and communications networks, with the consumer health businesses and practices of Havas Creative. The

network has the talent, tenacity, and technology that health companies, brands, and people need to thrive in today's world.

As one of the leading health advertising and communications organizations in the world, with a clientele that includes some of the largest pharmaceutical companies in the world, Havas Health creates ideas and experiences to change the way people think about wellness. Using innovative technology to turn creative ideas into meaningful outcomes, Havas Health offers a comprehensive range of services to help brands across the healthcare sector to achieve their goals and contribute to improving the health and well-being of people around the world.

Havas Health caters to a large spectrum of professionals, including the pharmaceutical industry, public authorities, biotechnology companies and consumer brands, and a wide span of products, ranging from prescription or over-the-counter drugs to health solutions (for example, devices and technology that support the delivery of healthcare).

With a view to supporting the Group's clients and their advertising efforts, Havas Health has developed core competencies in the following areas to serve the needs of professional and consumer brands in the healthcare and wellness sector:

- audience engagement, including public relations, public health, patient engagement, advocacy and corporate communications, medical communications, and rare diseases;
- channel optimization, including branding and design, customer relationship management, media, production, creative adaptation and execution, crisis management, business transformation and events;
- digital and technology, including AI, innovation and prototyping, customer engagement, data analytics, product commercialization, social and e-commerce; and
- content production, including content strategy and tailoring, patient engagement, events, audiovisual and cinema, music, publishing and distribution.

In addition, Havas Health includes specialty agencies, mainly in the United States and in the United Kingdom, such as Symbiotix and Sciterion (with a focus on science-based medical communications, medical education and medical affairs), Gemini (with a focus on market access) and Faze (with a focus on clinical trial recruitment).

7.4.2 Geographic presence

As one of the world's largest by revenue and most established global communications and marketing groups, the Group has a broad global footprint. The Group's geographic segments are Europe, North America, Asia-Pacific, Middle East and Africa, and Latin America. A summary of the Group's presence and trends in each of these markets is included below.

Net revenue by geographic segment for the year ended December 31, 2023 and for the six months ended June 30, 2024 were as follows:

	<u>Year ended</u> <u>December 31, 2023</u>		<u>Six months ended</u> <u>June 30, 2024</u>	
(in EUR millions, except percentages)				
Net revenue:				
Europe.....	1,289	47.8%	655	50.1%
North America.....	984	36.5%	454	34.7%
Asia-Pacific, Middle East and Africa.....	247	9.2%	116	8.9%
Latin America.....	176	6.5%	87	6.7%
Eliminations.....	(1)	N/A	(4)	N/A
Total.....	2,695	100%	1,308	100%

7.4.2.1 *Europe*

Europe is the market from which the Group originates and, among other countries, covers France, the United Kingdom, Spain, Germany and Italy. The Group enjoys large market shares in these European countries which it considers strategically important given their significant contributions to the Group's net revenue. The Group's presence in Europe has grown to over 11,000 employees across roughly 170 agencies in 25 countries and 49 cities over the course of its operating history. Europe accounted for 48% of the Group's net revenue for the year ended December 31, 2023 and 50% for the six months ended June 30, 2024. The full range of the Group's marketing and communication services is available in this region with Havas Creative ranking first in terms of share of net revenue within the Group in this region and Havas Media and Havas Health following as second and third, respectively.

7.4.2.2 *North America*

North America covers the United States and Canada, and constitutes the world's largest communications market. For this reason, North America is key for the Group as it accounted for 36% of the Group's net revenue for the year ended December 31, 2023 and 35% for the six months ended June 30, 2024. With over 4,000 employees across roughly 40 agencies as of 2023, the Group maintains operations in New York, Chicago, Boston, Los Angeles, and Washington DC, which are generally recognized as important hubs in the advertising field. Havas Creative's activities account for a large proportion of the Group's net revenue in this geographic operating segment. Havas Media has also been expanding rapidly over the past 10 years in this geographic operating segment. North America is the primary market for Havas Health.

7.4.2.3 *Asia-Pacific, Middle East and Africa*

Asia-Pacific, Middle East and Africa covers India, Singapore, Australia, China, Japan, Indonesia, Cambodia, Korea, Taiwan, Thailand, Philippines, the United Arab Emirates, Saudi Arabia, South Africa and ten other countries in Africa. This geographic operating segment includes more than 4,000 employees across roughly 75 agencies in 29 countries and 43 cities. The Group has recently made significant investments to grow its service offerings in this region. Recent acquisitions include Pivot Roots, Think Design, Shobiz and PR Pundit in India, Front Networks in China, BLKJ and Klareco in Singapore, and Hyland, Bastion, APA and Frontier Australia in Australia. Havas Creative and Havas Media account for a large majority of the Group's net revenue in this geographic operating segment. Havas Health's activities have only recently commenced having an impact on the Group's net revenue in this geographic operating segment (although they have enjoyed a strong start in China, Japan and Australia).

7.4.2.4 *Latin America*

Latin America covers Mexico, Peru, Brazil, Argentina, Chile, Uruguay, Colombia and Costa Rica, and grew organically as a result of the extension of the Group's networks. The Group's footprint in Latin America, numbering over 3,000 employees across roughly 44 agencies, results from a number of global clients that engaged the Group to accompany their development in this region in the 1990s, particularly those services delivered by Havas Media. Offices in Latin America have been progressively opened in additional countries in this region to service such long-standing clients. The Group's Havas Creative business line also contributes to net revenue in this region. Havas Health's activities have also started to grow in Mexico, Brazil and Costa Rica.

7.4.3 Clients and industry verticals

The Group offers advertising, communications and marketing services to a diversified portfolio of local and global clients active in a variety of industry verticals.

7.4.3.1 *Main clients of the Group*

The Group's top ten clients accounted for 21.7% of the Group's net revenue for the year ended December 31, 2023 and 20.0% for the six months ended June 30, 2024. The Group has an extensive and diversified client base, ranging from large multinational corporate clients to local clients.

7.4.3.2 *Main industry verticals served by the Group*

Key industry verticals served by the Group include healthcare and wellness, finance, consumer goods, TMT, food and beverages, industries and services, travel and entertainment, retail and automotive, which accounted for 88.5% and 86.0% of the Group's consolidated net revenue for the year ended December 31, 2023 and the six months ended June 30, 2024, respectively.

Net revenue by industry vertical for the year ended December 31, 2023 and the six months ended June 30, 2024 were as follows:

	<u>Year ended</u> <u>December 31, 2023</u>		<u>Six months ended</u> <u>June 30, 2024</u>	
(in EUR millions, except percentages)				
Healthcare and wellness.....	826	30.7%	380	29.0%
Others.....	319	11.8%	183	14.0%
Finance.....	251	9.3%	117	9.0%
Consumer goods.....	234	8.7%	110	8.4%
TMT.....	219	8.1%	108	8.2%
F&B.....	214	7.9%	110	8.4%
Industries & Services.....	191	7.1%	91	7.0%
Travel & Entertainment.....	162	6.0%	80	6.1%
Retail.....	142	5.3%	63	4.8%
Automotive.....	137	5.1%	66	5.1%
Total.....	2,695	100%	1,308	100%

7.5 **Industry and competition**

7.5.1 Advertising and communications services industry

7.5.1.1 *Global advertising spend*

Global advertising spend is a significant driver of the financial performance of the advertising industry as it is a general indicator of the level of advertising budget allocated by clients and, in turn, the volume of potential business available to advertisers. Among other factors, domestic and worldwide economic and political conditions are expected to have a major impact on global advertising spend. See "*The Group's business, financial condition, results of operations and prospects are highly susceptible to adverse Macroeconomic conditions*" in Section 1, "*Risk Factors*" of this Prospectus for a further discussion of the impact of macroeconomic conditions on the Group.

According to Dentsu Global Ad Spend 2024, global advertising expenditure has been increasing with a year-on-year growth of 8.2% and 3.3% for each of the years ended December 31, 2022 and December 31, 2023 reaching \$696 billion and \$719 billion, respectively. A similar trend was observed in the Group's principal markets as advertising expenditure grew steadily for each of the years ended December 31, 2022 and December 31, 2023 with a year-on-year growth of 6.6% and 4.9% in France, 8.9% and 6.2% in the United Kingdom and 12.6% and 2.2% in North America, respectively. Similar growth trajectories were also observed for each of the years ended December 31, 2022 and December 31, 2023 in Latin America, Asia-Pacific and the Middle East and Africa, each showing strong year-on-year growth for advertising expenditure.

This trend is expected to persist going forward, with global advertising expenditures forecasted to grow at a compound annual growth rate of approximately 4.2% over the 2024-2026 period, reflecting an

increase from approximately \$755 billion in 2024 to \$819 billion in 2026, according to Dentsu Global Ad Spend 2024. In particular, digital advertising expenditures (which include advertising delivered on desktop, mobile and internet-connected devices) are expected to increase to \$450 billion in 2024 with a compound annual growth rate of approximately 6.3% over the 2024-2026 period, according to Dentsu Global Ad Spend 2024. With respect to retail advertising (which is a subset of digital advertising and focuses, among other delivery channels, on advertising through websites or apps engaging in e-commerce) expenditures in particular, eMarketer's Worldwide Digital Ad Spending Forecast H2 2024 Update forecasts that it will grow to approximately \$140 billion in 2024 with a compound annual growth rate of approximately 20.1% over the 2024-2026 period. The Group believes that it is well placed to address the expected growth in global advertising expenditures, particularly in the digital and retail segments, especially in light of its e-commerce offering through Havas Market, fan and audience engagement-focused services through Havas Play, and its data analytics expertise, for example through CSA.

In terms of geographic footprint, Dentsu Global Ad Spend 2024 predicts that, for 2024, most of the growth in global advertising expenditures is expected to be driven by the Americas (47%), followed by the Asia-Pacific region (31%) and Europe, Middle East, Africa (22%). Looking ahead, over the 2024-2026 period, the Group's principal markets are expected to grow at a compound annual growth rate of approximately 2.4% in France, 3.6% in the United Kingdom, and 4.9% in North America. In addition, the Group's key growth markets in India, Latin America and the Middle East and Africa are expected to deliver compound annual growth rates of 11.3%, 7.9% and 3.0%, respectively, over the 2024-2026 period, with India and Latin America projected to have among the highest growth rates for advertising expenditure over this period.

7.5.1.2 *Industry trends*

Advertising is a rapidly growing industry that is constantly evolving in a highly competitive, increasingly complex marketplace. Key advertising industry trends which the Group believes may affect its financial performance are summarized below.

- **Adaptation to change** – The advertising industry is undergoing significant changes in a very dynamic environment, including as a result of rapid technological advancements, the convergence of e-commerce and marketing, the development of dedicated markets, changing client expectations, media fragmentation, the continued prominence of connected devices and the emergence of new digital formats, the rise of generative AI, increasing restrictions on the use of third-party cookies and uncertainty regarding their future availability, a continued focus on data protection and polarization around environmental and social issues. For these reasons, advertisers must show a high degree of agility, commitment to innovation and culture of change to remain relevant and deliver at the highest level.
- **AI at the forefront** – The opportunities offered by AI to advertisers are expected to have a profound impact on the market, the tools used by agencies, the expectations of their clients, and the nature of the content and services delivered, meaning that advertisers have to adapt, invest and proactively redesign the way they conduct business, win clients and provide services going forward.
- **The role of culture** – By understanding and integrating cultural contexts, brands can forge deeper, more meaningful relationships with their audiences and clients by delivering immersive experiences. Accordingly, advertisers are expected to tailor and personalize the content they produce and the services they deliver to the cultural context of their clients' audience.
- **The rise of activism** – Brand activism is on the rise and consumers are increasingly showing awareness of brands' positioning on certain social and political issues. Similarly, advertisers have to be cognizant of the values and attitudes of the market at hand to deliver content and services that are aligned with the values supported by clients and their target audience.

- Cross-media measurement – The need for a holistic view of audience behavior, including as a result of the multiplication of media platforms and the rise of omni-channel marketing, is prompting advertisers to pursue cross-media measurement solutions. Advertisers have to adapt to such new realities, especially in digital advertising, by developing appropriate tools to access real-time data insights and maximize the effectiveness of their campaigns by personalizing them.

7.5.2 Competitive landscape

The communications and marketing services industry in which the Group operates is highly competitive, demanding and constantly changing. The competitive strength and profitability of companies operating in this industry depend on many different factors, including client perception of the quality of creative work, client confidence in the ability to protect the confidentiality of their and their customers' data, relationships with key personnel, the ability to develop solutions that meet client needs, the ability to leverage analytics and generative-AI enabled tools, the quality and effectiveness of services and the ability to efficiently serve clients, particularly large multinational clients, on a broad geographic basis.

The Group's agencies and media services compete with other agencies and other providers of creative, advertising, marketing or media services to maintain existing client relationships and win new clients and accounts. The Group's main competitors range from major international firms to smaller agencies that only operate in a limited number of local markets, regions or countries. Among the international firms, the Group's competitors include larger international advertisers such as Publicis, IPG, WPP, Omnicom, and Dentsu (all of which are publicly listed and significantly larger than the Group by revenue for fiscal year 2023), and competing consulting firms such as Accenture. See Section 2.4, "*Market and industry information*". The Group also competes with relatively new market participants, including from outside the traditional communications and marketing industry. For example, the Group also competes with large technology companies that are increasingly operating in certain segments of the industry. New competitors also include operators such as consulting firms, digital native pure players, systems integrators, database marketing companies and modeling or performance companies which offer technological solutions to communications and marketing needs expressed by clients. The competitive landscape is also impacted by a trend whereby brands and clients increasingly rely on in-house capabilities and shift some of the tasks traditionally managed by creative groups to their internal agencies.

7.5.3 Industry recognition

The Group has been consistently awarded honors and recognitions across various industry disciplines over the years for the impact, quality and effectiveness of its work. The Group was particularly successful recently with its agencies winning a total of 1,389 awards and best-of rankings in 2023 and receiving accolades at the world's most prestigious festivals and ceremonies. The Group continued to shine in 2024 as demonstrated by the recent significant industry recognitions listed below.

- BETC was ranked the first creative agency in the world by WARC, the global authority on marketing effectiveness that evaluates agency and campaign performance, in its 2024 Rankings, marking the first time a French agency managed to reach this prestigious position. Havas Creative and Havas Media were also ranked by WARC in the top six Creative and Media Agency Networks, respectively, and the Group in the top five Holding Companies under both Creative and Media rankings. Five agencies of Havas Creative also saw their work listed by WARC in the Top 100 Creative Campaigns, including Havas Paris for its "Anne de Gaulle" campaign which was part of the top ten. As for Havas Media, eight agencies were mentioned in the Top 100 Media Campaigns listed by WARC, including Havas Play France for "Adopt A Mod" and HOY Buenos Aires with "I Don't Remember" in the top ten.

- First French agency to receive this award, BETC Paris received a Grand Prix at Little Black Book's The Immortal Awards with their campaign "Papa" for Canal+.
- At the Cannes Lions, the International Festival of Creativity, held in Cannes in June each year, 12 Group agencies (Arnold Boston, BETC Paris, BETC Havas Brazil, Buzzman, Havas Costa Rica, Havas Germany, Havas Lynx UK, Havas Paris, Havas Republica, Havas PR Pundit, One Green Bean, and Uncommon) won a total of 25 awards, including three Gold Lions, ten Silver Lions and twelve Bronze Lions. Among the awarded agencies, Uncommon won a Gold Lion and three Silver Lions with the "Windows" campaign for British Airways, as well as a Gold Lion for Havas Germany with "The Big Shake Up" for Aktion Deutschland Hilft, and Buzzman a Gold Lion for its work for Burger King, with "The Unnoticeable Whopper". The 2024 edition of Cannes Lions is an exceptional vintage for the Group, with an increase of 32% in the number of awards won across four continents compared to 2023. On this occasion, Jacques Séguéla, honorary Chairman of Havas' Creative Council, also received the prestigious Lion of St Mark lifetime achievement award.
- At the 2024 Clio Awards, the Group's agencies received significant recognition, with 49 awards, including one Grand Prix by Havas Gurisa for Loterías y Quinielas del Uruguay, the first ever Grand Prix for the Latin America region. In addition, Havas London won Gold with "Me, My Autism & I" for Vanish, as did BETC with the "Papa" campaign for Canal+ and "Rob it to get it" for Distance.
- Finally, the Group was named second among the best 20 networks in the 2024 ACT Good Report, a ranking developed in 2014 to promote sustainability and social responsibility and raise awareness of major social and environmental issues by ACT Responsible, an international non-profit association affiliated with the United Nations' Department of Global Communications and Global Compact, in collaboration with WARC. Havas Paris also achieved the third place, among the best 25 agencies, and "Anne de Gaulle" by Havas Paris, "The Best Religion is Love" by Havas Peru, and "Winter in Germany" by Havas Germany were among the Best 40 Campaigns for Good.

7.6 Technology, data, AI and research

The Group is committed to innovation and excellence through its R&D activities, which are pivotal to sustaining its leadership in the global communications and advertising sectors. The Group invests significantly in cutting-edge technologies to enhance its service offerings, optimize campaign effectiveness and drive client success. Through its dedicated R&D teams and supported by more than 2,200 data, technology and customer experience specialists, the Group seeks to both enhance the effectiveness and efficiency of its current services and pioneer new solutions that set benchmarks in the communications and marketing industry. This commitment to R&D is at the core of the Group's strategic vision to remain at the forefront of this dynamic and competitive market.

The Group's R&D initiatives typically take an applied form and are anchored in comprehensive market research, data analytics and consumer behavior studies, enabling the Group to anticipate trends, offer services in line with evolving client expectations, and deliver highly personalized and impactful advertising solutions to its clients. The Group also invests significant resources in data processing capabilities in order to be in a position to advise its clients in their advertising choices, particularly in terms of modelling the expected target audience reach or calculating the effectiveness of media actions.

Moreover, the Group collaborates with technology partners and industry experts to foster a culture of continuous learning and innovation. For example, the Group has developed training and information-sharing tools for employees, such as Havas University and Agora. The Havas AI Collective also aims to keep employees up to date on the latest generative AI trends, applications, and trainings, providing them with the opportunity to ask questions to experts. These collaborations facilitate the exploration of emerging technologies, including generative AI, machine learning and advanced data analytics, which

are integral to developing the next-generation of its advertising tools, services and platforms for its clients.

In addition, the Group also conducts proprietary studies on certain key topics of interest to the Group and its clients in order to gain deeper insights into consumer behavior and social change (for example, the Group's Meaningful Brands study, which was designed as a barometer of consumer behavior and aspirations, its Citizen Brands study, which is an evidence-based brand and design framework created to help brand leaders meet the needs of both the individual and society, or periodic prosumer reports produced by the Group).

See Section 7.3, "*Strengths and strategies*" for a description of the Group's focus on innovative solutions in relation to data, technology and AI.

7.7 Intellectual property

The Group possesses an extensive portfolio of intellectual property ("IP") assets that are integral to its operations and competitive edge. The Group's IP assets include, among others, a wide array of trademarks, copyrights and trade secrets that support its innovative capabilities and market positioning. The trademarks held by the Group are particularly important as these protect its brand names, logos, slogans and other distinctive identifiers across its global network, thereby ensuring brand integrity and recognition and safeguarding the Group's reputation and market presence in the highly competitive advertising industry. Such trademarks comprise Havas and its variants, Arnold, Arena, Havas Media, Havas Play, Havas Edge, Havas Events, Havas Life, BETC, CSA, Gate One, Ekino, Sciterion, Conran Design, Uncommon Creative Studios, H/Advisors, Prose on Pixels, Forward Media and FullSix.

In addition to its portfolio of trademarks, the Group owns copyrights on the creative works it produces, including advertisements, digital content and multimedia productions. These copyrights protect the Group's original content from unauthorized use, ensuring that Havas retains exclusive rights to its creative output. These copyrights may also be transferred to the Group's clients in accordance with the terms of the engagements entered into with each client. The Group's trade secrets, encompassing strategic business information, client data and proprietary processes, further bolster its competitive advantage. Collectively, these IP assets support the Group's business strategy and enable it to deliver innovative solutions to clients and maintain its leading position in the market.

The Group does not believe that it is dependent on the existence or validity of specific patents or licenses to carry out its business activities.

In the ordinary course of its business, the Group delivers to its clients advertising materials, creations and products that may involve contributions from third parties that do not work for the Group, such as illustrators, graphic designers, photographers, directors, models, artists and composers, including in the context of new content production technologies such as generative AI. These third parties may own IP rights, such as copyright, trademark, personality and similar rights, in respect of these contributions. The Group is committed to ensuring it possesses the required licenses, authorizations or permissions when delivering to its clients services that involve contributions from third parties. The Group relies on legal departments or external consultants responsible for managing, acquiring and vetting IP rights. Training programs may also be implemented locally. The Group's contracts with its clients generally require the Group to indemnify its clients against any claims for infringements of IP rights, such as copyright, trademark, personality and similar rights.

See "*Advertising materials, creations and products delivered by the Group may infringe on the intellectual property rights of third-parties, which may expose it to liability*" in Section 1, "*Risk Factors*" of this Prospectus for a discussion of the risks associated with IP.

7.8 Corporate social responsibility

The Group's CSR strategy is based on the following three pillars:

- The “People” pillar reflects the Group's commitment to its employees and the broader community. The Group seeks to foster an inclusive workplace that prioritizes and promotes the well-being and professional development of its employees. The Group's “All In” approach strives to empower local and regional initiatives within the Group, as well as enabling collaboration across the Group. Collectively, over 160 actions took place across 49 agencies and 41 countries in the course of 2023. Key focus areas included education, mental health, industry access, ethnic and cultural representation, LGBTQ+ inclusion and women and gender equality. For example, the Femmes Forward and Femme Forward FRIDA initiatives are designed to support the advancement of women in senior leadership roles. At the Group level, nearly 55% of managers are women, and the proportion of women in creative leadership roles has increased fourfold.
- The “Environment” pillar reflects both (i) the commitment to achieve the Group's decarbonization targets (in respect of its own operations, as described below) and (ii) its efforts to offer to support its clients in their own sustainability efforts. In relation to the latter, the Group's primary effort has been in the development of the Havas Carbon Impact Calculator, which is designed to measure certain greenhouse gas (“GHG”) emissions in connection with the deployment of a media or creative campaign developed for a client. For example, for creative campaigns, the tool includes the carbon impact of a television advertisement, radio advertisement, photo shoot, a print advertisement, web development or an event organized for a client. For media campaigns, the tool is based on data from the Group's media partners to measure the carbon impact of ten media channels (including press, “out-of-home” advertisements, “digital out-of-home” advertisements, television, digital, radio, leaflets, banners, SMS/email and cinema). To the extent a client wishes to evaluate the carbon impact based on the Havas Carbon Impact Calculator, the Group is then able to evaluate whether it may offer less carbon-intensive alternatives and, if so, propose possible modifications to the media or creative campaign. The tool is not available for each of the Group's broad array of services. Moreover, the Group is conscious that this tool is unlikely to capture the full carbon impact of each media or creative campaign. For example, the Group's use of AI also has a carbon impact, which will become increasingly important as the Group seeks to leverage generative AI tools in its creation, production and distribution processes. However, the Group continues to work on refining and improving this tool, including to incorporate the impact of the use of AI and the latest digital media advertising technology, such as programmatic media buying.
- The “Responsible Communications” pillar reflects the Group's efforts in using its creative expertise to enable its clients to deliver advertising and communications that can contribute positively to society. For example, the Group has worked with clients on numerous campaigns that promote narratives on responsible lifestyles and consumption and raise public awareness on social and societal issues, such as health, education, environment and gender equality. For example, the Group's agencies have been involved in multiple responsible consumption advertisement campaigns, such as “Le Dévendeur” (for Ademe, by Havas Paris), “Sorry Cats” (for Back Market, by Buzzman) and “Before the Words” (for Gildemeister, by Havas Peru). The Group's agencies have also worked on campaigns involving health issues (such as Republic Havas's Alzheimer campaign and Havas London's campaign in connection with autism in young girls), homelessness (by Havas Germany), gender-based violence (by Havas Peru) and parenting-related issues (by Havas Play). The Group also aims to take on a portion of these campaigns on a pro bono basis.

The Group also seeks ways in which to assist creative teams when considering and discussing the impact of its advertising and communications narratives while developing campaigns. For

example, the Havas Impact Score (currently used solely by Havas France) can help inform the creative process by generating a measure of the societal impact of representations in an advertising campaign. The tool provides a score based on a survey of people's views on three parameters (including sincerity of the advertisement, whether it is representative and its impact on responsible behavior) across seven categories (health and well-being, women representation, diversity, responsible consumption, climate change, environment and social inequalities).

The Group's CSR efforts are led by a Global Chief CSR Officer, who is supported by a team of CSR experts, each with specialist knowledge in their fields, including a global CSR coordinator, a global CSR data officer and a CSR project manager. In July 2023, the global CSR department launched a global CSR committee with CSR persons of reference in all countries or regions where the Group is present.

Decarbonization commitments

The Group is pursuing a decarbonization trajectory that is in line with the Paris Agreement's goal of limiting global temperature rise to 1.5°C above pre-industrial levels.

The Group's decarbonization plan includes the following targets:

- Scopes 1 and 2 GHG emissions-related targets:
 - reduce by 71% GHG emissions linked to the Group's energy consumption by 2035, compared to its 2018 baseline; and
 - supply 100% of its electricity from renewable energy by 2030.
- Scope 3 GHG emissions-related targets:
 - reduce by 43% the GHG emissions linked to the Group's operations (comprising emissions linked to (i) fuel- and energy-related activities (not included in Scope 1 or Scope 2 GHG emissions); (ii) upstream transportation and distribution; (iii) waste generated in operations; (iv) business travel; and (v) downstream transportation and distribution) by 2035, compared to its 2018 baseline; and
 - involve a majority of the Group's suppliers (as measured by aggregate GHG emissions) in a decarbonization strategy aligned with the Group's commitments by 2026.

GHG emissions are categorized according to the Greenhouse Gas Protocol methodology, namely the GHG Protocol Corporate Accounting and Reporting Standard and The Corporate Value Chain (Scope 3) Accounting and Reporting Standard, which cover Scopes 1, 2 and 3 GHG emissions.

The Group's decarbonization targets were established as part of the Vivendi Group's environmental roadmap and were validated by the Science Based Targets initiative ("SBTi") in March 2023. Post-Admission, the Group's decarbonization targets will no longer be SBTi-validated given that the Group will no longer be part of the Vivendi group. However, the Group is continuing to pursue these decarbonization targets and will report on their progress through the publication of its annual CSR report (or as part of its CSRD reporting obligations, once applicable). The Group will also seek to obtain SBTi-validated targets as soon as possible post-Admission. To that end, the Group will formally commit to SBTi prior to Admission by submitting a letter of commitment to SBTi. The Group will subsequently submit decarbonization targets to SBTi within 24 months of such commitment (in accordance with SBTi policy), which will initiate the SBTi validation process. There is no defined time period by which SBTi must validate the targets. However, once and to the extent validated, the Group will publicly announce such targets, which will then replace the Group's current decarbonization targets. Future

7.9.3 Material subsidiaries

The Company's material subsidiaries as of the date of this Prospectus are listed in the table below, where the shareholding and voting rights percentages reflect the direct and/or indirect ownership of the Company in the share capital and voting rights of these subsidiaries.

The subsidiaries presented in the table below together represent approximately 49.4% of the Group's revenue and 49.2% of the Group's net revenue as of December 31, 2023. No other entities of the Group individually represent more than 1.35% of the Group revenue or more than 1.39% of the Group's net revenue as of December 31, 2023.

Legal name	Registered office	Direct and/or indirect interest	Voting rights
Havas S.A. ⁽¹⁾	29-30, quai de Dion Bouton, 92800 Puteaux, France	99.99% ⁽²⁾	99.99% ⁽²⁾
BETC S.A.S.	1, rue de l'Ancien Canal 1-13, 93500 Pantin, France	100%	100%
Havas Paris S.A.	29, quai de Dion Bouton, 92800 Puteaux, France	99.99%	99.99%
Havas Media France S.A.	2B, rue Godefroy, 92800, Puteaux, France	100%	100%
Ekino S.A.S.	9, rue de l'Ancien Canal, 93500 Pantin, France	100%	100%
Creative Lynx Ltd	Havas House Hermitage Court, Hermitage Lane, Maidstone, Kent, England, ME16 9NT	100%	100%
Havas Media Limited	Havas House Hermitage Court, Hermitage Lane, Maidstone, Kent, England, ME16 9NT	100%	100%
Gate One Limited ⁽³⁾	Havas House Hermitage Court, Hermitage Lane, Maidstone, Kent, England, ME16 9NT	100%	100%
Havas Worldwide London Ltd	Havas House Hermitage Court, Hermitage Lane, Maidstone, Kent, England, ME16 9NT	100%	100%
Havas Health, Inc.	200 Madison Ave New York, NY, 10016-3903	100%	100%
Havas Worldwide New York, Inc.	200 Hudson Street, New York, NY, United States, 10013	100%	100%
Havas Media Group USA, LLC	200 Hudson Street, New York, NY, United States, 10013	100%	100%
Havas Edge LLC	1525 Faraday Ave, Suite 250, Carlsbad, CA 92008 – United States	100%	100%
Arnold New York, LLC	200 Hudson Street New York, NY, 10013	100%	100%
Havas Media Group Spain, SA	C. de Eloy Gonzalo, 10, 28010 Madrid, Spain	100%	100%
BETC Havas Agencia de Publicidade Ltda	Av. Magalhães de Castro, 4800 - Continental Tower - 15° andar CEP. 05502-001 São Paulo, Brazil	100%	100%
Havas Media Germany GmbH	Lindleystr. 8 C, 60314 Frankfurt am Main, Germany	100%	100%

⁽¹⁾ Havas S.A. will convert into a simplified joint-stock company (*société par actions simplifiée*) under the laws of France prior to the Admission.

⁽²⁾ As of the date of this Prospectus, Vivendi holds all of the Havas S.A. ordinary shares, except the single ordinary share held by Compagnie Hoche, a wholly-owned subsidiary of Vivendi. The share held by Compagnie Hoche will be transferred to the Foundation prior to the Admission. See Section 3.3.1.1, "*The Reorganization Transactions*".

⁽³⁾ Havas UK Limited holds 100% of the share capital and voting rights of Gate One Limited since May 29, 2024, following its acquisition of the remaining shares representing 22.99% of the share capital from minority shareholders.

For a list of all subsidiaries included within the scope of consolidation of the Group as of December 31, 2023, please refer to Note 5.2.32, "*Scope of consolidation at December 31, 2023*" to the Consolidated Financial Statements.

7.10 Regulatory environment

Prior to the Distribution, the activities of the Group were operated by Vivendi and followed the action plans set out by Vivendi to ensure compliance with the applicable laws and regulations described in this section. Following the Distribution, the Group will be responsible for complying with such laws and regulations. See Section 1.6, “Risks relating to the Vivendi Spin-Off” of this Prospectus.

See “*The Group operates as a global business across a large number of jurisdictions and is subject to varied and evolving legal and regulatory environments that are costly to comply with and for which noncompliance may lead to enforcement actions*”, “*The Group is subject to industry regulations applicable to advertising, communications and marketing services which are costly to comply with and which may expose the Group to governmental or legal action*” and “*The Group is subject to strict and evolving laws and regulations relating to the handling of personal data*” in Section 1, “Risk Factors” of this Prospectus for a discussion of the risks associated with the regulatory environment in which the Group operates.

7.10.1 Advertising

The Group operates in jurisdictions that have different regulations applying to advertising, communications, advertising space buying, media consulting services and lobbying. The services that the Group provides to its clients must meet the local sector regulations that govern such industries. New regulations and self-regulation rules, including ethical rules, are regularly introduced to supervise, ban or restrict advertising on certain products or services, limit the type, content or form of media used or require labeling or warning requirements with respect to certain products or disclosures regarding the recourse to influencers and other endorsers. For example, advertising for alcohol, tobacco, marijuana or health-related products and advertising using sustainability claims are subject to specific regulations and/or ethical rules in different countries. In particular, the Group is keenly aware of the importance of complying with the laws, rules and ethical standards adopted in the main markets where it operates, including for example French Law No. 94-665 of August 4, 1994, relating to the use of the French language in advertisements (a/k/a Toubon Law) and the various regulations published from time to time by the *Autorité de régulation professionnelle de la publicité* in France, the Advertising Codes prepared by the Committees of Advertising Practice and applied by the Advertising Standards Authority in the United Kingdom, and the “Truth-in-Advertising” standards enforced by the U.S. Federal Trade Commission or adopted by self-regulation organizations in the United States.

In the main markets where the Group is active, especially the United States, the European Union, and in particular France, and the United Kingdom, the Group’s clients and businesses run significant professional liability risks. They may be sued by consumers or consumer organizations, government or regulatory authorities, or competitors, for engaging in misleading business practices or unfair competition, violating advertising regulations, not complying with rules relating to the processing of personal data, failing to adhere to professional ethics rules, breaching intangible rights (for example, IP rights or personality rights) or on other grounds. The Group is generally responsible with respect to its clients for complying with these regulations. However, the Group’s clients remain responsible for complying with the rules and regulations applicable to the design, manufacturing and sale of their products or the performance and delivery of their services, such as for instance product safety laws or quality standards regulations. To limit the risks associated with the advertising regulations for which the Group is responsible, verification procedures have been introduced by the Group on its main markets to ensure that its creative works meet applicable regulations before being released. For instance, the Group’s legal departments in the United States, France and Spain guide teams throughout the creative process.

7.10.2 Lobbying

The Group provides strategic communication and influence services, including public affairs, advisory services, financial communications or crisis management, through certain of its agencies, such as

H/Advisors and Havas PR Network. See Section 7.4.1.1(d), “*Strategic communication and influence*” for a discussion of such services.

Some of these strategic communication and influence services qualify as lobbying or similar services which fall within the scope of laws and regulations governing the disclosure of public affairs activities in the various markets where the Group operates. The Group is committed to conducting such activities with integrity and transparency and seeks to comply with such rules, including by registering with transparency or similar registers where applicable. For example, certain agencies of the Group are registered with the French High Authority for Transparency in Public Life (*Haute Autorité pour la transparence de la vie publique*) and the European Union’s Transparency Register of lobbying activities. In the United States, the Group has also made filings from time to time under the Foreign Agents Registration Act, which requires certain agents of foreign principals who are engaged in certain political or other activities to make periodic public disclosure of their relationship.

7.10.3 Data protection and privacy

The Group is subject to all applicable local regulations regarding the protection of personal data in the markets where it operates, including in the European Union, the United States and the United Kingdom, and is keenly aware of the importance of complying with these rules.

The Group is a strong advocate of personal data protection, whether it involves the Group’s own data, the data managed on behalf of its clients or the data of its suppliers and partners. The Group has rolled out a global compliance program to ensure compliance at every level of the Group with personal data protection laws. This global compliance program emphasizes personal data governance through the appointment of a group data protection officer (“**DPO**”), local DPOs, country and agency data contact persons, the establishment of founding documents, such as privacy policies, codes of conduct and directives, and their adaptation for local markets (for example through procedures and practical guides), the implementation of fundamental privacy principles (privacy by design, by default and lawfulness of processing), the management of rights of data subjects, the supervision of cross border data flows, the completion of prior formalities, such as maintaining records of processing activities, the supervision of cross border data transfer, the training and awareness-raising initiatives on personal data protection regulations, and the implementation of compliance verification initiatives.

7.10.3.1 *European Union*

(a) General Data Protection Regulation

Framework

The GDPR came into force in May 2018 and established requirements applicable to the processing of personal data of individuals (also called “data subjects”) by organizations established in the European Union, or which offer products and services to individuals in the European Union or which monitor the behavior of persons to the extent that such behavior takes place within the European Union. The GDPR places organizations under strict obligations in terms of protection and security of personal data as well as reporting of personal data breaches. The GDPR also requires organizations to implement a data protection governance framework within the organization, strengthens the data protection rights of individuals and increases the enforcement powers of data protection regulators.

The GDPR also gives EU Member States the possibility to adopt local derogations in several areas. Therefore, in addition to the GDPR, local data protection laws in EU Member States in which the Group is established or where the Group offers services or monitors behavior of data subjects must also be taken into account. In the Group’s case, relevant local data protection laws have been enacted in France, with French Law No. 78-17 of January 6, 1978 on data processing, data files and individual liberties (as amended, the “**French Data Protection Act**”), as well as in Spain, Germany, Italy or Portugal.

In terms of obligations, the GDPR distinguishes between (i) controllers, which, alone or jointly with others, determine the purposes and means of the processing of personal data, (ii) processors, which process personal data on behalf of a controller and (iii) subsequent processors (generally referred to as “sub-processors”), which are generally engaged by the processor to assist it with the processing. Two or more controllers involved in the processing of personal data may qualify as joint controllers where they jointly determine the purposes and means of processing. While controllers are primarily responsible for the processing under the GDPR, processors may also be directly liable where they act outside or contrary to lawful instructions of the controller.

A breach of the GDPR by a controller may lead to administrative fines up to €20 million, or in the case of an undertaking, up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher, while the breach of most obligations incumbent on processors is subject to a lower (but still significant) level of administrative fines up to €10 million, or in the case of an undertaking, up to 2% of the total worldwide annual turnover of the preceding financial year, whichever is higher. However, the breach of obligations relating to transfers of personal data outside the European Union may be sanctioned by the highest level of fines regardless of whether it is committed by a controller or processor.

Application of the GDPR to the Group

The Group provides a wide range of communications and marketing services in the European Union. In the course of providing such products and services, the Group receives and has access to personal data of retail consumers, its customers, the data managed on behalf of its clients or the data of its suppliers and partners in the various markets where it operates. In this respect, in application of the GDPR, the Group is a data controller.

In the European Union, controllers such as the Group are responsible in particular for (i) establishing and implementing technical and organizational measures to safeguard personal data against unauthorized or unlawful processing, accidental loss, destruction, or damage, (ii) ensuring personal data is processed in a lawful, transparent and fair manner, (iii) using only processors who can provide sufficient guarantees to implement appropriate technical and organizational measures in such a way that their processing of data complies with the requirements of the GDPR, and (iv) reporting personal data breaches to the competent supervisory authorities, unless the breach is unlikely to result in a risk to the rights and freedoms of natural persons. In cases where the breach is likely to result in a high risk to individuals’ rights and freedoms, the relevant data subjects must also be notified.

As a controller, the Group’s processing activities in the European Union are subject to certain transparency obligations under the GDPR. To comply with these obligations and ensure that its processing activities are transparent, the Group provides information to the data subjects whose personal data the Group processes and, where required, updates the information disclosed to them. Such transparency information is provided to the data subjects generally through a data privacy policy, which is posted on the Group’s website. Transparency information may also be made available to the data subjects, for example via email, or as otherwise required by applicable law, for example via cookie banners on the Group’s website.

Cross-border transfers

The Group prioritizes the transfer of personal data within the European Union. However, personal data processed by the Group may in certain cases be transmitted to entities outside the European Union. Some of these countries have an adequate level of data protection. In other cases, transfers of personal data to other entities outside the European Union are permitted as a result of the implementation of appropriate safeguards to ensure the confidentiality and security of the transferred data.

Until recently, one such data transfer mechanism was the EU-US “Privacy Shield” framework. However, the Privacy Shield was invalidated for international transfers of personal data in July 2020 by the decision of the Court of Justice of the European Union in *Data Protection Commissioner vs*

Facebook Ireland Limited and Maximilian Schrems (C-311/118) (Schrems II). In July 2023, the United States and European Union implemented the DPF replacing the invalidated Privacy Shield. Companies can now use this new mechanism to transfer personal data from the European Union to the United States and potentially from Switzerland to the United States, subject to national implementation in Switzerland. The UK Extension to the DPF entered into force in October 2023, allowing certifying entities to transfer personal data from the United Kingdom to the United States. It is unclear whether legal challenges against the DPF, which have already been commenced by critics and privacy advocacy groups before the Court of Justice of the European Union similarly to the challenge that led to the invalidation of the Privacy Shield, would be successful.

The Group may also include standard contractual clauses with the recipients of such data in accordance with the recommendations of the European Commission to ensure that appropriate safeguards are taken regarding the protection of said data. However, reliance on the standard contractual clauses is subject to enhanced due diligence on the data importer's national laws: a transfer impact assessment must be carried out for any transfers and supplementary measures may have to accompany the standard contractual clauses for a transfer to be compliant. In addition, and where the legislation of a third country does not provide protection equivalent to that offered by the regulations, the Group ensures that additional measures are implemented to guarantee a level of personal data protection essentially equivalent to that provided for in the European Union and to ensure that this protection is effective.

(b) Privacy laws on cookies and e-marketing

In the European Union, e-marketing and data privacy in the online behavioral advertising ecosystem (“**ePrivacy rules**”) are currently regulated by national laws that implement the ePrivacy Directive, commonly referred to as the “cookie law”. The ePrivacy Directive is enforced by the competent authority(ies) in each EU Member State in accordance with national implementation measures.

Under the ePrivacy Directive, prior consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing, unless certain limited exceptions apply. The ePrivacy Directive, when read together with the GDPR, requires that users are given clear and comprehensive information about the purposes of data processing (as well as information about storage, retention and access) to allow them to give an informed consent. Users must also be provided with an easy way to opt out from processing or withdraw any consent that they have previously given. The GDPR and decisions of the Court of Justice of the European Union also impose conditions on how to obtain valid consent, which are relevant and applicable for the purposes of the ePrivacy Directive. These additional conditions, among other things, prohibit organizations from obtaining consents through pre-ticked consent boxes. Organizations are also required to seek separate consents for each purpose for which they are placing a cookie (or similar technology) on users' devices. European court decisions and recent guidance released by regulators in respect of the ePrivacy Directive are driving increased attention to cookies and tracking technologies.

The national implementing laws of the ePrivacy Directive could be replaced by a European Union regulation (the “**ePrivacy Regulation**”), which is intended to harmonize the different legislations and to accompany the GDPR and which, among other things, may significantly increase fines for non-compliance with ePrivacy rules. While the ePrivacy Regulation has not been adopted yet, and may not come into force for a few years, in France, the National Commission on Informatics and Liberty (*Commission nationale de l'informatique et des libertés*) has already imposed an important change in the area of cookie tracking. Since April 1, 2021, every website must follow Article 82 of the French Data Protection Act and allow Internet users to refuse as easily as they can accept the use of cookies for advertising tracking. Moreover, users' silence must be interpreted as a refusal.

7.10.3.2 *United States*

In the United States, a number of states have enacted data privacy and security laws and regulations that govern the collection, use, disclosure, transfer, storage, disposal, and protection of personal

information, such as social security numbers, financial information and other sensitive personal information. For example, all 50 states and several U.S. territories now have data breach laws that require timely notification to affected individuals, and at times regulators, credit reporting agencies and other bodies, if a company has experienced the unauthorized access or acquisition of certain personal information. Other state laws, particularly the CCPA, among other things, contain disclosure obligations for businesses that collect personal information about residents in their state and affords those individuals new rights relating to their personal information that may affect the Group's ability to collect and/or use personal information. The Group will continue to monitor and assess the impact of these state laws.

At the federal level, the APRA is a bill currently under consideration by the United States Senate and House commerce committees. While it is unclear at present whether it will gain the required political support, if enacted, the APRA would provide uniform rules for the collection and processing of personal data, generally in line with current protections found in the various state-level comprehensive consumer data privacy laws enacted in recent years (which would be preempted by APRA, with some exceptions). These protections include granting individuals the right to access, correct, delete and export covered data, and requires companies to provide individuals with a means to opt out of the transfer of their personal data, and to opt out of targeted advertising (although the bill largely exempts first-party advertising and contextual advertising). While express consent is not required as a general basis for processing covered data, it is specifically required in certain circumstances (such as the transfer of sensitive data to a third party). APRA includes versions of familiar GDPR requirements such as privacy by design, data minimization and requirements for risk assessments and secure storage. It also includes protections for children and teenagers, most notably prohibiting internet companies from the collection of personal data from users 13-16 years old without consent, and banning advertising targeted at them. Under APRA, the United States Federal Trade Commission would establish a new dedicated bureau to administer and enforce the law and seek civil penalties. State officials would be authorized to bring civil enforcement actions as well, and individuals would be permitted to sue violators in certain instances.

7.10.3.3 *United Kingdom*

Further to the United Kingdom's exit from the European Union on January 31, 2020, the GDPR ceased to apply in the United Kingdom at the end of the transition period on December 31, 2020. However, as of January 1, 2021, the United Kingdom's European Union (Withdrawal) Act 2018 incorporated the GDPR (as it existed on December 31, 2020 but subject to certain UK specific amendments) into UK law. The UK GDPR and the UK Data Protection Act 2018 set out the United Kingdom's data protection regime, which is independent from but aligned with the European Union's data protection regime. A breach of the UK GDPR by a controller may lead to administrative fines up to £17.5 million, or in the case of an undertaking, up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher, while the breach of most obligations incumbent on processors is subject to a lower (but still significant) level of administrative fines up to £8.7 million, or in the case of an undertaking, up to 2% of the total worldwide annual turnover of the preceding financial year, whichever is higher. With respect to transfers of personal data from the European Union to the United Kingdom, on June 28, 2021, the European Commission issued an adequacy decision in respect of the United Kingdom's data protection framework, enabling data transfers from EU Member States to the United Kingdom to continue without requiring organizations to put in place contractual or other measures in order to lawfully transfer personal data between the territories. While it is intended to last for at least four years, the adequacy decision will automatically expire in June 2025 unless the European Commission renews or extends it and may be modified or unilaterally revoked in the interim at any point.

7.10.4 Artificial Intelligence

To foster the creation of content and better serve its clients, the Group has made, and expects to continue making, significant investments in new technologies relevant to its industry, including generative AI. This new and emerging technology is the subject of evolving review by various governments and regulatory agencies around the world.

In the European Union, the EU AI Act was approved by the European Parliament in March 2024 and endorsed by the Council of the EU in May 2024, and establishes a comprehensive, risk-based governance framework for artificial intelligence in the European Union market. The EU AI Act entered into force on August 1, 2024 with a gradual phase-in of its substantive requirements over the following three years. The EU AI Act will apply, among other entities, to companies that provide, deploy, distribute, import or develop artificial intelligence systems and models in the EU and includes requirements around transparency, conformity assessments and monitoring, risk assessments, human oversight, security, accuracy, general purpose AI models, and provides administrative fines for non-compliance of up to €35 million or, if the offender is an undertaking, up to 7% of its total worldwide annual turnover for the preceding financial year, whichever is higher, for the most serious breaches. The Group is monitoring how the EU AI Act is impacting its processes and the services it delivers to clients, in particular considering the emphasis of its “Converged” strategy on harnessing AI, and including any new measures that may need to be adopted in light of the qualification of the Group’s current or prospective AI activities under the EU AI Act. In addition, on September 28, 2022, the European Commission published its proposal for the EU AI Liability Directive, which aims to improve the functioning of the EU market by laying down uniform requirements for certain aspects of non-contractual civil liability for damage caused with the involvement of AI systems. Discussions at EU institutions’ level regarding the EU AI Liability Directive were suspended, pending adoption of the EU AI Act. Other European Union initiatives are also ongoing in respect of AI, which the Group is monitoring.

In the United States, while there is no federal legislation or other regulation governing the development of AI in the private sector or specifically prohibiting or restricting its use, an Executive Order on the Safe, Secure and Trustworthy Development and Use of Artificial Intelligence was promulgated in October 2023, which, among other measures, identifies eight governing “principles and priorities” for the responsible and lawful development and use of AI, and provides directives to United States government agencies on their development, receipt and use of AI technology and products.

In the United Kingdom, the government published in March 2023 a white paper setting out its proposed approach for regulating AI (“**UK AI White Paper**”). The United Kingdom government’s approach set out in the UK AI White Paper is principles-based and meant for existing regulators to interpret and apply within their areas of expertise. After the publication of the UK AI White Paper, the United Kingdom government commenced a consultation process which concluded with the publication of a government response on the regulation of AI in February 2024 (the “**UK AI Response**”). The expectation is that such framework will remain voluntary and will not be codified into law.

On September 5, 2024, the European Union, the United Kingdom and the United States joined seven other states in signing the Council of Europe Framework Convention on Artificial Intelligence and Human Rights, Democracy and the Rule of Law (the “**AI Treaty**”), which is the first international treaty governing the safe use of AI. The AI Treaty sets a baseline across ratifying signatories to adopt or maintain appropriate domestic legislative, administrative, or other measures to ensure that activities within the lifecycle of AI systems are not only fully consistent with human rights, democracy and the rule of law, but also respect seven broad principles: (i) human dignity and individual autonomy, (ii) transparency and oversight, (iii) accountability and responsibility, (iv) equality and non-discrimination, (v) privacy and personal data protection, (vi) reliability and (vii) safe innovation. The AI Treaty remains subject to ratification, acceptance or approval by each signatory and will enter into force on the first day of the month following a period of three months after the date on which five signatories, including at least three Council of Europe member states, have ratified it.

See “*The development and use of generative AI may cause disruption to the industry in which the Group operates and present inherent risks which may have an adverse effect on the Group*” in Section 1, “*Risk Factors*” of this Prospectus for a discussion of the risks associated with generative AI.

7.10.5 Anti-bribery, anti-corruption and transparency

The Group is subject to the anti-bribery, anti-corruption and transparency laws applying in the relevant jurisdictions in which it operates and has introduced procedures to ensure that the activities carried out by the Group comply with such laws, especially in France, the European Union, the United States and the United Kingdom. Such anti-bribery, anti-corruption and transparency laws are often extraterritorial in scope and, in light of the Group's global footprint, may overlap and sometimes conflict.

See *“The Group operates as a global business across a large number of jurisdictions and is subject to varied and evolving legal and regulatory environments that are costly to comply with and for which noncompliance may lead to enforcement actions”* in Section 1, *“Risk Factors”* of this Prospectus for a discussion of the risks associated the Group operating a global business across a large number of jurisdictions.

7.10.5.1 *France*

For the French market, key laws include (i) the Sapin I Law, (ii) the Sapin II Law and (iii) the Duty of Vigilance Law. French laws are particularly important for the Group given its historical links with France and the fact that it constitutes a large market for the Group.

- The Sapin I Law profoundly redefined long-standing practices in the media industry in France and in particular the traditional role of advertising agencies. Since the introduction of the Sapin I law, advertising agencies in France are no longer able to purchase advertising space from media providers and then resell the space on different terms to advertisers. Instead, agencies must act exclusively as the agent of its clients when purchasing advertising space. The Sapin II Law provides numerous obligations for large companies, such as the obligation to draw up and adopt a code of conduct defining and illustrating the different types of behavior that are proscribed as being likely to characterize acts of corruption or influence peddling, to set up an internal warning system designed to enable the collections of reports from employees relating to the existence of conduct or situations contrary to a company's code of conduct, to set up accounting control procedures, whether internal or external, designed to ensure that the books, registers and accounts are not used to conceal acts of corruption or influence peddling, and to set up a disciplinary system for sanctioning company employees in the event of a breach of a company's code of conduct.
- Pursuant to the Duty of Vigilance Law, the Group is subject to a duty of vigilance which consists in an obligation to establish, publish and effectively implement adapted measures to identify risks and prevent severe abuses to human rights, fundamental freedoms, the health and safety of individuals, and the environment through a vigilance plan. The vigilance plan required by the Duty of Vigilance Law must include a risk mapping, a third-party assessment, risk mitigation and preventive actions, whistleblowing system and monitoring systems on the effective and efficient implementation of measures. In connection with this duty, the Group guides its entities in an approach that aims to implement reasonable measures to prevent risks and mitigate serious infringements of human rights, fundamental freedoms, health and safety, and the environment that may be caused by its activities, its suppliers and its subcontractors.
- The obligations currently imposed by the Duty of Vigilance Law will be extended and reinforced as a result of the recent adoption of the CS DDD. The aim of the CS DDD, which will gradually enter into force over the course of the following three to five years, is to improve corporate governance practices to better integrate risk management and mitigation processes of human rights and environmental risks and impacts into corporate strategies, across global value chains, and improve access to remedies for those affected by adverse human rights and environmental impacts of corporate behavior. Following publication, EU Member States will have two years to transpose the CS DDD into national law.

7.10.5.2 *United States*

The Group is subject to the FCPA which generally prohibits companies and their employees and third-party intermediaries from offering, promising, giving or authorizing the provision of anything of value, either directly or indirectly, to a non-U.S. government official in order to influence official action or otherwise obtain or retain business. The FCPA also requires public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. Violations of the FCPA or other similar anti-bribery or anti-corruption laws and regulations could result in fines, criminal sanctions against the Group, its officers or employees, disgorgement, and other sanctions and remedial measures, and prohibitions on the conduct of the Group's business. Any such violations could include prohibitions on the Group's ability to offer its services in one or more countries and could materially damage the Group's reputation, brand, international activities, ability to attract and retain employees and business.

7.10.5.3 *United Kingdom*

The Group is subject to the UK Bribery Act and conducts its business accordingly. The UK Bribery Act introduced a new form of corporate criminal liability focused broadly on a company's failure to prevent bribery on its behalf. The UK Bribery Act requires the Group to have adequate procedures to prevent bribery which, due to the extraterritorial nature of the UK Bribery Act, makes this both complex and costly.

7.10.6 Economic sanctions

The United Nations Security Council, the European Union and individual countries, including France, the United States and the United Kingdom, have imposed economic sanctions and trade embargoes targeting certain countries, territories, entities and individuals. Such economic sanctions and embargo laws and regulations vary in their application with regard to countries, entities and individuals, and the scope of activities that are subjected to sanctions. These sanctions and embargo laws and regulations may be strengthened, relaxed or otherwise modified over time.

The Group seeks to comply with all applicable prohibitions on transactions with, or transfers to, legal entities, organizations, governments, or individuals subject to national or international sanctions adopted by the United Nations Security Council, the United States, France and other EU Member States, and the United Kingdom.

7.11 Litigation

The Group is involved in various legal proceedings, and subject to investigations, inspections, audits, inquiries and similar actions by governmental authorities, arising in the ordinary course of its business. The types of allegations that arise in connection with such legal proceedings vary in nature, but can include claims related to contract, employment, tax and IP matters. The Group assesses all ongoing proceedings in connection with each reporting period and records provisions for resulting losses that the Group determines are reasonably quantifiable and probable. In certain cases, the Group cannot reasonably estimate the potential loss because, for example, the proceedings are at an early stage.

Except as described in this Section 7.11, during the twelve (12) months prior to the date of this Prospectus, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which may have, or have had in the recent past, a significant effect on the Company's or the Group's financial position or profitability.

7.11.1 Investigation by U.S. federal prosecutors into business practices in the advertising industry

On June 11, 2018, Havas received a subpoena for documents, which appears to have been part of an industry-wide probe into business practices involving discounts and rebates. Havas provided all requested documents to United States authorities. There have been no further developments to date.

7.11.2 Investigation into the services provided by Havas Paris to Business France

On February 7, 2019, Havas Paris, a subsidiary of Havas S.A., was indicted for having benefited from favoritism in an amount of €379,319. This indictment was brought in the context of a judicial investigation opened by the Paris Public Prosecutor's Office for the offence of favoritism allegedly committed by Business France when it organized a communication event which it entrusted to Havas Paris. Havas Paris denies the claims against it and has appealed against this decision. In December 2023, a managing director of the Group in Paris was indicted for having benefited from favoritism. He denies this claim. These indictments have no significant financial or pecuniary consequences for Havas Paris.

7.11.3 Tax litigation

Havas S.A. initiated legal proceedings for the refund of the withholding tax paid by the company between 2000 and 2002 on the redistribution of dividends from European subsidiaries. On July 28, 2017, following the filing of the case before the Administrative Court and Court of Appeal, the French Council of State (*Conseil d'État*) found that the appeal on a point of law (*pourvoi en cassation*) made by Havas against the decision of the Versailles Court of Appeal was inadmissible. This decision irrevocably ended the tax litigation and barred Havas from obtaining a refund of the withholding tax. To restore Havas's right to compensation, three combined actions were taken: (i) a claim before the European Commission; (ii) an application for referral to the European Court of Human Rights; and (iii) a claim for compensation under an action for damages against the French state. In a decision issued on May 19, 2022, the European Court of Human Rights ultimately ruled the application inadmissible. In a motion filed on May 29, 2018 at the Administrative Court of Cergy-Pontoise, Havas sought compensation for damages allegedly suffered due to the decision to not admit its appeal to the French Council of State (*Conseil d'État*). This is the only pending litigation Havas has concerning withholding tax. The damages that Havas is claiming amount to €59 million (the amount of the advance payment and the late payment interest which it should have received). On March 28, 2023, the Court dismissed Havas's claims. On May 26, 2023, Havas filed a motion before the administrative Court of Appeal of Versailles seeking to have the judgment of the Administrative Court annulled and to obtain an order that the French State compensate for the damage suffered. In response, the Minister for Justice filed a reply brief with the administrative Court of Appeal of Versailles on July 29, 2023, to which Havas responded with a new reply brief on September 18, 2023. On October 23, 2023, the Minister for Economy and Finance, in his capacity as observer in the context of the litigation relating to the withholding tax, submitted his observations on the claim for compensation filed by Havas, focusing essentially on the quantum of the damage for which Havas is seeking restitution. On December 12, 2023, Havas responded with a new reply brief, to which the tax authorities replied on February 2, 2024. Havas filed a new reply on February 9, 2024. Following the order closing the investigation, issued on February 27, 2024, this matter will now be heard before the administrative Court of Appeal of Versailles, at a date expected to be set during the last quarter of 2024 or the first quarter of 2025.

While any outcome related to litigation or governmental proceedings in which the Group is involved cannot be predicted with certainty, the Group believes that the outcome of the foregoing matters, individually and in the aggregate, will not have a material adverse effect on the Group's financial condition, results of operations or cash flows. Provisions recorded by the Group for all claims and litigation were €6.9 million as of December 31, 2023 and €8 million as of June 30, 2024. See Note 5.2.16, "Provisions" and Note 5.2.31, "Risks related to material litigations" to the Consolidated Financial Statements and Note 5.2.9, "Provisions" to the Unaudited Condensed Consolidated Interim Financial Statements for more detail on significant proceeding and investigations during these periods.

7.12 Material contracts

Except for contracts entered into in the ordinary course of business, there are no agreements entered into by the Company or another member of the Group: (i) within the two (2) years immediately preceding the date of this Prospectus which are, or may be, material to the Company or any member of the Group, or (ii) at any time and contain provisions under which the Company or any member of the Group has an obligation or entitlement which is, or may be, material to the Group as at the date of this Prospectus.

7.13 Risk management

7.13.1 Organization of the Group's risk management framework

The Group has adopted a comprehensive risk management framework designed to identify, assess, and mitigate potential risks that could impact the company's operations, reputation, and financial performance. This framework is integral to the Group's strategic planning and daily operations, ensuring that identified risks relevant to the Group are proactively managed across the Group's business lines.

The Group's risk management strategy is led by its compliance department, which reports directly to the Board of Directors, providing regular updates on key risk areas and mitigation measures.

7.13.2 Risk mapping and analysis

The Group's risk assessment is based on a qualitative and quantitative approach, and is carried out centrally in collaboration with all business lines. This assessment is conducted annually in line with changes in the nature of risks and their impacts, and current regulations (for instance, GDPR, Sapin II law, Duty of Vigilance Law and rules and regulations governing the use of AI).

In 2022, the Group updated its risk mapping, aligning its approach with that followed by the Vivendi Group. This updated mapping is based on a series of interviews conducted in September 2022 and was presented to the Vivendi Group Risk and Vigilance Committee in October 2022.

Operational risks are monitored by each agency part of the Group, taking into account the specific nature of the business, local practices and the economic environment. In line with Group policy, managing directors and financial directors of each agency part of the Group are required to report them to their superiors.

Significant risks and disputes are regularly reported to the Group corporate secretary. A specific procedure detailing roles and responsibilities of all stakeholders in this respect will be included in the Group's policy manual prior to the Admission.

7.13.3 Risk monitoring and management

Once identified, risks are analyzed in detail, and their potential consequences examined and measured, in order to gain a complete picture of their impact.

The Group's compliance department is responsible for identifying and reviewing measures to manage risks within business lines that may affect the Group's objectives. The assessment of risks at the Group level is based on a qualitative and quantitative approach within each business line. All risk maps are reviewed by the heads of the relevant business lines. Material risks faced by the Group are described in Section 1, "*Risk Factors*" of this Prospectus.

The Group's general counsel and legal department are responsible for the prevention and management of risks relating to ethics, competition and conflicts of interest. The management of financial risks, such as risks related to equity market value, goodwill, access to financing, foreign exchange and exchange

rate fluctuations, is carried out by the Group's finance and treasury departments through a centralized structure organized at the Group's headquarters. Operational risks are managed by each business line, taking into account the specific characteristics of their operations. When appropriate, certain risks are also insured by the Group, such as the risk of damage and operating losses from accidents or natural disasters and civil liability risks. The coverage of such risks is undertaken by the Group's insurance department in collaboration with the finance department and the Group's general counsel. See Section 7.14, "*Insurance*" for more detail on the Group's insurance coverage.

Finally, specific procedures for reporting cases of fraud are also in place at the Group and business line levels. In addition, in connection with the preparation of the Group's annual reporting, a more formal questionnaire will have to be completed annually by each business line to centralize all relevant information on identified disputes and risks.

7.14 Insurance

As of the date of this Prospectus, the Group benefits from insurance coverage subscribed to by Vivendi for the benefit of its subsidiaries due to its current ownership of the Group. Insurance coverage in place within the Vivendi Group covers a number of risks associated with the Group's activities. Material insurance coverage in place to the benefit of the Group covers the following risks: (i) property damage and business interruption; (ii) political violence and terrorism; (iii) general and professional liability; (iv) third-party liability of directors and senior executives; (v) employment practices liability; (vi) third-party liability for data breach and/or security incidents; and (vii) cyber-related threats; and (viii) fraud. Such insurance policies are entered into with leading French and international insurance groups (for example, AXA, Beazley and Chubb), and the coverage provided is consistent with other insurance products available on the market and appropriate considering the Vivendi Group's risk profile (which varies based on the type of activity and market). The coverage and deductibles for each insurance policy are reviewed annually with the assistance of insurance brokers considering changes in claims, the risks faced by the Vivendi Group and the insurance and reinsurance market generally. Havas S.A. or its subsidiaries may also purchase additional insurance coverage from time to time, such as credit protection insurance or insurance against property and work damages for certain sites.

In connection with the Vivendi Spin-Off, the Group plans to transition from the Vivendi Group's insurance coverage to coverage provided under new insurance policies subscribed for by the Group and tailored to the Group's size, operations and risk profile. This transition project has been initiated by the Group, and completion of coverage transition is expected to occur on or after the Distribution or the Admission, concurrent with the termination of the relevant existing coverage under the Vivendi Group's policies. While the Group intends to enter into insurance policies with terms and conditions similar to those of policies subscribed for by the Vivendi Group, there can be no guarantee that such terms and conditions will be at least as favorable as those of the Vivendi Group, including in respect of the premium, excesses, deductibles, caps/limits or exclusions.

Furthermore, upon completion of the Distribution, members of the Board and officers and directors of the Company and its subsidiaries will no longer be insured persons under Vivendi's directors' and officers' ("**D&O**") insurance policy. The Group intends to put in place separate D&O insurance for the Company and its subsidiaries effective upon completion of the Distribution.

8. OPERATING AND FINANCIAL REVIEW

The following discussion and analysis should be read in conjunction with the rest of this Prospectus, including the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements, including in each case the notes thereto and the statutory auditors' report thereon, which are included in Section 18, "Historical Financial Information" of this Prospectus.

Except as otherwise stated, this Section 8 is based on the Consolidated Financial Statements, which have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"), and the Unaudited Condensed Consolidated Interim Financial Statements, which have been prepared in accordance with IAS 34 "Interim Financial Reporting". For a discussion of the presentation of the Group's historical financial information included in this Prospectus, see Section 2.3, "Presentation of financial and other information".

The following discussion contains forward-looking statements that involve risks and uncertainties. The Group's future results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, without limitation, those discussed in particular in Section 1, "Risk Factors", Section 7 "Business" and Section 8.3 "Key factors affecting results of operations" and elsewhere in this Prospectus. See Section 2.11, "Forward-looking statements" for a discussion of the risks and uncertainties related to those statements.

8.1 Overview

The Group is one of the world's largest by revenue and longest established global communications and marketing groups, providing end-to-end services across the industry value chain, with multiple areas of excellence and a diversified exposure to industry verticals and geographies.

The Group generated €2,872 million in revenue, €2,695 in net revenue, €184 million in net income and €327 million in adjusted EBIT for the year ended December 31, 2023, and €1,366 million in revenue, €1,308 million in net revenue, €74 million in net income and €133 million in adjusted EBIT for the six months ended June 30, 2024.

The Group operates across a diverse range of industry verticals, including healthcare and wellness, finance, consumer goods, technology, media and telecom, food and beverages, industries and services, travel and entertainment, retail and automotive.

The Group also has a broad global footprint, employing approximately 23,000 people and operating through networks spanning over 100 markets. The Group has a diversified exposure to global markets, with its Europe; North America; Asia-Pacific, Middle East and Africa; and Latin America segments accounting for 48%, 36%, 9% and 7%, respectively, of its net revenue for the year ended December 31, 2023, and 50%, 35%, 9% and 6%, respectively, of its net revenue for the six months ended June 30, 2024.

8.2 Presentation of financial information

8.2.1 Historical consolidated financial statements

Prior to the Distribution, Vivendi operated the Havas Business through Havas S.A. References to the "Group" in this Section refer to Havas S.A. and its consolidated subsidiaries.

The following discussion and analysis is based on the audited consolidated financial statements of Havas S.A., prepared in accordance with IFRS, as of and for the years ended on December 31, 2023, December 31, 2022 and December 31, 2021 (the "**Consolidated Financial Statements**"), as well as the unaudited condensed consolidated interim financial statements of Havas S.A., prepared in accordance with IAS 34 "Interim Financial Reporting", as of and for the six months ended June 30,

2024 (the “**Unaudited Condensed Consolidated Interim Financial Statements**”). The Consolidated Financial Statements have been audited by Constantin and Grant Thornton, as independent statutory auditors of Havas S.A., as described further in Section 15, “*Independent Auditors*”, and their report on the Consolidated Financial Statements is included herein. The Unaudited Condensed Consolidated Interim Financial Statements have been subject to a limited review by Constantin and Grant Thornton, as independent statutory auditors of Havas S.A. For further information, see Note 5.1, “*Basis of Preparation and Accounting Principles*” to the Consolidated Financial Statements.

The Group’s significant accounting policies are set out in the notes to the Consolidated Financial Statements included in Section 18, “*Historical Financial Information*” of this Prospectus.

8.2.2 Description of operating segments

The Group’s operating segments are organized by geographic area:

- Europe: the Group’s original market, now spanning an active presence in 22 countries, including in particular France, the United Kingdom, Spain, Germany and Italy. Europe accounted for 48% of the Group’s net revenue for the year ended December 31, 2023 and 50% for the six months ended June 30, 2024. The full range of the Group’s services is available in this region.
- North America: covering the United States and Canada, this region accounted for 36% of the Group’s net revenue for the year ended December 31, 2023 and 35% for the six months ended June 30, 2024. Havas Creative is well represented in New York, Chicago, Boston, Los Angeles, and Washington DC, some of the most well-known cities in the advertising field. Havas Media has also been expanding rapidly over the past 10 years in this operating segment. North America is the primary market for Havas Health.
- Asia-Pacific, Middle East and Africa (referred to as “**APAC and Africa**”): covering India, Singapore, Australia, China, Japan, Indonesia, Cambodia, Korea, Taiwan, Thailand, Philippines, the United Arab Emirates, Saudi Arabia, South Africa and ten other countries in Africa, this region accounted for 9% of the Group’s net revenue for the year ended December 31, 2023 and 9% for the six months ended June 30, 2024. This region is also diversified in terms of services and size by country. While Havas Creative and Havas Media are well established, Havas Health is still a newcomer.
- Latin America: covering Mexico, Peru, Brazil, Argentina, Chile, Uruguay, Colombia and Costa Rica, this region accounted for 7% of the Group’s net revenue for the year ended December 31, 2023 and 6% for the six months ended June 30, 2024. Havas Media has strong roots in this region. Havas Creative is also active in the region, sharing offices with Havas Media in most countries. Havas Health has also started to grow in Mexico, Brazil and Costa Rica.

The Group provides financial information for such segments in Note 5.2.24, “*Operating segments*” to the Consolidated Financial Statements.

8.3 **Key factors affecting results of operations**

The results of the Group’s operations have been, and will continue to be, affected by a range of factors, many of which are beyond the Group’s control. This Section discusses the key factors that have had a material effect on the Group’s results of operations and financial condition during the periods under review and are reasonably likely to have a material effect on the Group’s results of operations and financial condition in the future. For a detailed discussion of these factors, refer to Section 1, “*Risk Factors*”.

8.3.1 Market trends and macroeconomic conditions

According to Dentsu Global Ad Spend 2024, global advertising expenditure has been increasing with a year-on-year growth of 8.2% and 3.3% for each of the years ended December 31, 2022 and December 31, 2023 reaching \$696 billion and \$719 billion, respectively. A similar trend was observed in the Group's principal markets as advertising expenditure grew steadily for each of the years ended December 31, 2022 and December 31, 2023 with a year-on-year growth of 6.6% and 4.9% in France, 8.9% and 6.2% in the United Kingdom and 12.6% and 2.2% in North America, respectively. Similar growth trajectories were also observed for each of the years ended December 31, 2022 and December 31, 2023 in Latin America and APAC and Africa, each showing strong year-on-year growth for advertising expenditure.

The Group's overall performance, however, depends largely upon domestic and worldwide economic and political conditions. The actual and perceived strength of the economy, both global and regional, tends to affect client expenditures on marketing and communications services and projects. Generally, when the economic conditions and outlook are positive, clients are more willing to invest, and marketing and communications expenditures tend to rise in response to anticipated increases in consumer demand. Conversely, in periods of economic slowdown, clients may react quickly to declining demand or an anticipated decline in consumer demand by reducing their marketing and communications budgets. During the post-Covid 19 period, for example, the Group experienced significant growth due to new client acquisitions. In 2023, however, although the Group's net revenue grew by €105 million year-on-year, this 3.9% growth reflected a more moderated macroeconomic backdrop, with higher inflation, regional military conflicts and other factors. The Group relied more heavily on client retention and its existing client base, as companies (especially in the technology sector) invested less in media and advertising in this context, which negatively affected new client acquisitions. Moreover, while both 2022 and 2023 were negatively affected by inflation in respect of the effect on its cost base, the Group has since worked toward offsetting a certain portion of such increased costs in the renegotiation of contractual fee arrangements and the inclusion of inflation adjustment clauses in its long-term client agreements, namely its master services agreements in its Creative business line, by seeking to negotiate contractual fee arrangements that expressly or implicitly adjust for inflation. A majority of client contracts in the Media business line are shorter term and often commission-based, and therefore are not as significantly impacted by inflation given that the Group typically renegotiates fees for each project.

8.3.2 Revenue model

The revenue model for advertising agencies has evolved in recent years with a shift away from commission-based pricing to retainers and outcome-based pricing, which has affected, and will continue to affect, the results of operations of advertising agencies such as the Group. Outcome-based pricing, as opposed to hourly billing, calculates prices charged to clients based on projects performed which often results in less variable pricing or preset pricing in multi-annual contracts. In addition, the industry has seen the emergence of greater price transparency. Although a significant proportion of its contracts continue to be commission-based (and therefore are automatically adjusted upward by inflation of the cost base), these dynamics expose the Group to increased price competition and less maneuverability in pricing. In addition, while in many cases (in particular in respect of Havas Media) contract fees are negotiated on a short-term basis based on project or scope of work, preset pricing of longer term projects or contracts may have negative impacts on the Group's profitability if it is unable to properly index for inflation or higher costs over time. While this pricing may have a negative impact on the Group's profitability, it is expected to result in more stable results in the long term.

In addition, higher prices in traditional channels are accelerating the shift to digital alternatives, in particular in mature markets such as Europe and North America. This shift also affects the Group's results given its exposure to certain industry verticals, as economic conditions may affect certain industries' willingness to spend on advertising. For example, the Group's exposure to TMT (8.0% of the Group's net revenue for each of the year ended December 31, 2023 and the six months ended June 30, 2024) and the healthcare and wellness sector (30.6% and 29.0% of the Group's net revenue

for the year ended December 31, 2023 and the six months ended June 30, 2024, respectively) may affect its results of operations if evolving industry conditions cause a significant portion of the Group's clients to shift discretionary spending away from communication and marketing expenditures.

8.3.3 Competitive environment and client acquisition and retention

The Group's results of operations are affected by the intensity of competition within the marketing and communications markets, which affects market share and, consequently, revenue, and may also result in price pressures, thereby affecting the Group's margins and profitability.

The global marketing and communications industries are constantly evolving and becoming increasingly competitive. The Group faces significant competition from both large international players, including larger international advertisers such as Publicis, IPG, WPP, Omnicom and Dentsu, consulting firms such as Accenture, and smaller agencies that operate only in a limited number of local markets, regions or countries, as well as from new forms of market participants. The Group also competes with relatively new market participants, including from outside the traditional communications and marketing industry, such as large technology companies that are increasingly operating in certain segments of the industry. New competitors also include operators such as systems integrators, database marketing companies, modeling companies and telemarketers, which offer technological solutions to marketing and communications needs expressed by clients. Clients may choose to source creative work internally or work with creative agencies that specialize in "content at scale", thereby decreasing the budgets managed by creative groups.

Many clients put their marketing and communications business up for competitive review from time to time, which both provides the opportunity to gain new clients and creates the risk of losing client accounts to competition. The Group's ability to retain existing clients and win new clients depends, among other things, on client perception of the quality of the Group's creative work, client confidence in the Group's ability to protect the confidentiality of their and their customers' data, client relationships with key Group personnel, the Group's ability to develop solutions that meet client needs, the ability to leverage analytics and generative-AI enabled tools, the quality and effectiveness of the Group's services and the Group's ability to efficiently serve clients, particularly large multinational clients, on a broad geographic basis. In particular, the competitive environment requires that the Group deliver efficient marketing (by reducing its clients' marketing costs without reducing results), which may depend on the use of effective and efficient marketing analytics and generative AI-enabled tools (such as the Group's "Converged" operating system). In addition, the nature of client acquisition has evolved in recent years toward a model of frequent calls for tenders and vendor switching due to increased transparency of costs and the operational or technological capabilities of clients to quickly shift accounts to new providers. While this dynamic provides significant opportunities for new client acquisition, it can also create the possibility for significant variation or volatility in the Group's results from one year to the next. For instance, in 2023, Havas Health's second largest client (representing approximately 3% of the Group's 2023 net revenue) conducted a competitive review as a result of which a majority of its budget with the Group was moved to large international competitors, which is expected to have an impact on 2024 net revenue. Loss of clients can result in increased costs (for example, increase in restructuring charges at relevant agencies).

8.3.4 Investments in technology and generative AI

The Group's financial performance has depended and will continue to depend on its ability to adapt to and incorporate technological advancements and new trends in the communications and marketing industry. The emergence of generative AI is transforming these sectors, offering significant opportunities to augment creative ideas and interact with target audiences in an effective way. These new uses translate into more granular personalization and more finely tuned targeting, optimized advertising budgets and predictive market analyses.

The Group has invested and intends to continue to invest significantly in efforts to develop innovative technological and data-driven solutions, including through its external growth operations and the acquisitions of software licensing. In connection with the announcement of its “Converged” strategy in June 2024, the Group also expressed its intention to increase its investments, expected to amount to €400 million over the 2024-2027 period (covering investments in new capabilities and tools, data, technology and AI, international networks dedicated to content production, customer experience, e-commerce and the formation of strategic partnerships with global technology leaders), of which approximately 62% are expected to consist of operating expenses, with the remainder constituting capital expenditures. Approximately one-fifth of the €400 million relates to commitments for earn-out and buy-out payments related to past acquisitions.

8.3.5 Acquisitions

In recent years, the Group has made a significant number of targeted acquisitions that have contributed to the growth of its business. To date in 2024, the Group has completed four acquisitions: Ledger Bennett (United Kingdom), Wilderness (United Kingdom), TED Consulting (France) and Liquid (Dubai). In 2023, the Group completed several significant acquisitions, including EProfessional (Germany), Uncommon Creative Studio (United Kingdom), Noise Digital (Canada), PivotRoots Digital PVT LTD (India), H/Advisors APA Pty Ltd (Australia), HRZN (Germany) and PR Pundit (India). In 2022, it also completed various acquisitions, in particular Frontier Media & Marketing Sydney Pty Ltd (Australia), Search Laboratory Ltd (Great Britain), The Inviqa Group Limited (Great Britain), FrontNetworks (China) and Tinkle Communications, S.L (Spain). In 2021, the main acquisitions were BLKJ (Singapore), Nohup (Italy), Agence Verte (France) and a minority stake in Shortcut Events (France).

Acquisitions can have, and have had, a significant impact on the Group’s revenue, net revenue and operating income, as well as on its financial position in the event of goodwill impairment charges. Revenue, net revenue and operating income generated by acquired companies are included in the Group’s results from the date of acquisition and are included in the Group’s scope of consolidation for the financial year in which the acquisition is made. Acquiring the full share capital of companies, as is frequently the case for the Group, often requires the payment of earn-out obligations to shareholders of the acquired companies. These payments impact the Group’s operating income to the extent that changes in initial estimates determined at the time of acquisition later require the recording of additional expenses or income related to earn-out obligations. In addition, significant amounts of goodwill are recorded in the Group’s statement of financial position in respect of companies acquired. Goodwill is allocated to subsidiaries that are likely to benefit from the business combination and impairment tests are conducted at least once a year or when there is an indication of impairment. Although the goodwill impairment tests carried out in 2021, 2022 and 2023 did not generate any impairments, acquisitions may in future periods result in significant impairments being recorded on the Group’s statement of financial position.

In the future, the Group intends to continue making targeted acquisitions of complementary agencies. See Section 7.3.2, “Strategies”.

8.3.6 Cost base

The Group’s most significant operating expenses consist of personnel costs. Personnel costs increased by €254 million (or 16.9%) from €1,502 million in the year ended December 31, 2021, to €1,756 million in the year ended December 31, 2022, and further by €77 million (or 4.4%) to €1,833 million in the year ended December 31, 2023. For the six months ended June 30, 2024, personnel costs increased by €25 million (or 2.8%) from €894 million in the six months ended June 30, 2023 to €919 million in the corresponding period in 2024.

Personnel costs are linked to industry wage trends generally and in particular in the professional fields in which the Group operates. Competition for talent in general and qualified employees in particular is

intense, especially in evolving and technology-driven industries such as the communications and marketing industries, in which for example long-term incentive plans are customary. In addition, as the Group's operations grow, salary costs and expenses related to hiring and recruitment needs will grow in proportion. Increases in personnel costs since 2021 have been driven by several factors, including inflation (in particular in countries with very high inflation), talent retention initiatives, investments in new expertise as well as acquisitions.

8.3.7 Foreign exchange rate fluctuations

Due to its extensive international operations, the Group is exposed to foreign currency fluctuations. Most of the Group's agencies operate on their local markets, with revenues and expenses incurred in local currency. As the Group's financial statements are denominated in euros, any variation in exchange rates against the euro (particularly the U.S. dollar and the British pound) may have an impact on translation adjustments on balance sheet items, shareholders' equity and results of operations. In 2022, for example, foreign currency effects had a net positive effect of approximately €128 million on net revenue, compared to net negative effects of €56 million in 2023 and €1.6 million in the first half of 2024. In addition, hyperinflation may accentuate the translation adjustments. For example, hyperinflation in respect of the Argentine peso has increased the Group's net financial expense (€7 million in 2023, €7 million in 2022 and €5 million in 2021).

See Section 8.14.4, "*Exchange rate risk*" for more information.

8.3.8 Regulatory environment

The advertising, marketing and communications services industry involves the processing of a significant volume of personal data. As a result, the Group and third-party service providers it uses on its behalf, may process, store and use information related to individuals the Group may advertise to, actual and prospective clients, employees, service providers or other persons the Group interacts with. For this reason, the Group is subject to a variety of rules, regulations, industry standards, and other requirements related to privacy, use of personal information, marketing and advertising, and internet tracking technologies that are imposed by competent authorities in the various jurisdictions where the Group operates.

Changes in consumer data protection and intellectual property laws may increase the Group's costs of compliance and affect the manner in which the Group provides its services or limit their effectiveness. In particular, the increasing sophistication of technological tools and generative AI enabled tools has led, and is expected to lead, to more comprehensive regulations and new complexities with respect to client expectations around data protection and intellectual property rights, any of which could have an effect on the Group's operations or future investments. The increasing sophistication results in higher costs but also acts as a differentiator, as the Group's ability to adapt to such sophistication differentiates it from less sophisticated competitors. More comprehensive regulations around technology and data protection have led the Group to invest more heavily in legal experts and specialists to support its teams and clients within this new paradigm. These personnel costs include compliance teams, data protection officers and other legal experts, which on the one hand provide specialized support to the Group and on the other are part of the Group's competitive strategy to advance its technological capabilities.

8.4 **Alternative performance measures**

This Prospectus includes certain measures of the Group's performance that are not required by, nor are presented in accordance with, IFRS or any other generally accepted accounting standards. These measures include net revenue (including net revenue presented on a constant currency basis and on an "organic" basis), Adjusted EBIT, Adjusted EBIT margin, net financial debt/(net cash and cash equivalents), cash conversion rate and free cash flow (the "**Alternative Performance Measures**"). The Group presents these Alternative Performance Measures to provide a more consistent and comparable indication of the Group's underlying financial performance. The Group considers these to be relevant

indicators of its operating and financial performance. Other companies may have definitions and calculations for these indicators that differ from those used by the Group, and therefore may not be directly comparable. Although certain of these Alternative Performance Measures have been extracted or derived from the historical financial information, this data has not been audited or reviewed by the Company's statutory auditors or the statutory auditors of Havas S.A.

The Alternative Performance Measures are defined below. Certain of the Alternative Performance Measures or similarly titled measures are used by different companies for different purposes and are often calculated in ways that reflect the circumstances of such companies. Readers should therefore exercise caution in comparing any of the Alternative Performance Measures to the Alternative Performance Measures of other companies. The Alternative Performance Measures are not measures of financial condition, liquidity or profitability under IFRS, and should not be considered to be an alternative to consolidated EBIT, net income, or any other measure recognized by and determined in accordance with IFRS. The Alternative Performance Measures have important limitations as analytical tools, and readers should not consider them in isolation nor as a substitute for analysis of the Group's performance or liquidity.

8.4.1 Net revenue

The Group uses the measure "net revenue", which is equal to revenue in accordance with IFRS 15 less costs rebilled to customers. Costs rebilled to customers consist of pass-through costs rebilled to customers when the Group acts as principal. A corresponding amount is also included in revenue. These pass-through costs include mainly direct production costs that are integral to the delivery of a project but for which the cost is the direct responsibility of the agency (as opposed to the direct responsibility of the client). For example, these include costs associated with preparing production deliverables that are charged on the basis of a deliverable based rate card where the cost risks are with the agency, as well as out-of-pocket expenses (especially travel costs). Net revenue is therefore deemed to be a useful measure of the Group's top-line growth as it excludes the impact of these pass-through costs and is used by management to drive the performance of the Group's business. Moreover net revenue is a key indicator in the advertising industry and therefore the Group considers it to be a useful measure to compare the Group's operating performance with that of its peers.

Net revenue is reconciled to revenue, the corresponding IFRS measure, in Section 8.6.1.2, "*Revenue and net revenue*", Section 8.6.2.2, "*Revenue and net revenue*" and Section 8.6.3.2, "*Revenue and net revenue*".

8.4.2 Constant currency basis and "organic" basis

The Group presents changes in net revenue on a reported basis, on a constant currency basis and on an organic basis. Net revenue presented on a constant currency basis eliminates the impact of changes in foreign currency exchange rates by translating previous year figures to average exchange rates for the current year (constant currency figures do not eliminate the transactional impact of sales and expenses made or incurred by group entities in currencies other than their functional currencies). Net revenue presented on an organic basis, in addition to net revenue on a constant currency basis, eliminates the impact of changes to the scope of consolidation (also referred to as perimeter effects) resulting from acquisitions and disposals that are not otherwise accounted for as discontinued operations by (i) adding to previous year net revenue the impact of acquisitions over the equivalent period impacted in the current year and (ii) by eliminating from previous year net revenue the impact of disposals over the equivalent period impacted in the current year. The Group uses net revenue prepared on these bases both for internal analysis and for external communication, as it believes they provide a means to analyze and explain variations from one period to another based on comparable exchange rates and operational perimeters. For a description of the significant acquisitions that affected the Group's scope of consolidation, see Section 8.3.5, "*Acquisitions*" and Section 8.7.5, "*Net cash used in investing activities*".

Net revenue growth on a constant currency basis and an organic basis are reconciled with reported growth in Section 8.6.1.2, “Revenue and net revenue”, Section 8.6.2.2, “Revenue and net revenue” and Section 8.6.3.2, “Revenue and net revenue”.

8.4.3 Adjusted EBIT

Adjusted EBIT represents net income excluding income taxes, interest, other financial income and expenses, goodwill impairment, earn-out adjustments and restructuring charges. The Group considers Adjusted EBIT to be a useful measure of the Group’s operating performance as it excludes the impact of certain non-recurring or non-operational items.

Adjusted EBIT is reconciled to net income, the corresponding IFRS measure, in Section 8.6.1.10, “Adjusted EBIT”, Section 8.6.2.10, “Adjusted EBIT” and Section 8.6.3.10, “Adjusted EBIT”.

8.4.4 Adjusted EBIT margin

Adjusted EBIT margin corresponds to Adjusted EBIT divided by net revenue. The Group considers Adjusted EBIT margin to be a useful financial measure of the Group’s profitability.

8.4.5 Net financial debt/(net cash and cash equivalents)

Net financial debt/(net cash and cash equivalents) represents long term debt plus short term debt, excluding lease liabilities, earn-out obligations and non-controlling interest buy-out obligations, less cash and cash equivalents and amounts outstanding on loans to Vivendi. The Group believes net financial debt/(net cash and cash equivalents) is a meaningful financial measure that may assist investors in understanding the Group’s financial condition and its capital structure.

It excludes (i) lease liabilities of €329 million, €367 million, €426 million, and €455 million, as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively, and (ii) earn-out obligations and non-controlling interest buy-out obligations of €270 million, €278 million, €207 million and €167 million as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively. Section 8.11, “Net financial debt / net cash and cash equivalents position”.

8.4.6 Free cash flow and cash conversion rate

Free cash flow is a non-IFRS measure defined as net cash provided by operating activities less capital expenditures. The Group considers free cash flow to be a meaningful financial measure to assess the Group’s liquidity.

Cash conversion rate is free cash flow, divided by net cash provided by operating activities. The Group considers cash conversion rate to be a meaningful financial measure to assess and compare the Group’s capital intensity and efficiency over the course of a financial year.

The following table presents the Group’s cash conversion rate and free cash flow for the periods indicated.

	<u>Year ended December 31,</u>		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
(in EUR millions, except percentages)			
Net cash provided by operating activities (A)	341	370	332
<i>less</i> Capital expenditures ⁽¹⁾	35	37	26
Free cash flow (B)	306	333	306
Cash conversion rate (B)/(A)	89.7%	90.0%	92.2%

⁽¹⁾ Comprises cash used for purchases of intangible and tangible assets as reported in the consolidated cash flow statements for the years ended December 31, 2023, 2022 and 2021. See Notes 5.2.4 and 5.2.5 to the Consolidated Financial Statements.

8.5 Description of key line items from the Consolidated Financial Statements

8.5.1 Revenue recognition

The Group derives substantially all of its revenue from contracts with customers, which include the following services:

- communications services, including advertising creation and solutions, brand and design expertise, content production, marketing services, customer experience, public relations, public affairs and corporate communications, partnership, sponsorship and event solutions, business consultancy and transformation;
- media-related services, including media planning, programmatic buying, performance marketing, mobile data consulting, out-of-home and geo-targeted advertising, paid social media, experiential and entertainment and sport consulting; and
- specialized communications services to pharmaceutical companies, combining different activities to serve dedicated industries, including public relations, event information, medical training, digital marketing, consultancy activities and direct communications with patients.

Contracts with customers primarily include the following fee structures, either in separate or combined contracts:

- fees for services on an hourly rate or a per project basis;
- fixed fees for pre-agreed deliverables or activities or scope of work;
- commissions on media buying from third parties for media activities and on other purchases from third parties for advertising and direct marketing services;
- fee or variable commissions and/or incentives conditional upon the achievement of qualitative and/or quantitative objectives;
- retainer fees;
- performance related incentives;
- success fees for performance marketing; and
- royalties received from affiliated agencies for the use of the Havas brand.

Revenue is recognized when performance obligations are satisfied in accordance with the terms of the contractual arrangement. Performance obligations may be satisfied over time as services are rendered. When revenue is recognized over time, the Group applies an input method where the hours expended are assessed relative to the total hours planned and the stage of advancement of the project.

Whether the Group recognizes the full amount invoiced to a client depends on whether it is acting as “principal” or “agent”. The Group acts as “agent” when the production of advertising spaces and events is performed by third parties, in which case revenue is recognized net of costs incurred for production (meaning such revenue comprises primarily fees or commissions). When the Group acts as “principal”, the full amount is recognized as revenue, including production costs that are invoiced to the client.

8.5.2 Other operating expenses and income

Other operating expenses and income mainly relate to IT system charges, consultant fees, real estate expenses and income from subrentals, fees (including hiring, recruitment and retention costs), travel costs, insurance costs, bank fees and any other expenses related to client development.

8.5.3 Personnel costs

Personnel costs consist of compensation, which includes all direct and indirect costs related to employees, including costs relating to salaries, pension and post-employment benefit plans, bonuses and long-term incentive plans and share subscription or purchase plans (excluding costs related to Vivendi performance shares, which are recorded under “performance shares”, as described below).

8.5.4 Depreciation and amortization

Depreciation expenses relate to leased properties under IFRS 16 (including net impairment of right-use-assets) and to property and equipment. Amortization expenses relate to impairment costs of equipment (particularly IT equipment and software) and intangible assets, such as owned agencies. The Group does not own significant real property with the exception of its head office in Puteaux, France.

8.5.5 Performance shares

Expenses related to performance shares pertain to free grant or incentive shares granted to employees and executives of the Group under the Vivendi performance share plan (and if one is implemented at Havas, to any Havas performance share plan). For the details of performance shares granted, see Note 5.2.18, “*Performance share plans*” to the Consolidated Financial Statements.

8.5.6 Goodwill impairment and earn-out adjustments

Impairment tests are performed to compare the recoverable amount of each cash generating unit (“CGU”) or, if necessary, groups of CGUs, to the carrying amount of the corresponding assets (including goodwill). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. If the recoverable amount is lower than the carrying amount of a CGU, an impairment loss equal to the difference is recognized as an operating loss.

Any contingent consideration in a business combination (such as earn-out payments) is included in the consideration transferred at its acquisition-date fair value, regardless of the probability that it will become due. Subsequent changes in the fair value of contingent consideration due to facts and circumstances that existed as of the acquisition date are recorded by adjusting goodwill if they occur during the measurement period or directly in the income statement as “impairment goodwill / earn-out adjustments” if they arise after the measurement period, unless the obligation is settled in equity instruments, in which case the contingent consideration is not remeasured subsequently and the liability is recorded under “earn-out and non-controlling interest buy-out obligations” in the statement of financial position.

8.5.7 Restructuring costs

This line item consists of severance costs related to the restructuring of relevant agencies following the loss of a client or reorganization of an agency’s executive team.

8.5.8 Operating income (EBIT)

Operating income, or EBIT, is the result of (i) revenue, less (ii) costs rebilled to customers, other operating expenses and income, personnel costs, depreciation and amortization expenses, expenses related to performance shares, goodwill impairment, earn-out adjustments and restructuring costs.

8.5.9 Net financial expense

Net financial expense represents (i) financial expenses, including the cost of financial debt (cost of bank credit facilities, commercial paper, Vivendi short-term loans and foreign currency swaps as well as any income from such swaps) and other financial expenses such as the interest cost of pension obligations (per IAS19), foreign exchange gains and losses, interest expense on lease liabilities, acquisition costs and miscellaneous expenses (for instance relating to the sale or impairment of financial assets), net of (ii) financial income, which primarily represents dividends and interest income earned on cash and cash equivalents.

8.6 Results of operations

The following table summarizes the Group's results of operations for the years ended December 31, 2023, 2022 and 2021, as well as for the six months ended June 30, 2024 and 2023:

	Year ended December 31,			Six months ended June 30,	
	2023	2022	2021	2024	2023
(in EUR millions)					
Revenue	2,872	2,765	2,341	1,366	1,318
Costs rebilled to customers.....	(177)	(175)	(103)	(58)	(53)
Other operating income	89	103	59	25	41
Other operating expenses	(500)	(491)	(426)	(223)	(234)
Personnel costs	(1,833)	(1,756)	(1,502)	(919)	(894)
Depreciation and amortization.....	(121)	(145)	(118)	(56)	(56)
Performance shares.....	(3)	(4)	(4)	(2)	(2)
Goodwill impairment / earn-out adjustments	2	6	(3)	3	1
Restructuring	(19)	(17)	(5)	(11)	(3)
Operating income (EBIT)	310	286	239	125	118
Interest income	8	10	5	5	7
Other financial income	31	40	32	15	14
Other financial expenses.....	(70)	(63)	(81)	(23)	(29)
Net financial expense	(31)	(13)	(44)	(3)	(8)
Income before tax	279	273	195	122	110
Income taxes.....	(95)	(80)	(58)	(48)	(41)
Net income	184	193	136	74	69
Non-controlling interests.....	17	22	23	3	3
Net income, Group share.....	167	171	113	71	66
Other data:					
Net revenue*	2,695	2,590	2,238	1,308	1,265
Adjusted EBIT*	327	297	247	133	120

* Net revenue and Adjusted EBIT are Alternative Performance Measures. See Section 8.4, "Alternative Performance Measures" for an explanation of these measures, Section 8.6.1.2, "Revenue and net revenue", Section 8.6.2.2, "Revenue and net revenue" and Section 8.6.3.2, "Revenue and net revenue" for the reconciliation of net revenue to revenue, and Section 8.6.1.10, "Adjusted EBIT", Section 8.6.2.10, "Adjusted EBIT" and Section 8.6.3.10, "Adjusted EBIT" for the reconciliation of Adjusted EBIT to net income.

8.6.1 Six months ended June 30, 2024 and 2023

8.6.1.1 *Key figures*

The following table sets forth a summary of the Group's key figures for the six months ended June 30, 2024 and 2023:

(in EUR millions, except percentages)	Six months ended June 30,		Change	
	2024	2023	Amount	Percentage
Revenue	1,366	1,318	48	3.6%
Costs rebilled to customers	(58)	(53)	5	9.4%
Net revenue	1,308	1,265	43	3.4%
Other operating expenses and income	(198)	(193)	4	2.1%
Personnel costs	(919)	(894)	25	2.8%
Depreciation and amortization	(56)	(56)	-	NS
Performance shares	(2)	(2)	-	NS
Adjusted EBIT	133	120	13	10.8%
Goodwill impairment / earn-out adjustments	3	1	2	NA
Restructuring	(11)	(3)	8	NA
Operating income (EBIT)	125	118	7	5.9%
Net financial expense	(4)	(8)	(4)	(50.0)%
Income taxes	(48)	(41)	7	17.1%
Net income	74	69	5	7.2%
Non-controlling interests	3	3	(1)	(25.0)%
Net income, Group share	71	66	5	7.6%

8.6.1.2 Revenue and net revenue

Revenue increased by €48 million, or 3.6%, from €1,318 million for the six months ended June 30, 2023 to €1,366 million for the six months ended June 30, 2024 due to the factors described below.

The following table reconciles the Group's net revenue growth on a constant currency basis and an organic basis with reported growth for the years ended June 30, 2024 and 2023.

	Reported growth		Currency effects	=	Constant currency growth	+	Perimeter effects	=	Organic growth
Net revenue.....	3.4%	+	0.1%	=	3.5%	+	(3.5)%	=	-

Net revenue increased by €43 million, or 3.4%, from €1,265 million for the six months ended June 30, 2023 to €1,308 million for the six months ended June 30, 2024. The growth in net revenue was primarily driven by acquisitions in Europe and sales to newly acquired clients primarily in Europe and Latin America. Moreover, foreign currency effects had a negative impact of €1.6 million, mainly due to negative impacts of the U.S. dollar and the Argentine peso, resulting in net revenue growth of 3.5% on a constant currency basis.

The following table shows a breakdown of the Group's net revenue by operating segment for the six months ended June 30, 2024 and 2023 and the year-on-year amount and percentage change.

(in EUR millions, except percentages)	Six months ended June 30,		Change	
	2024	2023	Amount	Percentage
Net revenue:				
Europe	655	595	60	10.1%
North America	454	481	(27)	(5.6)%
APAC and Africa*	116	110	6	5.5%
Latin America	87	81	6	7.4%

* Includes the Middle East.

In Europe, net revenue increased by €60 million, or 10.1%, from €595 million for the six months ended June 30, 2023 to €655 million for the six months ended June 30, 2024, primarily driven by acquisitions in the United Kingdom and strong performance in the Spanish market in the first half of 2024.

In North America, net revenue decreased by €27 million, or 5.6%, from €481 million for the six months ended June 30, 2023 to €454 million for the six months ended June 30, 2024, primarily driven by the loss of a significant client in the United States at the end of 2023.

In APAC and Africa, net revenue increased by €6 million, or 5.5%, from €110 million for the six months ended June 30, 2023 to €116 million for the six months ended June 30, 2024, primarily driven by acquisitions in India, Australia, Singapore and the United Arab Emirates, combined with solid organic growth in India, Singapore and the United Arab Emirates.

In Latin America, net revenue increased by €6 million, or 7.4%, from €81 million for the six months ended June 30, 2023 to €87 million for the six months ended June 30, 2024, primarily driven by strong growth in Mexico.

Reconciliation of net revenue to revenue

The following table sets forth the reconciliation of net revenue to revenue for the periods indicated:

	Six months ended June 30,	
	2024	2023
(in EUR millions)		
Revenue	1,366	1,318
Costs rebilled to customers.....	(58)	(53)
Net revenue	1,308	1,265

8.6.1.3 *Other operating expenses and income*

Other operating expenses, net, increased by €5 million, or 2.6%, from €193 million in the six months ended June 30, 2023 to €198 million in the six months ended June 30, 2024, reflecting the impact of acquisitions and additional costs to service newly acquired clients. Other operating expenses, net, as a percentage of revenue were stable year-on-year (14.6% and 14.5% in the six months ended June 30, 2023 and 2024, respectively), as the Group continued to implement cost management measures to optimize operational and incidental costs related to the provision of services.

8.6.1.4 *Personnel costs*

Personnel costs amounted to €894 million in the six months ended June 30, 2023, compared with €919 million in the six months ended June 30, 2024, representing an increase of €25 million, or 2.8%, in line with the increase in operating expenses related to acquisitions and new clients. Personnel costs as a percentage of revenue were stable from June 30, 2023 to June 30, 2024, at 67.8% and 67.3%, respectively.

8.6.1.5 *Depreciation and amortization*

Depreciation and amortization expenses were stable at €56 million in each of the six months ended June 30, 2023 and 2024, reflecting depreciation of right-of-use assets and tangible and intangible assets in each period.

8.6.1.6 *Performance shares*

Performance share costs were stable at €2 million in each of the six months ended June 30, 2023 and 2024.

8.6.1.7 *Goodwill impairment and earn-out adjustments*

Change in goodwill impairment and earn-out adjustments represented an increase of €2 million, totaling €3 million in the six months ended June 30, 2024, compared to €1 million in the six months ended June 30, 2023.

8.6.1.8 *Restructuring costs*

Restructuring costs increased by €8 million, totaling €11 million in the six months ended June 30, 2024, compared to €3 million in the six months ended June 30, 2023, reflecting changes in management in Spain, Italy, France and the United Kingdom.

8.6.1.9 *Operating income (EBIT)*

EBIT increased by €7 million, or 5.9%, from €118 million for the six months ended June 30, 2023 to €125 million for the six months ended June 30, 2024, primarily reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. EBIT margin, meaning EBIT as a percentage of revenue, represented 9.0% and 9.2% in the six months ended June 30, 2023 and 2024, respectively.

8.6.1.10 *Adjusted EBIT*

Adjusted EBIT increased by €13 million, or 10.8%, from €120 million for the six months ended June 30, 2023 to €133 million for the six months ended June 30, 2024, primarily reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. Adjusted EBIT margin represented 9.5% and 10.2% in the six months ended June 30, 2023 and 2024, respectively, reflecting the increase in net revenue offset by higher restructuring costs, as described above.

The following table shows a breakdown of the Group's Adjusted EBIT by operating segment for each of the six months ended June 30, 2024 and 2023 and the year-on-year amount and percentage change.

	Six months ended June 30,		Change	
	2024	2023	Amount	Percentage
(in EUR millions, except percentages)				
Adjusted EBIT:				
Europe	56	35	21	60.0%
North America.....	54	64	(10)	(15.6)%
APAC and Africa*	19	5	14	NA
Latin America.....	2	14	(12)	(85.7)%

* Includes the Middle East.

In Europe, Adjusted EBIT increased by €21 million, or 60.0%, from €35 million for the six months ended June 30, 2023 to €56 million the six months ended June 30, 2024, primarily driven by a significant acquisition in the United Kingdom in the second half of 2023, together with strong results in Spain and France.

In North America, Adjusted EBIT decreased by €10 million, or 15.6%, from €64 million for the six months ended June 30, 2023 to €54 million for the six months ended June 30, 2024, in line with the decrease in net revenue.

In APAC and Africa, Adjusted EBIT increased by €14 million, from €5 million for the six months ended June 30, 2023 to €19 million for the six months ended June 30, 2024, primarily resulting from the renegotiation of two significant client contracts and lower costs related to provisions in 2024 following the recovery of uncollected customer receivables in Indonesia and China from 2023.

In Latin America, Adjusted EBIT decreased significantly from €14 million for the six months ended June 30, 2023 to €2 million for the six months ended June 30, 2024, primarily due to lower business activity in the first half of 2024 in Peru, Brazil and Mexico and a one-time client event in Peru that benefitted the region in the first half of 2023.

Reconciliation of Adjusted EBIT to net income

The following table sets forth the reconciliation of Adjusted EBIT to net income for the periods indicated:

	Six months ended June 30,	
	2024	2023
<i>(in EUR millions)</i>		
Net income	74	69
<i>Less:</i>		
Income taxes.....	(48)	(41)
Interest.....	5	7
Other financial income	15	14
Other financial expenses.....	(23)	(29)
Operating income (EBIT)	125	118
<i>Less:</i>		
Goodwill impairment / earn-out adjustments	3	1
Restructuring	(11)	(3)
Adjusted EBIT	133	120

8.6.1.11 *Net financial expense*

Net financial expenses decreased by €5 million, from €8 million for the six months ended June 30, 2023 to €3 million for the six months ended June 30, 2024, as a result of a decrease of €6 million in other financial expenses (consisting of a €6 million decrease related to other expenses, with lower foreign exchange losses in the first half of 2024 and no depreciation of financial loans granted to non-consolidated subsidiaries in Africa as the Group had during the same period in 2023), slightly offset by a decrease of €2 million in interest income.

8.6.1.12 *Income tax expense*

Income taxes increased by €7 million, or 17.1%, from €41 million in the six months ended June 30, 2023 to €48 million in the six months ended June 30, 2024, representing a pre-tax rate of 36.9% and 39.3%, respectively, mainly due to the distribution of higher EBIT across certain countries and entities.

8.6.1.13 *Net income*

As a result of the factors discussed above, net income increased by €5 million, or 7.2%, from €69 million in the six months ended June 30, 2023 to €74 million in the six months ended June 30, 2024. Net income, Group share, amounted to €66 million in the six months ended June 30, 2023, compared to €71 million in the six months ended June 30, 2024. Net income attributable to non-controlling interests amounted to €3 million in the six months ended June 30, 2023 compared to €3 million in the six months ended June 30, 2024.

8.6.2 Year ended December 31, 2023 compared with year ended December 31, 2022

8.6.2.1 *Key figures*

The following table sets forth a summary of the Group's key figures for the years ended December 31, 2023 and 2022:

(in EUR millions, except percentages)	Year ended December 31,		Change	
	2023	2022	Amount	Percentage
Revenue	2,872	2,765	107	3.9%
Costs rebilled to customers	(177)	(175)	2	1.1%
Net revenue	2,695	2,590	105	4.1%
Other operating expenses and income	(411)	(388)	23	5.9%
Personnel costs	(1,833)	(1,756)	77	4.4%
Depreciation and amortization	(121)	(145)	(24)	(16.6)%
Performance shares	(3)	(4)	(1)	(25.0)%
Adjusted EBIT	327	297	31	10.1%
Goodwill impairment / earn-out adjustments	2	6	(4)	(66.7)%
Restructuring	(19)	(17)	2	11.8%
Operating income (EBIT)	310	286	24	8.4%
Net financial expense	(31)	(13)	18	138.5%
Income taxes	(95)	(80)	15	18.8%
Net income	184	193	(9)	(4.7)%
Non-controlling interests	17	22	(5)	(22.7)%
Net income, Group share	167	171	(4)	(2.3)%

8.6.2.2 Revenue and net revenue

Revenue increased by €107 million, or 3.9%, from €2,765 million for the year ended December 31, 2022 to €2,872 million for the year ended December 31, 2023 due to the factors described below.

The following table reconciles the Group's net revenue growth on a constant currency basis and an organic basis with reported growth for the years ended December 31, 2023 and 2022.

	Reported growth		Currency effects		Constant currency growth		Perimeter effects		Organic growth
Net revenue.....	4.1%	+	2.2%	=	6.3%	+	(1.9)%	=	4.4%

Net revenue increased by €105 million, or 4.1%, from €2,590 million for the year ended December 31, 2022 to €2,695 million for the year ended December 31, 2023. The growth in net revenue was primarily driven by sales to newly acquired clients primarily in APAC and Africa and Latin America, and to a lesser extent by acquisitions (mainly Uncommon in the United Kingdom and EProfessional in Germany) which contributed 1.9% to net revenue growth. Moreover, foreign currency effects had a negative impact of €56 million (with negative impacts from the U.S. dollar, the Argentine peso, the British pound sterling, the Chinese renminbi and the Mexican peso), resulting in net revenue growth of 6.3% on a constant currency basis. In addition, on an organic basis, net revenue growth was 4.4%.

The following table shows a breakdown of the Group's net revenue by operating segment for the years ended December 31, 2023 and 2022 and the year-on-year amount and percentage change.

(in EUR millions, except percentages)	Year ended December 31,		Change	
	2023	2022	Amount	Percentage
Net revenue:				
Europe	1,289	1,254	35	2.8%
North America	984	979	5	0.5%
APAC and Africa*	247	227	20	8.8%
Latin America	176	135	41	30.4%

* Includes the Middle East.

All operating segments experienced growth in net revenue.

In Europe, net revenue increased by €35 million, or 2.8%, from €1,254 million in 2022 to €1,289 million in 2023, driven by significant client development, limited client losses and the positive impact of acquisitions. Foreign exchange impacts were negative in Europe due to a weaker British pound against the euro (negative impact of €9 million). Net revenue was supported by better performance of Havas Creative and Havas Media across Europe, slightly offset by slight declines in Havas Health. Net revenue was also supported by positive performance in Austria, Poland, Germany and France, while business contracted in other countries (Spain, Italy, Belgium and Israel).

In North America, net revenue increased by €5 million, or 0.5%, from €979 million in 2022 to €984 million in 2023, lower than in Europe mostly due to adverse foreign exchange impacts (a weaker U.S. dollar), but with solid growth from Havas Health and newly acquired clients. Acquisitions were limited in this region in 2023.

In APAC and Africa, net revenue increased by €20 million, or 8.8%, from €227 million in 2022 to €247 million in 2023, driven by positive performance across all business lines, in particular in Havas Health, and with strong growth in China and India growing by, due in particular to client gains, partially offset by some client losses in China. In APAC, the positive contribution of acquisitions was offset by an adverse foreign exchange impact but organic growth had a significantly positive impact in 2023 with a major contribution from the Middle East.

In Latin America, net revenue increased by €41 million, or 30.4%, from €135 million in 2022 to €176 million in 2023. This growth in net revenue was driven by Mexico and Brazil, where there were significant client gains and successful retention and development of existing clients. Chile, Peru, Argentina and Columbia also recorded client gains. Gains in Latin America were somewhat offset by the negative impact of exchange rates, mostly in the Argentine peso.

Reconciliation of net revenue to revenue

The following table sets forth the reconciliation of net revenue to revenue for the periods indicated:

	Year ended December 31,	
	2023	2022
(in EUR millions)		
Revenue	2,872	2,765
Costs rebilled to customers.....	(177)	(175)
Net revenue	2,695	2,590

8.6.2.3 *Other operating expenses and income*

Other operating expenses, net, increased slightly from €388 million for the year ended December 31, 2022 to €411 million for the year ended December 31, 2023, reflecting an increase in IT maintenance expenses, new business and advertising costs, travel costs and real estate expenses, all of which were exacerbated by inflation. Other operating expenses, net, as a percentage of revenue were stable year-on-year (14.3% in 2023 compared with 14.0% in 2022), as the Group continued to implement cost management measures to optimize operational and incidental costs related to the provision of services.

8.6.2.4 *Personnel costs*

Personnel costs amounted to €1,833 million for the year ended December 31, 2023, compared with €1,756 million for the year ended December 31, 2022, representing an increase of €77 million, or 4.4%. Personnel costs as a percentage of revenue were stable from 2022 to 2023, at 63.5% and 63.8%, respectively. This increase was the result of inflation (in particular in countries with very high inflation),

talent retention initiatives, investments in new expertise as well as acquisitions. The increase was partially offset by foreign currency effects of U.S. salaries, as the euro weakened significantly against the U.S. dollar in 2022 (resulting in higher relative wages when translated into euro), while partially recovering in 2023.

8.6.2.5 *Depreciation and amortization*

Depreciation and amortization expenses decreased by €24 million, or 16.6%, from €145 million for the year ended December 31, 2022 to €121 million for the year ended December 31, 2023, reflecting depreciation recorded in 2022 related to vacancy of a large office space.

8.6.2.6 *Performance shares*

Performance share costs decreased by €1 million, totaling €3 million for the year ended December 31, 2023, compared to €4 million for the year ended December 31, 2022.

8.6.2.7 *Goodwill impairment and earn-out adjustments*

Change in goodwill impairment and earn-out adjustments represented a decrease of €4 million, totaling €2 million for the year ended December 31, 2023, compared to €6 million for the year ended December 31, 2022.

8.6.2.8 *Restructuring costs*

Restructuring costs increased by €2 million, totaling €19 million for the year ended December 31, 2023, compared to €17 million for the year ended December 31, 2022, reflecting costs related to the restructuring of relevant agencies following the loss of clients.

8.6.2.9 *Operating income (EBIT)*

EBIT increased by €24 million, or 8.4%, from €286 million for the year ended December 31, 2022 to €310 million for the year ended December 31, 2023, primarily reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. EBIT margin, meaning EBIT as a percentage of revenue, represented 10.8% in 2023 and 10.3% in 2022.

8.6.2.10 *Adjusted EBIT*

Adjusted EBIT increased by €30 million, or 10.1%, from €297 million for the year ended December 31, 2022 to €327 million for the year ended December 31, 2023, primarily reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. Adjusted EBIT margin represented 12.1% in 2023 and 11.5% in 2022, reflecting the increase in net revenue and lower depreciation costs in 2023, as described above.

The following table shows a breakdown of the Group's Adjusted EBIT by operating segment for the years ended December 31, 2023 and 2022 and the year-on-year amount and percentage change.

	Year ended		Change	
	December 31, 2023	December 31, 2022	Amount	Percentage
(in EUR millions, except percentages)				
Adjusted EBIT:				
Europe	167	178	(11)	(6.2)%
North America	135	108	27	25.0%
APAC and Africa*	7	10	(3)	(30.0)%
Latin America	23	(1)	24	NA

* Includes the Middle East.

Despite an increase in net revenue in Europe, Adjusted EBIT decreased by €11 million, or 6.2%, from €178 million in 2022 to €167 million in 2023, driven by higher expenses due to a non-recurring provision related to higher costs than budgeted on a client contract and inflation of operating expenses which increased more than client fees.

In North America, Adjusted EBIT increased by €27 million, or 25.0%, from €108 million in 2022 to €135 million in 2023, reflecting a large depreciation charge in 2022 for leasing of office space. Adjusted EBIT in 2023 was in line with normative performance levels in North America.

In APAC and Africa, Adjusted EBIT decreased by €3 million, or 30.0%, from €10 million in 2022 to €7 million in 2023, resulting from expenses related to provisions for large amounts of uncollected customer receivables in Indonesia and China (which were recovered in 2024).

In Latin America, Adjusted EBIT was €(1) million in 2022 compared to €23 million in 2023. Adjusted EBIT in 2022 was negatively impacted by higher expenses due to provisions recognized in Peru related to trade payables with a digital media supplier.

Reconciliation of Adjusted EBIT to net income

The following table sets forth the reconciliation of Adjusted EBIT to net income for the periods indicated:

	Year ended December 31,	
	2023	2022
(in EUR millions)		
Net income	184	193
<i>Less:</i>		
Income taxes.....	(95)	(80)
Interest.....	8	10
Other financial income.....	31	40
Other financial expenses.....	(70)	(63)
Operating income (EBIT)	310	286
<i>Less:</i>		
Goodwill impairment / earn-out adjustments.....	2	6
Restructuring.....	(19)	(17)
Adjusted EBIT	327	297

8.6.2.11 *Net financial expense*

Net financial expenses increased by €18 million from €13 million for the year ended December 31, 2022 to €31 million for the year ended December 31, 2023, primarily as a result of the recording of a €5 million provision related to the depreciation of financial assets and foreign exchange losses of €4 million, as well as interest payments on debt due to higher interest rates. Other items such as pension plan interest costs, acquisition fees, late payment penalties contributed to the increase in net financial expenses.

8.6.2.12 *Income tax expense*

Income taxes increased by €15 million, or 18.8%, from €80 million in the year ended December 31, 2022 to €95 million in the year ended December 31, 2023, representing a pre-tax rate of 29.2% and 33.9%, respectively, mainly due to the write-down of a deferred tax assets recognized for Havas S.A. in the amount of €11 million.

8.6.2.13 *Net income*

As a result of the factors discussed above, net income decreased slightly by €4 million, or 2.3%, from €171 million in the year ended December 31, 2022 to €167 million in the year ended December 31, 2023. Net income, Group share, amounted to €167 million for the year ended December 31, 2023, compared to €171 million for the year ended December 31, 2022. Net income attributable to non-controlling interests amounted to €17 million for the year ended December 31, 2023 compared to €22 million for the year ended December 31, 2022.

8.6.3 Year ended December 31, 2022 compared with year ended December 31, 2021

8.6.3.1 *Key figures*

The following table sets forth a summary of the Group's key figures for the years ended December 31, 2022 and 2021:

(in EUR millions, except percentages)	Year ended December 31,		Change	
	2022	2021	Amount	Percentage
Revenue.....	2,765	2,341	424	18.1%
Costs rebilled to customers.....	(175)	(103)	72	69.9%
Net revenue	2,590	2,238	352	15.8%
Other operating expenses and income	(389)	(367)	22	6.0%
Personnel costs	(1,756)	(1,502)	254	16.9%
Depreciation and amortization.....	(145)	(118)	27	22.9%
Performance shares.....	(4)	(4)	-	-
Adjusted EBIT	297	246	51	20.7%
Goodwill impairment / earn-out adjustments	6	(3)	9	NA
Restructuring	(17)	(5)	12	NA
Operating income (EBIT)	286	239	47	19.7%
Net financial expense	(13)	(44)	31	70.4%
Income taxes.....	(80)	(58)	22	37.9%
Net income	193	136	57	41.9%
Non-controlling interests.....	22	23	1	4.3%
Net income, Group share.....	171	113	58	51.3%

8.6.3.2 *Revenue and net revenue*

Revenue increased by €424 million, or 18.1%, from €2,341 million for the year ended December 31, 2021 to €2,765 million for the year ended December 31, 2022 due to the factors described below.

The following table reconciles the Group's net revenue growth on a constant currency basis and an organic basis with reported growth for the years ended December 31, 2022 and 2021.

	Reported growth		Currency effects	=	Constant currency growth	+	Perimeter effects	=	Organic growth
Net revenue.....	15.8%	+	(6.3)%	=	9.5%	+	(2.7)%	=	6.8%

Net revenue increased by €352 million, or 15.8%, from €2,238 million for the year ended December 31, 2021 to €2,590 million for the year ended December 31, 2022. The growth in net revenue was primarily driven by organic growth (up 6.8%), particularly in the healthcare and wellness sector, and acquisitions of eight agencies in Europe and APAC during 2022. Foreign currency effects had a positive impact of €128 million, resulting in net revenue growth of 9.5% on a constant currency basis.

The following table shows a breakdown of the Group's net revenue by operating segment for the years ended December 31, 2022 and 2021 and the year-on-year amount and percentage change.

	Year ended December 31,		Change	
	2022	2021	Amount	Percentage
(in EUR millions, except percentages)				
Net revenue:				
Europe	1,254	1,124	130	11.7%
North America	979	822	157	19.1%
APAC and Africa*	227	183	44	24.0%
<u>Latin America</u>	<u>135</u>	<u>113</u>	<u>22</u>	<u>19.5%</u>

* Includes the Middle East.

All operating segments experienced strong growth in net revenue.

In Europe, net revenue increased by €137 million, or 11.7%, from €1,124 million in 2021 to €1,254 million in 2022, driven primarily by organic growth and sales to newly acquired clients. Acquisitions added growth of 4.0%, with Inviqa and SearchLab in the United Kingdom and Tinkle in Spain. Revenue increased particularly in Spain, the United Kingdom, France, Italy and Germany, due in particular to improved performance of Havas Creative and Havas Health and client gains.

In North America, net revenue increased by €157 million, or 19.1%, from €822 million in 2021 to €979 million in 2022, primarily due to positive exchange rate impacts of the U.S. Dollar against the euro. Net revenue increased across all business lines, in particular in Havas Health and Havas Media, driven in particular by gains in the healthcare and wellness sector and other significant newly acquired clients. On an organic basis, net revenue increased by 5.2%.

In APAC and Africa, net revenue increased by €44 million, or 24.0%, from €183 million in 2021 to €227 million in 2022, due to strong performance in Havas Media and Havas Health, with China and India posting year-on-year growth of 13% and 36%, respectively, and significant client gains. Agency acquisitions had a positive impact, particularly Front Networks in China and Frontier Australia in Australia. Foreign exchange rate impacts had a positive impact of 8.4%. On an organic basis, net revenue increased by 5.8% due to successful client retention and newly acquired clients.

In Latin America, net revenue increased by €22 million, or 19.5%, from €113 million in 2021 to €135 million in 2022, driven by strong growth in Havas Media and successful client retention and newly acquired clients, despite a poor fourth quarter (due to the impact of hyperinflation in Argentina). Acquisitions in Latin America were not significant in 2022.

Reconciliation of net revenue to revenue

The following table sets forth the reconciliation of net revenue to revenue for the periods indicated:

	Year ended December 31,	
	2022	2021
(in EUR millions)		
Revenue	2,765	2,341
Costs rebilled to customers	(175)	(103)
Net revenue	2,590	2,238

8.6.3.3 *Other operating expenses and income*

Other operating expenses, net, increased by €22 million, or 6.0%, from €366 million for the year ended December 31, 2021 to €388 million for the year ended December 31, 2022. Other operating expenses,

net, as a percentage of revenue were 14.0% in 2022 compared with 15.6% in 2021, as the Group continued to implement cost management measures to optimize operational and incidental costs related to the provision of services.

8.6.3.4 *Personnel costs*

Personnel costs amounted to €1,756 million for the year ended December 31, 2022, compared to €1,502 million for the year ended December 31, 2021, representing an increase of €254 million, or 16.9%, was primarily driven by wage inflation and talent retention related to the growth of the business. Personnel costs as a percentage of revenue decreased slightly to 63.5% in 2022 from 64.2% in 2021.

8.6.3.5 *Depreciation and amortization*

Depreciation and amortization expenses increased by €27 million, or 22.9%, from €118 million for the year ended December 31, 2021 to €145 million in the year ended December 31, 2022. The increase was due to a significant depreciation in the right-of-use asset recognized in the consolidated statement of financial position for the use of office spaces in the United States.

8.6.3.6 *Performance shares*

Performance share costs were stable at €4 million in both years ended December 31, 2022 and 2021.

8.6.3.7 *Goodwill impairment and earn-out adjustments*

Change in goodwill impairment and earn-out adjustments represented an increase of €9 million, totaling €6 million for the year ended December 31, 2022, compared to a loss of €3 million for the year ended December 31, 2021.

8.6.3.8 *Restructuring costs*

Restructuring costs increased by €12 million, totaling €17 million for the year ended December 31, 2022, compared to €5 million for the year ended December 31, 2021, reflecting costs related to the restructuring of relevant agencies following the loss of clients.

8.6.3.9 *Operating income (EBIT)*

EBIT increased by €47 million, or 19.7%, from €239 million for the year ended December 31, 2021 to €286 million for the year ended December 31, 2022, reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. EBIT margin, meaning EBIT as a percentage of revenue, represented 10.3% in 2022 and 10.2% in 2021.

8.6.3.10 *Adjusted EBIT*

Adjusted EBIT increased by €51 million, or 20.7%, from €246 million for the year ended December 31, 2021 to €297 million for the year ended December 31, 2022, primarily reflecting the increase in net revenue, which was partly offset by higher personnel costs, as described above. Adjusted EBIT margin represented 11.5% in 2022 and 11.0% in 2021, reflecting the increase in net revenue and the effects of the Group's cost management measures mentioned above.

The following table shows a breakdown of the Group's net revenue by operating segment for the years ended December 31, 2022 and 2021 and the year-on-year amount and percentage change.

	Year ended December 31,		Change	
	2022	2021	Amount	Percentage
(in EUR millions, except percentages)				
Adjusted EBIT:				
Europe	178	147	31	21.1%
North America	108	88	20	22.7%
APAC and Africa*	10	16	(6)	(37.5)%
Latin America	(1)	(1)	-	-

* Includes the Middle East.

In Europe, Adjusted EBIT increased by €31 million, or 21.1%, from €147 million in 2021 to €178 million in 2022, driven by optimization of client fees and improved EBIT in particular in Spain, the UK, Germany and France.

In North America, Adjusted EBIT increased by €20 million, or 22.7%, from €88 million in 2021 to €108 million in 2022, in line with the increase in net revenue, reflecting new business in the client base and optimization of client fees.

In APAC and Africa, Adjusted EBIT decreased by €6 million, or 37.5%, from €16 million in 2021 to €10 million in 2022, as the Group signed a new major contract in the Middle East requiring adjustments relating to start-up costs relating to the commencement of operations.

Despite an increase in net revenue, Adjusted EBIT in Latin America was stable at €(1) million in each of the years ended December 31, 2022 and 2021, reflecting the negative impacts of higher expenses due to provisions related to trade payables for media suppliers.

Reconciliation of Adjusted EBIT to net income

The following table sets forth the reconciliation of Adjusted EBIT to net income for the periods indicated:

	Year ended December 31,	
	2022	2021
(in EUR millions)		
Net income	184	193
<i>Less:</i>		
Income taxes	(95)	(80)
Interest	10	5
Other financial income	40	32
Other financial expenses	(63)	(81)
Operating income (EBIT)	286	239
<i>Less:</i>		
Goodwill impairment / earn-out adjustments	(6)	3
Restructuring	17	5
Adjusted EBIT	297	246

8.6.3.11 *Net financial expense*

Net financial expense decreased by €31 million from €44 million for the year ended December 31, 2021 to €13 million for the year ended December 31, 2022. Interest earned on deposits and interest paid on financial debt improved by €5 million in 2022 compared to 2021 mostly due to the swap premiums earned on U.S. dollar hedges against the euro. Net financial expense was also affected by depreciation of loans to non-consolidated subsidiaries that the Group recorded in 2021 for €5 million (with respect to Havas Media Africa), with no such depreciation recorded in 2022, as well as the impact of the Universal Music Group N.V. (UMG) bonus in 2021 (€21 million). There were no other significant

changes affecting net financial expense in 2022 (namely, no significant pension plan interest costs, lease obligations costs, acquisition fees or dividends).

8.6.3.12 *Income tax expense*

Income taxes increased by €22 million, or 37.9%, from €58 million in the year ended December 31, 2021 to €80 million in the year ended December 31, 2022, representing a pre-tax rate of 30.0% and 29.3%, respectively.

8.6.3.13 *Net income*

As a result of the factors discussed above, net income increased by €57 million, or 41.9%, from €136 million in the year ended December 31, 2021 to €193 million in the year ended December 31, 2022. Net income, Group share, amounted to €171 million for the year ended December 31, 2022 and €113 million for the year ended December 31, 2021. Net income attributable to non-controlling interests amounted to €22 million for the year ended December 31, 2022 and €23 million for the year ended December 31, 2021.

8.7 **Liquidity and capital resources**

8.7.1 Overview

The Group's principal cash needs include capital expenditures and other investments (including in relation to the Group's investments in relation to the execution of the "Converged" strategy), dividends, lease payments and external growth transactions (the latter including earn-out and buy-out payments). Lease payments relate to lease liabilities for right-of-use assets (mainly retail or office space) in which the Group acts as lessee. Earn-out and buy-out payments relate to contingent consideration paid by the Group to shareholders and non-controlling interests, respectively, in connection with business combinations. See Section 8.14.3, "*Liquidity risk*" for further information regarding lease liabilities and earn-out and buy-out obligations.

The Group's main sources of liquidity are cash generated from operating activities, as well as funds from borrowings. The generation of the Group's operating income (EBIT) is seasonal in light of increased expenditures by clients in the second half of the year, particularly in the fourth quarter (with the Group generating around 60% of its EBIT in the last six months of the financial year). Moreover, the Group's working capital needs are typically higher in the summer months as a result of the payment cycles in place with customers, vendors and suppliers. As a result, the Group draws under its financing facilities in certain quarters on a short-term basis in order to manage the seasonality of its working capital cycle and its EBIT generation (in particular in summer months). Drawings on the Group's financing facilities are typically repaid by the end of the reporting period.

Cash and cash equivalents amounted to €235 million as of June 30, 2024 (which does not reflect the interim dividend distribution amounting to approximately €150 million by Havas S.A. to its shareholders on September 27, 2024, as described in Section 3.3.1.1, "*The Reorganization Transactions*"). Total financial debt (excluding lease liabilities and earn-out and buy-out obligations) was €111 million as of June 30, 2024, which represented the Vivendi current account (€100 million) as well as employee profit-sharing related liabilities and other financial debt, as described in Section 8.11, "*Net financial debt / net cash and cash equivalents position*".

The Group currently has a commercial paper program under which it can issue up to €500 million, fully guaranteed by Vivendi. As of September 30, 2024, €270 million of the €500 million was available for issuance. Following Admission, while Vivendi will no longer be a guarantor (and will be replaced by a parent guarantee from the Company), the program will remain in place and the Group will continue to have unrestricted access, as such guarantee from Vivendi is no longer required from a regulatory perspective. In addition, as of September 2024, the Group benefits from a €700 million revolving credit facility, which replaced confirmed credit lines previously maintained by the Group totaling €510 million. As of October 4, 2024, €480 million was undrawn under the revolving credit facility. See Section 8.15, "*Principal financings*" for more detailed information regarding the Group's borrowings.

8.7.2 Statement on working capital

In the opinion of the Group, its working capital is sufficient with respect to its present requirements for the twelve (12) months following the date of this Prospectus.

8.7.3 Cash flows

The following table provides an overview of the Group's consolidated cash flow statement for the years ended December 31, 2023, 2022 and 2021, and the six months Fabien ended June 30, 2024 and 2023:

	Year ended December 31,			Six months ended June 30,	
	2023	2022	2021	2024	2023
(in EUR millions)					
Net cash provided by/(used in) operating activities	341	370	332	(85)	(41)
Net cash provided by/(used in) investing activities	(94)	(184)	(16)	101	68
Net cash provided by/(used in) financing activities	(242)	(638)	76	(111)	(44)
Effect of exchange rate changes	(28)	22	44	8	(10)
Net increase/(decrease) in cash and cash equivalents.....	5	(452)	392	(95)	(17)
Net cash at opening	345	775	339	322	345
Net cash at closing.....	322	345	775	235	318

8.7.4 Net cash provided by operating activities

Comparison of six months ended June 30, 2024 and 2023

Net cash used in operating activities amounted to €85 million for the six months ended June 30, 2024 compared to €41 million for the six months ended June 30, 2023, primarily reflecting a decrease in non-cash items and an increase in working capital requirements in the first half of 2024 as compared to the same period in 2023. Changes in working capital from operating activities (equal to the sum of the changes in inventories and work in progress, customer receivables, tax receivables, other payables and other receivables) reflected an inflow of €118 million for the six months ended June 30, 2024 compared to an inflow of €116 million for the six months ended June 30, 2023, primarily reflecting inflows in relation to customer receivables, which decreased by €111 million in the first half of 2024 (compared to €94 million in the same period in 2023), and outflows in relation to trade payables, which decreased by €297 million in the first half of 2024 (compared to €339 million in the same period in 2023). This was almost entirely offset by outflows resulting from an increase in inventories and work in progress of €36 million in the first half of 2024 (compared to a decrease of €9 million in the same period in 2023), outflows in relation to other receivables, which increased by €74 million in the first half of 2024 (compared to €39 million in the same period in 2023), and lower inflows in relation to other payables, which increased by €93 million in the first half of 2024 (compared to €118 million in the same period in 2023). The change in working capital in particular reflected a higher number of ongoing projects and certain yet to be invoiced purchases of media space in the first half of 2024.

Comparison of years ended 2023 and 2022

Net cash provided by operating activities amounted to €341 million for the year ended December 31, 2023 compared to €370 million for the year ended December 31, 2022, primarily reflecting an increase in working capital requirements in 2023. Changes in working capital from operating activities reflected an inflow of €330 million for each of the years ended December 31, 2023 and 2022. This reflected a decreased inflow in relation to trade payables, which increased by €10 million in 2023 (compared to €174 million in 2022), offset entirely by a reduced outflow in relation to customer receivables, which

increased by €57 million in 2023 (compared to €60 million in 2022), inflows in relation to inventories and work in progress, which decreased by €20 million in 2023 (compared to an increase of €6 million in 2022), inflows in relation to other receivables, which decreased by €36 million in 2023 (compared to an increase of €28 million in 2022), and inflows in relation to other payables, which increased by €2 million in 2023 (compared to a decrease of €40 million in 2022). The changes in working capital in particular reflected the increase in interest rates which pushed clients to demand longer payment terms and suppliers to ask for shorter payment terms.

Comparison of years ended 2022 and 2021

Net cash provided by operating activities amounted to €370 million for the year ended December 31, 2022 compared to €332 million for the year ended December 31, 2021, primarily reflecting an increase in net income from operating activities in 2022. Changes in working capital from operating activities reflected an inflow of €330 million for the year ended December 31, 2022 compared to an inflow of €293 million in the year ended December 31, 2021, reflecting reduced outflows in relation to customer receivables, which increased by €60 million in 2022 (compared to €328 million in 2021) and higher inflows from trade payables, which increased by €174 million in 2022 (compared to €157 million in 2021). This was offset by outflows in relation to other payables, which decreased by €40 million in 2022 (compared to an increase of €134 million in 2021), and in respect of other receivables, which increased by €28 million in 2022 (compared to a decrease of €20 million in 2021). It was further offset by an outflow in relation to inventories and work in progress, which increased by €6 million in 2022 (compared to a decrease of €56 million in 2021). The change in working capital in particular reflected the increase in interest rates which pushed clients to demand longer payment terms and suppliers to ask for shorter payment terms.

8.7.5 Net cash used in investing activities

Comparison of six months ended June 30, 2024 and 2023

Net cash provided by investing activities totaled €101 million for the six months ended June 30, 2024, compared to €68 million for the six months ended June 30, 2023. The increase mainly reflected lower outflows related to acquisitions, net of cash acquired (which amounted to €14 million and €55 million in the first half of 2024 and 2023, respectively). In the first half of 2024, acquisitions related mainly to Liquid in the Middle East, Wilderness in the United Kingdom and Ledger Bennett in the United Kingdom.

This was offset in part by lower inflows related to loans to Vivendi of €116 million in the first half of 2024 compared to and an inflow of €130 million in the first half of 2023.

Inflows from interest remained unchanged at €11 million in each period.

Comparison of years ended 2023 and 2022

Net cash used in investing activities totaled €94 million for the year ended December 31, 2023, compared to €184 million for the year ended December 31, 2022. The decrease reflected in particular an outflow of €130 million from loans to Vivendi in 2022, compared to an inflow of €14 million in 2023, as well as increased inflows from interest (€24 million in 2023, compared to €18 million in 2022). The decrease was offset in part by increases in outflows related to acquisitions, net of cash acquired (which amounted to €96 million and €41 million in 2023 and 2022, respectively). Outflows related to purchases of fixed assets, including property and equipment and intangible assets were stable, amounting to €35 million and €37 million in 2023 and 2022, respectively.

Property and equipment and intangible assets consist mainly of software, IT hardware (such as laptops, monitors, servers), video and audio equipment, refurbishment work, leasehold improvements for offices and technical implementation in our offices.

In 2023, acquisitions related mainly to EProfessional in Germany, Uncommon Creative Studio in the United Kingdom, Noise Digital in Canada, PivotRoots in India, Australian Public Affairs (APA) in Australia, HRZN in Germany, PR Pundit in India, as well as earn-outs on previous acquisitions. In 2022, acquisitions related mainly to Frontier Media & Marketing Sydney Pty Ltd in Australia, Search Laboratory Ltd in the United Kingdom, The Inviqa Group Limited in the United Kingdom, Front Networks in China and Tinkle Communications, S.L in Spain.

Comparison of years ended 2022 and 2021

Net cash used in investing activities totaled €184 million for the year ended December 31, 2022, compared to €16 million for the year ended December 31, 2021. The increase reflected in particular the outflow for loans to Vivendi of €130 million in 2022 (compared to none in 2021), increased outflows in relation to purchases of fixed assets, including property and equipment and intangible assets (which amounted to €37 million and €26 million in 2022 and 2021, respectively) and acquisitions, net of cash acquired (which amounted to €41 million and €14 million in 2022 and 2021, respectively). Inflows from interest also decreased to €18 million in 2023 (compared to €23 million in 2022).

In 2022, acquisitions related to those described above. In 2021, the Group's main acquisitions were BLKJ in Singapore, Nohup in Italy, Agence Verte in France and a minority stake in Shortcut Events in France.

8.7.6 Net cash used in financing activities

Comparison of six months ended June 30, 2024 and 2023

Net cash used in financing activities amounted to €111 million for the six months ended June 30, 2024, compared to €44 million for the six months ended June 30, 2023.

These reflected in particular:

- dividends paid to the sole shareholders of Havas S.A. (which amounted to €85 million in the first half of 2024 and 2023), as well as dividends paid to non-controlling interests (which amounted to €9 million in the first half of 2024 and €5 million in the first half of 2023);
- current accounts held with Vivendi under a cash pooling arrangement in the first half of each of 2024 and 2023, amounting to inflows of €100 million and €106 million, respectively;
- drawing on borrowings of €4 million in the first half of 2024 (repaid in full as of June 30, 2024) compared to nil in the first half of 2023;
- the repayment of lease liabilities in the first half of each of 2024 and 2023 (€42 million and €41 million, respectively);
- payments for buy-out of non-controlling interests in the first half of each of 2024 and 2023 (€62 million and €7 million, respectively); and
- interest payments (including the interest portion of lease liabilities) of €13 million and €12 million in the first half of 2024 and 2023, respectively.

Comparison of years ended 2023, 2022 and 2021

Net cash used in financing activities amounted to €242 million for the year ended December 31, 2023, compared to €638 million for the year ended December 31, 2022. Net cash provided by financing activities amounted to €76 million for the year ended December 31, 2021.

These reflected in particular:

- dividends paid to Havas shareholders (which amounted to €85 million, €77 million and €33 million in 2023, 2022 and 2021, respectively) as well as to non-controlling interests (which amounted to €16 million, €18 million and €14 million in 2023, 2022 and 2021, respectively);
- current accounts held with Vivendi under a cash pooling arrangement in 2022 and 2021, which amounted to an outflow of €390 million and an inflow of €275 million, respectively;
- the repayment of lease liabilities (€83 million, €82 million and €73 million in 2023, 2022 and 2021, respectively);
- payments for buy-out of non-controlling interests (€18 million, €33 million and €18 million in 2023, 2022 and 2021, respectively); and
- interest payments (including the interest portion of lease liabilities) of €39 million, €30 million and €59 million in 2023, 2022 and 2021, respectively.

8.8 Capital expenditures

The Group's capital expenditures primarily relate to purchases of tangible assets, such as property and equipment at leased premises (including furniture, and fixtures and fittings) and purchases of IT equipment, and intangible assets, such as purchases of software and company acquisitions.

The following table provides an overview of capital expenditures for the years ended December 31, 2023, 2022, and 2021:

(in EUR millions)	June 30,	Year ended December 31,		
	2024	2023	2022	2021
Total intangible assets expenditures (consisting of licenses and software)	2	5	7	5
Property	1	-	1	-
Equipment	2	3	3	2
Fittings, IT and other	8	27	25	19
Total property and equipment expenditures		30	29	21
Total capital expenditures⁽¹⁾	13	35	37	26

⁽¹⁾ Comprises cash used for purchases of intangible and tangible assets as reported in the consolidated cash flow statements as of June 30, 2024 and December 31, 2023, 2022 and 2021. See Notes 5.2.4 and 5.2.5 to the Consolidated Financial Statements.

8.9 Financial debt (excluding lease liabilities and earn-out and buy-out obligations)

Total financial debt (excluding lease liabilities and earn-out and buy-out obligations)² amounted to €111 million as of June 30, 2024 (compared to €7 million, €8 million and €400 million as of December 31, 2023, 2022 and 2021, respectively). This consisted of:

- bank loans amounting to €2 million as of June 30, 2024 (compared to €0.4 million, €1 million and €2 million as of December 31, 2023, 2022 and 2021, respectively);

² These amounted to (i) lease liabilities of €329 million, €367 million, €426 million, and €455 million, as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively, and (ii) earn-out obligations and buy-out obligations of €270 million, €278 million, €207 million and €167 million as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively.

- financial debt relating to current account of certain non-consolidated subsidiaries and certain other small items amounting to €5 million as of June 30, 2024 (compared to €3.3 million, €3 million and €4 million as of December 31, 2023, 2022 and 2021, respectively);
- employee profit-sharing related to equity-accounted investees in the amount of €4 million as of June 30, 2024 (and in each of the years ended December 31, 2023, 2022 and 2021); and
- current accounts with Vivendi under a cash pooling arrangement amounting to €100 million as of June 30, 2024 (compared to nil outstanding as of December 31, 2023 and 2022 and €390 million outstanding as of December 31, 2021).

The Group entered into a cash pooling arrangement with the Vivendi Group after its acquisition by the latter in 2017. Pursuant to this arrangement, the Group granted short-term loans to, or received short-term loans from, Vivendi, of which €100 million (from Vivendi to Havas), €116 million (from Havas to Vivendi), €130 million (from Havas to Vivendi) and €390 million (from Vivendi to Havas) were outstanding as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively.

Following Admission, the Group plans to finance its operations using one or more revolving credit facilities which will replace its financing arrangements with the Vivendi Group. The cash pooling arrangement with Vivendi will terminate on or around December 13, 2024 and is expected to be refinanced with drawings under the Group’s revolving credit facility. See Section 8.15, “*Principal financings*”, for more detailed information regarding the Group’s revolving credit facility.

8.10 Cash and cash equivalents

The Group’s primary source of cash is cash generated from business operations. The following table provides the calculation of the Group’s cash and cash equivalents as of and for the six months ended June 30, 2024 and the years ended December 31, 2023, 2022 and 2021:

	June 30, 2024 ⁽¹⁾	Year ended December 31,		
		2023	2022	2021
(in EUR millions)				
Cash.....	178	261	222	663
Short-term financial investments.....	57	61	123	112
Cash and cash equivalents	235	322	345	775

⁽¹⁾ Does not reflect the interim dividend distribution amounting to approximately €150 million by Havas S.A. to its shareholders on September 27, 2024. See Section 3.3.1.1, “*The Reorganization Transactions*”.

Cash and cash equivalents primarily represent deposited with credit institutions and held in demand accounts and term accounts. As of June 30, 2024, short-term financial investments primarily include investments in marketable securities and short-term deposits in China and Saudi Arabia.

8.11 Net financial debt / net cash and cash equivalents position

The following table presents the calculation of net financial debt/net cash and cash equivalents (which excludes lease liabilities and earn-out and buy-out obligations) as of June 30, 2024 and December 31, 2023, 2022 and 2021.

(in EUR millions)	June 30,	Year ended December 31,		
	2024 ⁽²⁾	2023	2022	2021
Bank borrowings	2	0	1	2
Other financial debts.....	5	3	3	4
Employee profit-sharing in blocked current accounts ...	4	4	4	4
Borrowings and financial debt	11	7	8	10
Vivendi current account	100	0	0	390
Total financial debt⁽¹⁾.....	111	7	8	400
Loans to Vivendi	-	(116)	(130)	-
Cash and cash equivalents	(235)	(322)	(345)	(775)
Net financial debt/(Net cash and cash equivalents) ..	(124)	(431)	(467)	(375)

(1) Excludes (i) lease liabilities of €329 million, €367 million, €426 million, and €455 million, as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively, and (ii) earn-out obligations and buy-out obligations of €270 million, €278 million, €207 million and €167 million as of June 30, 2024 and December 31, 2023, 2022 and 2021, respectively.

(2) Does not reflect the interim dividend distribution amounting to approximately €150 million by Havas S.A. to its shareholders on September 27, 2024. See Section 3.3.1.1, “*The Reorganization Transactions*”.

8.12 Off-balance sheet commitments

The Group’s off-balance sheet commitments as of December 31, 2023, 2022 and 2021 are shown below. The Group has not identified any off-balance sheet commitments that could be generated by its current operating activities other than those mentioned below.

(in EUR millions)				Year ended December 31,					After 2028
	2021	2022	2023	2024	2025	2026	2027	2028	
Majority interest buy-out and equity investments ⁽¹⁾	53	22	6	2	1	2	-	1	-
Security for media space acquisitions ⁽²⁾	47	104	103	55	-	23	-	-	25
Security for credit lines ⁽³⁾	29	154	153	68	56	-	-	-	29
Other commitments ⁽⁴⁾	45	44	42	4	8	6	-	-	24
Total	121	302	298	127	64	29	-	-	78

(1) In 2024, Havas holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €2.3 million over the next 3 years.

The Group holds a 51% interest in Klareco Communication Pte Ltd (“**Klareco**”) (non-consolidated as of December 31, 2023). The Group has purchase options and Klareco’s shareholders have earn-outs (exercisable in 2024) and options to sell their interest to the Group (exercisable in 2026/28) at an estimated aggregate discounted price of €3 million depending on Klareco’s financial performance. In addition, the Group holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €3 million over the next 3 years.

In 2022, the Group held a non-consolidated 5.89% interest in Semaris Holding (which owns Havas Media LLC and Havas Digital LLC in Russia), with the remaining 94.11% interest held by ADV. The Group had options to purchase up to a 75% interest in Semaris Holding (exercisable at market value) and ADV had a put option to sell (exercisable at market value) its interest in Semaris Holding (expiring 2023) to the Group. Since Semaris Holding’s interest was sold in 2023, these commitments expired.

(2) In certain countries, media space purchases may be secured by guarantees provided by the Group.

(3) As part of its cash centralization policy, the Group may provide guarantees or sureties to financial institutions to secure intraday limits and/or overdraft facilities granted to its subsidiaries. These lines, which ensure the smooth operation of cash pooling, were undrawn as of June 30, 2024.

(4) As part of the defined benefit pension scheme established in two of the Group’s UK subsidiaries, the Group undertakes to cover any shortfall in the assets invested in the pension funds up to a maximum of €23 million. As of June 30, 2024, no provision was recognized in the statement of financial position, compared to provisions of €5 million, €3 million and €2 million as of the years ended December 31, 2023, 2022 and 2021, respectively. The Group has granted €19 million in rent guarantees to cover the risk of default by the Group’s subsidiaries concerning their property leases.

8.13 Significant change in the Group's financial performance and position

As of the date of this Prospectus, there have been no significant changes in the financial performance or financial position of the Group since June 30, 2024, other than as described in Section 6.2, "Indebtedness (unaudited)" and Section 9, "Trend Information".

8.14 Qualitative and quantitative assessment of market risks

8.14.1 Interest rate risk

In the course of its business, the Group may be exposed to the risk of interest rate changes. The risk depends on the type of interest rate (fixed or floating) and the direction of change. At fixed rates, a financial investment would be negatively impacted by an increase in interest rates and borrowings would be negatively impacted by a decrease in interest rates. At floating rates, the result is inverted.

The Group monitors the market environment and its working capital and liquidity needs closely when determining whether and how to balance its mid- and long-term financing facilities between fixed and variable rates. The Group also evaluates whether to manage the risk of interest rate fluctuations through the use of non-speculative hedging instruments (for non-speculative purposes), including the use of interest rate swaps.

At December 31, 2023, the Group had no interest rate swap portfolio.

Potential gains and losses relating to derivatives for fair value hedges are recognized in the income statement, while those for cash flow hedges are recognized in equity, when the efficiency of the hedges is demonstrated.

According to Group policy, Havas and its subsidiaries invest any excess cash primarily through banking institutions approved by the Group, and in the highest yielding variable or adjustable rate instruments that meet the criteria of cash equivalents as set out in IAS 7.

Net exposure to interest rate risk at December 31, 2023 is as follows:

Contractual value (in EUR millions)	Total at			
	December 31, 2023	< 1 year	1-5 years	> 5 years
Floating interest rate				
Other financial liabilities	7	4	3	-
Cash and cash equivalents	(438)	(438)		-
Net liabilities / (assets) at floating rate interest after hedging	(431)	(434)	3	-

Net assets in contractual value at floating interest rate after hedges amounted to €431 million. A variation of 100 basis points in interest rates would have a €4 million impact on the Group's income before tax.

8.14.2 Credit risk

The Group provides advertising and communications services to a wide range of clients operating in many different industry sectors around the world. Although the Group provides these services on credit to all qualified clients, it does not believe it is exposed to any undue concentration of credit risk related to either a specific country or client. Since 2015, the Group has subscribed to credit insurance coverage to mitigate its main client credit default risks in most countries where it operates.

In addition, the Group may be exposed to credit risk with bank partners in connection with operations in financial markets and banking transactions. These operations or transactions relate mainly to the

management of foreign currency exchange risk, interest rate risk, financial investments and financing. Any default or deterioration in the financial position of a counterparty could have a negative impact on the Group, resulting in a loss of financial investments or difficulties obtaining new financing on favorable terms or at all for extended periods of time.

To minimize this risk, the Group has processes in place to evaluate and approve its banking relationships and give preference to the most credit-worthy and reputable banks. Investing and financing operations are allocated to a certain number of these banks under the supervision of members of the Senior Management Team.

8.14.3 Liquidity risk

The Group’s Financing and Treasury Department has centralized a significant portion of its financing needs by setting up domestic and international cash pooling in the main countries where the Group operates. This allows for the centralization of most of the key countries’ cash balances at the Havas company level for control of financing costs and optimization of investments. The Group primarily used physical cash pooling as opposed to notional cash pooling, which means that physical transfers of net amounts are made daily and at accounting closing dates.

The Company has sufficient cash and confirmed credit lines to satisfy its short-term bank borrowings and other financial debt totaling €7 million as of June 30, 2024, as well as its estimated short-term earn-out and buy-out obligations debts totaling €46 million. As of June 30, 2024, the Company’s long-term bank borrowings and other financial debt amounted to €4 million, while the estimated long-term earn-out and buy-out obligations amounted to €224 million. See Note 5.2.8, “*Earn-out and buy-out obligations by maturity at June 30, 2024*” to the Unaudited Condensed Consolidated Interim Financial Statements.

The maturity of undiscounted lease liabilities as of June 30, 2024 are broken down as follows:

(in EUR millions)	<u>< 1 year</u>	<u>1-5 years</u>	<u>> 5 years</u>	<u>Total</u>
Undiscounted lease liabilities	92	236	52	380

8.14.4 Exchange rate risk

Due to its extensive international operations, the Group is exposed to foreign currency fluctuations. As the Group’s financial statements are denominated in euros, any variation in exchange rates against the euro may have an impact on translation adjustments on balance sheet items, shareholders’ equity and results of operations. The U.S. dollar and the British pound are the two main currencies likely to generate significant impacts.

In addition, the Group has operations in Argentina and Turkey. Due to hyperinflation of the Argentine peso and the Turkish Lira, the average exchange rate used by the Group corresponds to the closing rate of the current year.

For the year ended December 31, 2023, the Group’s results were broken down into the following currencies:

- Net revenue: 31.9% in euros, 35.8% in U.S. dollars and 12.3% in British pound sterling;
- Income from operations: 19.6% in euros, 67.8% in U.S. dollars and 19.7% British pound sterling.

The table below summarizes the different impacts of a 1% change in the U.S. dollar and the British pound sterling against the euro for the year ended December 31, 2023:

(in EUR millions)	Impact on revenue		Impact on income from operations		Impact on shareholders' equity	
	1%	1%	1%	1%	1%	1%
	increase	decrease	increase	decrease	increase	decrease
U.S. Dollar.....	10	(10)	1	(1)	6	(6)
British pound.....	3	(3)	1	(1)	3	(3)

The table below sets out the breakdown of net assets by main currency at December 31, 2023:

(in EUR millions)	Total	Euro	U.S. Dollar	British Pound	Other
Assets	6,901	2,920	1,572	878	1,531
Liabilities.....	4,942	1,857	1,459	615	1,011
Net assets before management	1,959	1,062	113	264	520
Foreign exchange swaps.....	-	(631)	543	47	41
Net assets	1,959	431	656	311	561

8.15 Principal financings

On September 6, 2024, Havas S.A. entered into a French-law governed unsecured senior facility agreement with a syndicate of credit institutions (the “**Facility Agreement**”). The material provisions of the Facility Agreement are described below.

The Facility Agreement consists of a revolving credit facility in an aggregate principal amount of up to €700 million (the “**Facility**”), which matures on September 5, 2029 (subject to two 12-month extensions). The proceeds from borrowings under the Facility may be used for general corporate purposes of Havas S.A. and its subsidiaries.

As from the Distribution, and pursuant to the accession mechanism provided for under the Facility Agreement, the Company will accede to the Facility as a guarantor, thereby making it subject to certain information undertakings, the financial covenant (as described below) and certain usual representations and covenants.

Borrowings under the Facility bear interest at a rate per annum equal to the aggregate of the applicable margin and EURIBOR (subject to a zero floor).

The margin will be adjusted throughout the term of the Facility depending on certain leverage ratio thresholds.

The Facility Agreement includes a mandatory prepayment obligation in the event of a change of control of Havas S.A., other than in connection with the Havas Contribution or the acquisition of control by Bolloré SE and/or its subsidiaries. In addition, the Facility Agreement includes customary acceleration and termination provisions such as, among other things, for non-payment of amounts payable under the finance documents, illegality, tax gross-ups, breach of the financial covenant, cross-acceleration, insolvency proceedings, creditor’s process or cessation of business, in each case subject to customary exceptions.

The Facility Agreement contains other customary provisions and undertakings, such as (i) a negative pledge applicable to Havas S.A., its material subsidiaries and (as from the Distribution) the Company and (ii) restrictions on any substantial changes to the general nature of the business of Havas S.A., mergers with respect to Havas S.A. and (as from the Distribution) the Company, disposals relating to Havas S.A. and (as from the Distribution) the Company, (as from the Distribution) cash pooling or intra-group loan arrangements with Vivendi, and with respect to cash pooling only, any such arrangement by Havas S.A. with the Company, in each case subject to customary exceptions and qualifications. The Facility Agreement also contains customary representations applicable to Havas S.A. and (as from the Distribution) the Company.

As from the Distribution, Havas S.A. will terminate any cash pooling or intra-group loan arrangements entered into with Vivendi and repay any outstanding financial indebtedness thereunder. In addition, Havas S.A. will terminate any cash pooling arrangements with the Company and will repay any outstanding financial indebtedness thereunder.

The Facility Agreement contains a financial covenant requiring that the leverage ratio (calculated in accordance with the IFRS, excluding impacts of IFRS 16 on lease liabilities) not exceed 3.00x as of December 31st of each year.

9. TREND INFORMATION

The outlook and objectives presented below do not constitute forecast data or estimates of consolidated profit but instead are based on the Group's strategic goals and plans. The objectives are based on data, assumptions and estimates that the Group considers to be reasonable as at the date of this Prospectus. These data, assumptions and estimates may change over time or be modified due to uncertainties related to the economic, financial, competitive, regulatory, and tax environment, as well as other factors. The objectives result from and depend upon the success of the Group's strategy, as described in Section 7.3, "Strengths and strategies", and the industry outlook described in Section 7.5, "Industry and competition", and do not constitute forecasts or estimates of the Group's earnings.

Furthermore, the occurrence of one or more risks described in Section 1, "Risk Factors" could have an impact on the Group's business, financial condition, results or outlook and could therefore adversely affect these objectives. Consequently, the Group makes no commitment and gives no guarantee that it will achieve the objectives presented below.

9.1 Business trends and financial performance

Information on trends in the markets in which the Group operates is provided in Section 7.5.1, "Advertising and communications services industry".

Detailed descriptions of the Group's results for the six months ended June 30, 2024 and the year ended December 31, 2023, as well as the principal factors affecting the Group's results of operations, are included in Section 8, "Operating and Financial Review".

For the nine months ended September 30, 2024, the Group's revenue was €2,040 million, reflecting an increase of 1.8% compared to the same period in 2023. The Group's net revenue was €1,958 million, reflecting an increase of 2.1% compared to the same period in 2023. On an organic basis, net revenue decreased by 0.8%. The loss of a client in the United States at the end of 2023 has resulted in a downward trend in the development of net revenue on an organic basis. After achieving organic growth in the first quarter of 2024 (compared to the prior period in 2023), the decrease in net revenue on an organic basis in the second quarter (compared to the prior period in 2023) offset in full the first quarter organic growth. In the third quarter of 2024, net revenue on an organic basis decreased by 2.3% (compared to the prior period in 2024). Nonetheless, the Group's deployment of its "Converged" strategy has generated positive sales momentum, including with client gains in North America. Moreover, the Group has continued carrying out its acquisition strategy, finalizing the acquisition of two additional majority stakes in Hotglue (Australia) and DPMG (United Kingdom) in July and September 2024, respectively.

There was a slight negative effect from the impact of changes in foreign currency exchange rates of 0.1%. This was offset by an increase of 3% from perimeter effects, notably including contributions from Uncommon, Creative Studio, Eprofessional, Shortcut and Ledger Bennett. The Group continued to manage its operating costs in an effort to continue improving its profitability.

In the Group's operating segments, Europe and Latin America achieved organic growth of 2.8% and 12.1%, respectively (each posting quarter-on-quarter organic growth in each of the three quarters of 2024). In APAC and Africa, net revenue on an organic basis decreased by 0.6% (reflecting a quarter-on-quarter decrease in net revenue on an organic basis in the third quarter, which offset the moderate quarter-on-quarter organic growth achieved in the first and second quarters). In North America, net revenue on an organic basis decreased by 7.5% (reflecting the increasing quarter-on-quarter decrease in net revenue on an organic basis), namely due to the continued effects from the loss of a client in the United States (as mentioned above). The Group's deployment of its "Converged" strategy has generated positive sales momentum, with client gains in North America. Moreover, the Group has continued carrying out its acquisition strategy, finalizing the acquisition of two additional majority stakes in Hotglue (Australia) and DPMG (United Kingdom) in July and September 2024, respectively.

The Group's financial trend information is prepared on a basis which is comparable with historical financial information based on the accounting policies applied by the Group for the preparation of the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements and considering the adjustments applied in the definition of the relevant Alternative Performance Measures, as further described in Section 8, "*Operating and Financial Review*".

For a description of the Group's forecasted financial information for the financial year ended December 31, 2024, see Section 10, "*Profit Forecasts*". See also Section 8.13, "*Significant change in the Group's financial performance and position*".

9.2 Financial objectives

The Group's financial objectives presented below are based on the assumptions described in Section 10, "*Profit Forecasts*", and on data, assumptions and estimates that the Group considers reasonable as of the date of this Prospectus. Moreover, any financial objective expressed as an average over the medium term, or as a financial objective that is aimed to be achieved in the medium term, should not be considered to be an objective or expectation with respect to any specific financial year within such time frame.

The Group is aiming to achieve an Adjusted EBIT margin³ ranging between 14.0% and 15.0% by no later than for the financial year ended December 31, 2028.

³ The indicator "Adjusted EBIT margin" is defined in Section 8.4, "*Alternative performance measures*" and excludes the impact, among other things, of earn-out and buy-out obligations.

10. PROFIT FORECASTS

This discussion of forecasts presented below includes forward-looking statements that have been prepared by the Group's management and represent, to the best of management's knowledge and opinion, the Group's expected course of action. They are based on management's current beliefs, expectations, assumptions and business plan and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from the forecasts described. No assurance can be given that the forecasts described below will occur or be achieved. These forward-looking statements involve assessments about matters that are inherently uncertain and actual results may differ for a variety of reasons including those described in Section 1, "Risk Factors" and Section 2.11, "Forward-looking statements" of this Prospectus. No assurance can be given that actual results will track those described in the forward-looking statements below.

The forecasts included in this section cancel and replace all the provisional information previously disclosed by Vivendi that may be attributable to the business activities carried out by the Group.

The forecasts for the years ending December 31, 2024 and 2025 presented below are based on data, assumptions and estimates considered reasonable by the Group as at the date of this Prospectus. These data and assumptions may change or be modified due to the uncertainties related in particular to the economic, financial, accounting, competitive, regulatory and tax environment or to other factors that the Group may not be aware of as at the date of this Prospectus.

Constantin and Grant Thornton have not audited, reviewed, examined, compiled or applied agreed-upon procedures with respect to such forecasts. The audit report and limited review report of Constantin and Grant Thornton included in this Prospectus relate solely to the historical consolidated financial statements of Havas S.A.

Furthermore, the occurrence of one or more risks described in Section 1, "Risk Factors" in this Prospectus could have an impact on the Group's business, financial condition, results or outlook and could therefore adversely affect these forecasts. Consequently, the Group makes no commitment and gives no guarantee that it will meet the forecasts set out in this section.

10.1 Basis of preparation of forecasted financial data

The Group's forecasted financial information for the financial years ended December 31, 2024 and 2025 have been prepared on a basis which is: (i) comparable with the historical financial information included in the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements and considering the adjustments made to determine the Alternative Performance Measures and (ii) consistent with the accounting policies applied for the preparation of the Consolidated Financial Statements. See also Sections 8.2.1, "*Historical consolidated financial statements*" and 8.4, "*Alternative performance measures*".

10.2 Assumptions

The Group's forecasted financial information in this section is based on the following main assumptions regarding factors as indicated below.

Factors which are exclusively outside the influence of the Group and its management:

- overall market developments that are in line with the industry and competitive environment trends assumed and described in this Prospectus, in particular described in Section 7.5, "*Industry and competition*", and no material change in macroeconomic trends impacting the demand for the Group's services and its costs, particularly in respect of the global inflation and interest rate environment;

- the absence of unexpected, adverse future geopolitical events or tensions, such as international hostilities, acts of terrorism, natural disasters, public health crises, severe weather events, or civil or labor unrest, among other events, that could result in a disruption of business operations and/or negatively impact the Group’s services, particularly in the Group’s European and North American markets;
- growth in global GDP in line with forecasts available from the International Monetary Fund as of July 2024 (projecting yearly GDP growth of 3.2% and 3.3% in 2024 and 2025, respectively);
- absence of significant changes to the regulatory, fiscal and tax conditions compared to those in effect as of the date of this Prospectus;
- average exchange rates over the 2024-2025 period in line with the exchange rates observed as of September 30, 2023 (for forecasted financial information as of and for the year ended December 31, 2024) and as of September 30, 2024 (for forecasted financial information for the year ended December 31, 2025); and
- absence of material changes in the accounting principles as compared to the principles applied in the Consolidated Financial Statements and the Unaudited Condensed Consolidated Interim Financial Statements.

Factors which the Group and its management can influence:

- continued implementation of the Group’s strategy, as described in Section 7.3.2, “*Strategies*”, particularly the execution of its acquisition strategy and the contributions to net revenue from new acquisitions described in Section 7.3.2.4, “*Pursue a disciplined acquisition strategy*” and the successful integration of the “*Converged*” platform throughout the Group by July 2025;
- growing the net revenue contribution from certain of its services, notably the Havas CX offering (particularly in the United States), as well as developing an integrated Havas Market e-commerce platform, introducing a Havas Play fan engagement offering and leveraging the Group’s content-at-scale network (namely, its POP Network) and technological centers of expertise (namely, the Havas Centers of Excellence) to offer cost effective services across the Group’s business lines and agencies; and
- operating expenses as a percentage of net revenue in line with the average operating expense levels in the periods presented in Section 8, “*Operating and Financial Review*”.

10.3 Forecasts as of and for the year ended December 31, 2024

On the basis of the assumptions described above, the Group believes that it can achieve the following as of and for the year ended December 31, 2024:

- A change in net revenue on an organic basis⁴ ranging between a decrease of 1.0% and no change, compared to the year ended December 31, 2023;
- Adjusted EBIT⁵ in excess of €330 million, reflecting management of operating expenses (such as personnel and travel expenses); and

⁴ The indicator “net revenue on an organic basis” is defined in Section 8.4, “*Alternative performance measures*”.

⁵ The indicator “Adjusted EBIT” is defined in Section 8.4, “*Alternative performance measures*” and excludes the impact, among other things, of earn-out and buy-out obligations.

- Net cash and cash equivalents (excluding lease liabilities and earn-out and buy-out obligations) of around €150 million.

10.4 Forecasts for the year ended December 31, 2025

On the basis of the assumptions described above, the Group believes that it can achieve the following for the year ended December 31, 2025:

- Net revenue on an organic basis⁶ growth in excess of 2.0%, compared to the year ended December 31, 2024; and
- Adjusted EBIT margin⁷ ranging between 12.5% and 13.5%.

⁶ The indicator “net revenue on an organic basis” is defined in Section 8.4, “*Alternative performance measures*”.

⁷ The indicator “Adjusted EBIT margin” is defined in Section 8.4, “*Alternative performance measures*” and excludes the impact, among other things, of earn-out and buy-out obligations.

11. MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

This section summarizes information concerning the Board, the Group's employees and the Company's corporate governance which are expected to be applicable upon completion of the Distribution. It is based on and discusses relevant provisions of Dutch law as in effect on the date of this Prospectus, and of the Articles of Association and the board regulations of the Company (the "**Board Regulations**"), as these will be in effect ultimately on the Listing Date.

This summary provides all relevant and material information but does not purport to give a complete overview and should be read in conjunction with, and is qualified in its entirety by reference to, the relevant provisions of Dutch law as in force on the date of this Prospectus, as well as the Articles of Association and the Board Regulations as these will be in effect ultimately on the Listing Date. The Articles of Association in the (governing) Dutch language and in an unofficial English translation are available on the Company's website (www.havas.com/company-information-ownership/). The Board Regulations in the governing English language (only) are also available on the Company's website.

11.1 Management structure

Upon execution of the Deed of Conversion and Amendment, the Company will have a one-tier board structure comprising executive directors (the "**Executive Directors**") and non-executive directors (the "**Non-Executive Directors**"). The Executive Directors are primarily responsible for all day-to-day operations of the Company. The Non-Executive Directors supervise (i) the Executive Directors' policy and performance of duties and (ii) the Company's general affairs and its business, and render advice and direction to the Executive Directors. The Board shall be entrusted with the management of the Company and shall for such purpose have all the powers within the limits of the law that are not granted by the Articles of Association to others. In the performance of their tasks, the Directors shall be guided by the interests of the Company and the enterprise connected with it. Under Dutch law, the Company's interests extends to the interests of all its stakeholders, including its shareholders, creditors and employees. The senior managers of the Group listed under Section 11.5, "*Senior Management Team*" form the senior management team of the Group (the "**Senior Management Team**").

The provisions in Dutch law that are commonly referred to as the "large company regime" (*structuurregime*) would apply to the Company, if the following three (3) cumulative criteria are met during three (3) consecutive years: (i) the issued share capital of the Company together with the reserves amount to at least EUR 16 million according to the Company's balance sheet with explanatory notes, (ii) the Company or a "dependent company" (*afhankelijke maatschappij*) has installed a works council (*ondernemingsraad*) pursuant to a legal obligation under Dutch law and (iii) the Company and its dependent companies generally employ at least one hundred (100) employees in the Netherlands. The Company becomes subject to the "large company regime" by operation of law at the moment a statement reflecting that the aforementioned three (3) criteria are met, has been filed with the Dutch trade register for a consecutive period of three (3) years. As at the date of this Prospectus, the provisions of the "large company regime" do not apply to the Company, as the Company has not met the criteria for the "large company regime" for a consecutive period of three (3) years.

The Company does not intend to voluntarily apply the "large company regime". This will not change upon conversion of the Company to a public limited liability company (*naamloze vennootschap*) prior to the Admission. The Company may meet the requirements of the "large company regime" in the future. In that case, and based on the circumstances at that time, the Company will consider whether it is able to rely on an exemption from the "large company regime". If it is unable to rely on an exemption, the Company would be required to bring the Articles of Association in line with the "large company regime" with effect as of the date that the "large company regime" becomes applicable to the Company. Application of the "large company regime" would, amongst others, have the following consequences: (i) Executive Directors would be appointed by the Non-Executive Directors, (ii) Non-Executive Directors would be appointed by the General Meeting upon a nomination by the Non-Executive Directors, (iii) the Dutch works council would have an enhanced right of recommendation for one-third

(1/3rd) of the positions of the Non-Executive Directors, which the Non-Executive Directors must in principle nominate for appointment and (iv) the meeting of Non-Executive Directors would have an approval right over key resolutions of the Board.

11.2 Board

11.2.1 Power, responsibilities and functioning

The Board is the executive and supervisory body of the Company. It is entrusted with the management of the Company, supervises the general course of affairs in the Company and the business affiliated with the Company and is responsible for the continuity of the Company. The Board is accountable for these matters to the General Meeting.

The Board's responsibilities include, among other things, developing a view on sustainable long-term value creation by the Company, determining the Company's strategy and risk management policy, appointing and dismissing the senior internal auditor, annual assessment of the way in which the internal audit function fulfils its responsibility and approving the audit plan drawn up by the internal audit function, ensuring compliance with legislation and regulations and the corporate governance structure of the Company, publishing the corporate structure of the Company and any other information required under the DCC.

The Board may perform all acts necessary or useful for achieving the Company's objectives, with the exception of those acts that are prohibited by law or by the Articles of Association. Pursuant to the Articles of Association, the Board may allocate its duties and powers among the Directors pursuant to the Board Regulations or otherwise in writing, provided that the following duties and powers may not be allocated to the Executive Directors: (i) supervising the performance of the Executive Directors; (ii) making a nomination for the appointment of Directors; (iii) determining an Executive Director's remuneration; and (iv) instructing an auditor to audit the Annual Accounts. Regardless of an allocation of tasks, all members of the Board remain collectively responsible for the proper management and strategy of the Company (including supervision thereof in case of Non-Executive Directors).

Pursuant to the Articles of Association, the Company is represented by the Board. Any Executive Director shall also be authorized to represent the Company. Furthermore, pursuant to the Articles of Association, the Board may appoint officers with general or limited power to represent the Company subject to the restrictions imposed on him or to grant one or more persons such titles as it sees fit. In addition, the Articles of Association provide that the Board may determine pursuant to the Board Regulations or otherwise in writing that one or more Directors can lawfully adopt resolutions concerning matters belonging to their duties within the meaning of Section 2:129a(3) DCC. Dutch law provides that resolutions of the Board involving a significant change in the Company's identity or nature are subject to the approval of the General Meeting.

11.2.2 Board Regulations

Prior to the Admission and pursuant to the Articles of Association, the Board shall adopt Board Regulations dealing with its internal organization, the manner in which decisions are taken, any quorum requirements, the composition, duties and organization of committees and any other matters concerning the Board, the Executive Directors, the Non-Executive Directors and the Committees established by the Board.

In performing their duties, the Directors shall act in accordance with the Board Regulations. The Board Regulations will be in effect ultimately on December 9, 2024 and are available on the Company's website (www.havas.com/company-information-ownership/).

11.2.3 Composition, appointment and removal

The Articles of Association provide that the Board consists of one (1) or more Executive Directors and two (2) or more Non-Executive Directors. The Board shall be composed of individuals. The number of Executive Directors and the number of Non-Executive Directors shall be determined by the Board. As at the Admission, the Board shall consist of three (3) Executive Directors and eight (8) Non-Executive Directors, as more fully set out in Section 11.4, “*Directors*”.

According to the Board Regulations, the Non-Executive Directors shall prepare a profile (*profielschets*) of the size and composition of the Board, taking account of the nature of the Company and the business connected with it. This board profile shall address: (i) the desired expertise and background of the Executive Directors and Non-Executive Directors; (ii) the desired diverse composition of the Board as expressed in the diversity policy; (iii) the size of the Board; and (iv) the independence of the Non-Executive Directors. The Company’s diversity policy, which will be adopted in accordance with the Board Regulations, will be considered in the preparation of the nomination for appointment or reappointment of a Director.

The Board may grant titles to Directors. The Board may designate as Chairman & CEO an Executive Director. The Board shall further designate a Non-Executive Director as the chair of the Board (*voorzitter*) for purposes of Dutch law. When the chair of the Board is not considered to be independent within the meaning of the DCGC, the Company will appoint a “**Lead Independent Director**” in accordance with its Articles of Association and the Board Regulations. Certain duties and powers of the Chairman & CEO, chair of the Board or Lead Independent Director, as applicable, are set out in the Articles of Association and the Board Regulations. The Board may designate one or more other Non-Executive Directors as Vice-Chair. In case the Board has designated more than one Vice-Chair, the Board shall assign each Vice-Chair a rank.

As from December 9, 2024, Fabien Pierlot will be the Lead Independent Director. The main duties and responsibilities of the Lead Independent Director are as follows: (i) act as a sounding board and provide support in all aspects to the chair of the Board; (ii) act as mediator in case of disputes among the members of the Board; (iii) preside over meetings of the Board and shareholders when the chair is not present; (iv) serve as a liaison between the independent Non-Executive Directors and the chair of the Board and the Chairman & CEO; (v) provide feedback to the Board on the independent Non-Executive Directors’ collective views on the management, leadership and effectiveness of the Board; (vi) facilitate effective communication and interaction between the Board and management; (vii) oversee and report on the process of assessing the operating procedures of the Board, in conjunction with the General Secretary; (viii) develop recommendations for the governance set-up, including committee structure, Board and committee composition and rotations; (ix) coordinate the oversight work carried out by the Corporate Governance, Nominations and Remuneration Committee aimed at identifying, examining and preventing any potential conflicts of interest (and managing any existing conflicts of interest) within the Board and inform the chair of the Board and the Chairman & CEO of any such conflicts of interest and report to the Board on the work undertaken; and (x) ensure, in coordination with the chair of the Board or the Chairman & CEO, effective communications with shareholders and other stakeholders in order to understand their issues and concerns in relation to corporate governance and ensure that responses are provided.

The Board shall be supported by a general secretary (the “**General Secretary**”) to be appointed and dismissed by the Board from outside its members. The General Secretary as at Admission shall be Michel Dobkine.

The Articles of Association provide that Directors are appointed by the General Meeting upon the binding nomination of the Board. A nomination by the Board of Directors shall state whether a person is nominated for appointment as Executive Director or Non-Executive Director. The person so nominated is appointed by a resolution adopted by the General Meeting with a simple majority of the votes cast. Pursuant to the Articles of Association, the General Meeting may at all times overrule the

binding nomination for appointment of a Director by a majority of not less than two thirds (2/3) of the votes cast, representing more than half of the issued capital. If the nomination comprises one candidate for a vacancy, a resolution concerning the nomination shall result in the appointment of the candidate, unless the nomination is overruled. If the binding nomination for appointment of a Director is overruled, a new binding nomination may be made.

A Director may be suspended or dismissed by the General Meeting at all times. A resolution of the General Meeting to suspend or dismiss a Director other than at the proposal of the Board requires a two-thirds majority of the votes cast. An Executive Director may also be suspended by the Board at all times. A suspension may be extended one or more times, but may not last longer than three (3) months in aggregate. If at the end of that period, no decision has been taken on termination of the suspension or on dismissal, the suspension shall end. A suspension can be terminated by the General Meeting at any time.

11.2.4 Term of appointment

A Director shall be appointed for a maximum period of four (4) years, provided, however, that his or her term of office shall lapse immediately after the close of the first annual General Meeting held in the fourth (4th) year after his or her appointment. A Director may be reappointed with due observance of the preceding sentence. At the proposal of the Board, the General Meeting may resolve to deviate from the maximum period of four (4) years. A Non-Executive Director may be in office for a period not exceeding twelve (12) years, which period may or may not be interrupted, unless at the proposal of the Board the General Meeting resolves otherwise. For a reappointment of a Non-Executive Director after an eight-year period, reasons must be provided in the report of the Non-Executive Directors. Directors shall retire periodically in accordance with a rotation plan to be drawn up by the Non-Executive Directors in order to avoid, as far as possible, a situation in which many Directors retire at the same time.

11.2.5 Maximum number of management and supervisory positions of Directors

Dutch law provides for a mandatory limitation on significant positions. A board composition is to be considered significant if the company concerned is a large Dutch company. A Dutch public company, a Dutch public limited liability company or a Dutch foundation qualifies as a large Dutch company if it meets at least two of the following three criteria on at least two successive balance sheet dates (without interruption): (a) the value of the assets (based on its balance sheet and explanatory notes) on the basis of acquisition and production prices exceeds EUR 25 million; (b) the net turnover for the financial year exceeds EUR 50 million; and (c) the average number of employees is 250 or more.

Note that the provisions regarding a ‘large Dutch company’ as mentioned in this Section 11.2.5 and Section 11.2.6, “*Diversity, Equity and Inclusion*” should not be confused with the so-called ‘large company regime’ as mentioned in Section 11.1, “*Management structure*”.

A person who holds (i) more than two significant board positions as a supervisory or non-executive director, or (ii) a significant board position as chairman of a supervisory or one-tier board, cannot be appointed as Executive Director of the Company.

A person who holds five or more significant board positions as supervisory or non-executive director cannot be appointed as Non-Executive director of the Company. If such person holds a significant position as an executive director of another large Dutch public company, Dutch private limited liability Company or Dutch foundation, the maximum number of non-executive positions will be limited to two. In calculating the number of significant supervisory or non-executive positions, a significant board position as chairman is deemed to equal two significant supervisory or non-executive positions. However, significant board positions at different companies within a group count as one board position. A group is an economic unit in which legal persons and partnerships are united in one organization.

Presently, the Company does not qualify as a large company for purposes of these provisions since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates; however, all Directors comply with the rules described above.

11.2.6 Diversity, Equity and Inclusion

The Dutch mandatory requirements regarding a diverse and proportionate composition will apply to the Non-Executive Directors of the Company. This appointment quota requires at least one-third of the Non-Executive Directors of the Company to be male and another one-third to be female.

An appointment in violation of the appointment quota is null and void, although such nullity does not affect the validity of the decision-making process in which the relevant Non-Executive Director participated. An exception is made, however, for a reappointment within eight years following the year of appointment. This rule also does not apply in the case of so-called exceptional circumstances, whereby such an appointment may be for a maximum term of two years. An exceptional circumstance exists only if such an appointment or reappointment is necessary in order to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability.

The Company currently meets the gender diversity quota.

In addition to the aforementioned gender diversity appointment quota, if the Company qualifies as a 'large Dutch company', it will also be subject to the so-called gender diversity target regime. Under this target regime the Company would have to set appropriate and ambitious targets – which should take the form of target ratios – and prepare a plan to bring about a more balanced ratio of men to women with regard to the Executive Directors and the senior management. The Company must annually report on the progress in meeting their target figure and, if one or more targets have not been achieved, the reasons for this, to the Social and Economic Council of the Netherlands (*Sociaal Economische Raad*) within ten months following the end of the financial year. This information will also need to be included in the management report of the Company and a requirement applies to include certain information on diversity in the management report pursuant to the CSRD relating the financial year starting on or after January 1, 2025.

Presently, the Company does not qualify as a large company for purposes of these provisions since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates.

Furthermore, pursuant to the DCGC, the Company is expected to have a diversity and inclusion policy. This policy should in any case cater for setting specific, appropriate and ambitious targets in order to achieve a good balance in gender diversity and the other D&I aspects of relevance to the Company with regard to the composition of the Board and a category of senior management to be determined by the Board. The Company must disclose information on its diversity and inclusion policy in its annual management report.

11.2.7 Vacancy or inability

Based on Dutch law the Articles of Association must in any case provide for rules in the case the seats of all Directors are vacant or upon the inability of Directors.

Pursuant to the Articles of Association the remaining Executive Directors shall temporarily be entrusted with the executive management of the Company, if the seat of an Executive Director is vacant or upon the inability of an Executive Director, provided that the Board may provide for a temporary replacement. If the seats of all Executive Directors are vacant or upon the inability of all Executive Directors, the executive management of the Company shall temporarily be entrusted to the Non-Executive Directors, provided that the Board may provide for one or more temporary replacements.

Furthermore, if the seat of a Non-Executive Director is vacant or upon inability of a Non-Executive Director, the remaining Non-Executive Directors shall temporarily be entrusted with the performance of the duties and the exercise of the authorities of that Non-Executive Director, provided that the Board may provide for a temporary replacement. If the seats of all Non-Executive Directors are vacant or upon inability of all Non-Executive Directors, the General Meeting shall be authorized to temporarily entrust the performance of the duties and the exercise of the authorities of the Non-Executive Directors to one or more other individuals.

A Director shall in any event be unable to act: (i) during the period for which the Director has claimed inability in writing; (ii) during the Director's suspension; or (iii) during periods when the Company has not been able to contact the Director (including as a result of illness), provided that such period lasted longer than five consecutive calendar days (or such other period as reasonably determined by the Board).

11.2.8 Board meetings and decisions

The Board shall hold meetings on a regular basis at a time to be determined by the Board and whenever one or more of its Directors have requested a meeting,

Unless applicable law, the Articles of Association or the Board Regulations provide otherwise, resolutions of the Board shall be adopted with a simple majority of the votes cast. In a meeting of the Board, each Director is entitled to cast one (1) vote. If there is a tie in voting, the proposal shall be rejected. A document stating that one or more resolutions have been adopted by the Board and signed by the chair of the Board or by the chairperson and secretary of the particular meeting constitutes valid proof of those resolutions.

At a meeting of the Board, a Director may only be represented by another Director holding a proxy in writing.

Pursuant to Dutch law, resolutions by the Board regarding a significant change in the identity or nature of the Company or the enterprise connected with it, shall require the approval of the General Meeting. This shall in any event include:

- the transfer of the business enterprise, or practically the entire business enterprise, to a third party;
- concluding or cancelling any long-lasting cooperation of the Company or a subsidiary with any other legal person or company or as a fully-liable general partner in a partnership, provided that such cooperation or cancellation thereof is of material significance to the Company; and
- acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes thereto according to the last adopted Annual Accounts, by the Company or a subsidiary.

The absence of approval of the General Meeting does not affect the authority of the Board to represent the Company in dealing with third parties.

Pursuant to the Articles of Association and Board Regulations, resolutions of the Board may also be adopted outside of a meeting, provided that such resolutions are recorded in writing or otherwise and that none of the Directors entitled to vote object to this manner of decision-making.

11.2.9 Conflict of interest

Pursuant to Dutch law and the Articles of Association, a Director shall not participate in deliberations and the decision-making process of the Board in the event of a direct or indirect personal conflict of interest between that Director and the Company and the enterprise connected with it.

The Board Regulations require each Director to immediately report any actual or potential personal conflict of interest concerning himself or any other Director to the chair of the Board, and to provide all information relevant to the conflict. The chair of Board must then determine whether the matter qualifies as a conflict of interest within the meaning of Section 2:129(6) DCC, in which case the conflicted Director may not participate in deliberations and the decision-making process. In the event that the chair of the Board has a (potential) conflict of interest, the chair of the Board shall report such (potential) conflict of interest to the vice-chair of the Board, or if applicable, the Lead Independent Director, in which case the vice-chair of the Board or the Lead Independent Director (as applicable) shall determine whether the matter qualifies as a conflict of interest within the meaning of Section 2:129(6) DCC. If there is such a personal conflict of interest in respect of all Directors, the preceding sentence does not apply, and the Board shall maintain its authority.

Non-compliance with the provisions on conflicts of interest may render the resolution voidable (*vernietigbaar*) and a non-complying Director may be held liable towards the Company. As a general rule, the existence of a (potential) conflict of interest does not affect the authority to represent the Company as described in Section 11.2.1, “*Power, responsibilities and functioning*” and would therefore not affect the validity of contracts entered into by the Company. Under certain circumstances a company may annul a contract if the Company’s counterparty was or should have been aware of the conflict and misused it.

If the Board is unable to adopt a resolution as a result of all Directors being unable to participate in the deliberations and decision-making process due to such a conflict of interest, the decision shall nevertheless be taken by the Board.

The abovementioned applies *mutatis mutandis* to the deliberations and decision-making of the Board in respect of related party transactions in which a Director or all Directors is or are being involved within the meaning of Section 2:169(4) DCC, as more fully described in Section 12.21, “*Related party transactions*”.

11.3 **Board Committees**

According to the Board Regulations, the Board may appoint standing and/or *ad hoc* committees (“**Committees**” and each a “**Committee**”) from among its members, which are charged with tasks specified by the Board. The Board remains collectively responsible for decisions prepared by its committees and accountable for the performance and affairs of the Company. As at Admission, the Board will have constituted the following two committees: (i) the Audit & Sustainability Committee and (ii) the Corporate Governance, Nominations and Remuneration Committee. Each Committee is subject to the relevant provisions of the Board Regulations and its respective Committee charter, which will be in effect ultimately on December 9, 2024 and is available on the Company’s website (www.havas.com/company-information-ownership/).

The Board appoints and removes the members of each Committee.

The composition and responsibilities of each of the Committees is summarized below.

11.3.1 Audit & Sustainability Committee

The Audit & Sustainability Committee shall consist of at least two Non-Executive Directors. More than half of the Audit & Sustainability Committee members, including the chair of the Audit & Sustainability Committee, shall be independent within the meaning of the DCGC. The chair of the Audit &

Sustainability Committee shall be designated by the Board. In addition, at least one Audit & Sustainability Committee member shall have experience and expertise in respect of financial reporting and/or auditing annual accounts.

The tasks and responsibilities of the Audit & Sustainability Committee are laid down in the Board Regulations and the Audit & Sustainability Committee charter, and in any event include the duties as prescribed in the Decree establishment audit committee in organizations of public interest (*Besluit instelling auditcommissie bij organisaties van openbaar belang*).

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.

The responsibilities of the Audit & Sustainability Committee include:

- 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;
- supervising the enforcement of relevant legislation and regulations, and supervising the effect of codes of conduct;
- 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 external auditor);
- reviewing and monitoring the Company's non-financial or sustainability reporting pursuant to Sections 2:391 or 2:391a of the DCC, or any rules and regulations promulgated thereunder;
- overseeing the Company's public disclosure on sustainability, environmental, social, corporate governance and other human capital matters ("**ESG Matters**") and its consistency thereof, including any sustainability reports;
- supervising the compliance with recommendations by, and following up of comments by, the internal auditor and the external auditor and any other external party involved in auditing the sustainability reporting;
- 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;
- supervising the financing and the policy on tax planning of the Company;
- maintaining frequent contact and supervising the relationship with the external auditor;
- implementing the procedure for the selection of the external auditor;
- selecting external auditors or audit firms, submitting a recommendation to the Board for the appointment as external auditor by the General Meeting and supervising the external auditor's functioning;

- 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 had in that process;
- monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity;
- determining whether and, if so, how the external auditor shall be involved in the content and publication of financial reports other than the Annual Accounts;
- making a recommendation to the Board on the appointment and dismissal of the senior internal auditor;
- if there is no internal audit function, issuing a recommendation to the Board whether adequate alternative measures have been taken;
- submitting a proposal to the Board for the external auditor's engagement to audit the Annual Accounts;
- approving the Annual Accounts, Semi-Annual Accounts and the annual budget and major capital expenditures of the Company; and
- analyzing changes in the scope of the Company's consolidation, liabilities, interest rates and exchange rate hedges.

The Audit & Sustainability Committee shall meet as often as required for a proper functioning of the Audit & Sustainability Committee. The Audit & Sustainability Committee shall meet whenever deemed necessary by a member of the Audit & Sustainability Committee and at least four (4) times a year. 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.

On the date of the Admission, Ms. Marella Moretti, Ms. Catherine Lawson-Hall, Ms. Maria Garrido, and Ms. Marie Bolloré, and Mr. Fabien Pierlot shall form the Audit & Sustainability Committee of the Company. Ms. Marella Moretti shall be the chair of the Audit & Sustainability Committee.

11.3.2 Corporate Governance, Nominations and Remuneration Committee

The Corporate Governance, Nominations and Remuneration Committee shall consist of at least two (2) Non-Executive Directors. More than half of the Corporate Governance, Nominations and Remuneration Committee, including the chair of the Corporate Governance, Nominations and Remuneration Committee, shall be independent within the meaning of the DCGC.

Without prejudice to the Board 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. The Corporate Governance, Nominations and Remuneration Committee should in any event focus on:

- monitoring and assessing that the Company pays attention to ESG Matters in setting the Company's general strategy pursuant to best practice provision 1.1.1 sub vi of the DCGC;
- drawing up selection criteria and appointment procedures for the Directors;

- periodically assessing the size and composition of the Board and submitting proposals for the composition profile of the Board;
- periodically assessing the functioning of individual Directors and reporting on such review to the Board;
- drawing up a plan for the succession of Directors;
- submitting proposals for (re)appointment of Directors;
- supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's senior management and executive officers;
- assessing the entering into transactions by the Company or a Group Company with a third company of which a Director is a management board member or controlling shareholder; and
- 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.

The Corporate Governance, Nominations and Remuneration Committee also focuses on:

- submitting a clear and understandable proposal to the Board concerning the Company's policy on Director's remuneration;
- 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; and
- preparing the remuneration report of the Company.

When drafting the proposal for the remuneration of the Directors, the Corporate Governance, Nominations and Remuneration Committee should take note of the view of individual Directors with regard to the amount and structure of their own remuneration.

The Corporate Governance, Nominations and Remuneration Committee shall meet as often as required for a proper functioning of the Corporate Governance, Nominations and Remuneration Committee. The Corporate Governance, Nominations and Remuneration Committee shall meet whenever deemed necessary by a member of the Corporate Governance, Nominations and Remuneration Committee and at least two times a year. 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.

On the date of the Admission, Ms. Michèle Reiser and Ms. Marella Moretti, and Mr. Fabien Pierlot, Mr. Arnaud de Puyfontaine and Mr. Ian Osborne shall form the Corporate Governance, Nominations and Remuneration Committee of the Company. Mr. Fabien Pierlot shall be the chair of the Corporate Governance, Nominations and Remuneration Committee.

11.4 Directors

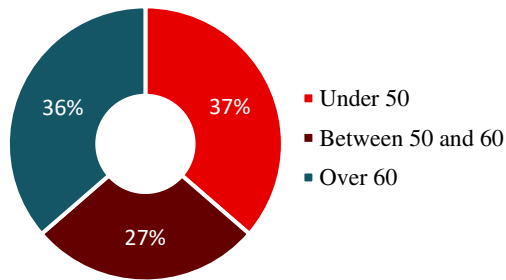
As at the Admission, the Board will consist of the following eleven Directors:

<u>Name</u>	<u>Age</u>	<u>Nationality</u>	<u>Position (Title)</u>	<u>Independent⁽¹⁾</u>	<u>Date of appointment</u>	<u>End of current term</u>
Yannick Bolloré	44	French	Executive Director (Chairman & CEO)	No	October 21, 2024	General Meeting to be held in 2028
Jean de Yturbe	77	French	Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Alfonso Rodés Vilà	63	Spanish	Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Arnaud de Puyfontaine	60	French	Non-Executive Director (chair of the Board (<i>voorzitter</i>))	No	December 9, 2024	General Meeting to be held in 2028
Ian Osborne	41	British	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Michèle Reiser	75	French	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Marie Bolloré	36	French	Non-Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Fabien Pierlot	49	French	Non-Executive Director (Lead Independent Director)	Yes	December 9, 2024	General Meeting to be held in 2028
Catherine Lawson-Hall	53	French	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Maria Garrido	51	Spanish	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Marella Moretti	58	Italian	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028

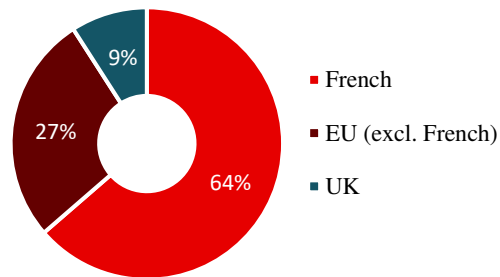
⁽¹⁾ Within the meaning of the DCGC.

It is expected that the Board will propose the implementation of a staggered board in connection with the annual shareholders' meeting to take place in 2025, by way of a decision of the Board among the Directors (other than the Chairman & CEO).

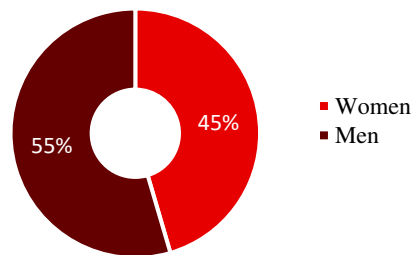
Director split by age
as at the Admission



Director split by nationality
as at the Admission



Director split by gender
as at the Admission



The business address of all Directors will be 29-30, quai de Dion Bouton, 92800 Puteaux, France.

Biographies

The following is a summary of the business experience of the Directors:

Yannick Bolloré – Mr. Yannick Bolloré is a graduate of Paris-Dauphine University in 2001. He co-founded the production company WY Productions in 2002. In 2006, he joined his family group, the Bolloré Group, to launch and develop its media division. Within five years, Bolloré Média became a leading independent French TV group and was subsequently sold to Canal+, making the Bolloré Group a shareholder in Vivendi. He then joined the Group in 2011 and became Chairman and Chief Executive Officer (*Président-Directeur général*) of Havas S.A. in 2013. Mr. Yannick Bolloré was appointed Chairman of the Supervisory Board (*Conseil de surveillance*) of Vivendi in April 2018. In connection with the Vivendi Spin-Off, in October 2024, Yannick Bolloré was appointed Chairman of the Supervisory Board of Canal+ SA and Director of Louis Hachette Group. Mr. Yannick Bolloré was named a Young Global Leader in 2008 by the World Economic Forum. He has received numerous honors and awards from international associations and the business press. He is also a Chevalier de l'Ordre des Arts et des Lettres.

Jean de Yturbe – Mr. Jean de Yturbe is a graduate from Babson in Business Administration. After six years with Lanvin as Worldwide Marketing Director, he became International Director of Havas Conseil in 1980 and Chairman of HDM Europe in 1985. He was appointed Chairman of Eurocom Advertising Worldwide in 1990. He joined Bates in 1993 as Chairman of Bates Europe and Executive Director of Cordiant PLC, and became CEO of Cordiant in 2002. He joined Havas S.A. in September 2003 as Director of Development.

Alfonso Rodés Vilà – Prior to his move into Havas, Mr. Alfonso Rodés Vilà accrued over 15 years of experience in the banking sector. Mr. Alfonso Rodés Vilà's progress within the Havas Media Network team started over 20 years ago in 1996 with his appointment as Chief Corporate Development Officer of MPG. At that time, MPG was operational in Spain, Portugal and Mexico. In 2001, with the group operating in over 13 markets, he also became Chief Executive Officer of MPG for Spain and Southern

Europe. Mr. Alfonso Rodés Vilà became CEO of Havas Media Network, the global media network of Havas, in 2006. In March 2011, Mr. Alfonso Rodés Vilà was appointed Deputy CEO of Havas S.A. and in 2016 was appointed Chairman of Havas Spain as the group moved forward with its integration strategy. In November 2017, Mr. Alfonso Rodés Vilà was appointed Chairman of Havas Media Network.

Arnaud de Puyfontaine – Mr. Arnaud de Puyfontaine is a graduate of the ESCP Business School (1988), the Multimedia Institute (1992) and Harvard Business School (2000). Mr. Arnaud de Puyfontaine 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 Deputy 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, Mr. Arnaud de Puyfontaine joined the 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 magazines published abroad, and, in June 2011, was appointed Executive Vice President of Hearst Magazines International. In August 2013, he was appointed Managing Director of Western Europe. He has also been Chairman of ESCP Europe Alumni. From January to June 2014, Mr. Arnaud de Puyfontaine was a member of the Management Board (*Directoire*) of Vivendi and Senior Executive Vice President in charge of its media and content operations. Since June 24, 2014, he has been Chairman of the Management Board (*Directoire*) of Vivendi. In connection with the Vivendi Spin-Off, in October 2024, Mr. Arnaud de Puyfontaine was appointed Director of Canal+ SA and Director of Louis Hachette Group.

Ian Osborne – Mr. Ian Osborne is a graduate of King's College London and the London School of Economics, where he obtained his degree in 2005. Early in his career, he worked as an advisor to Michael Bloomberg, founder of Bloomberg LP, a business news agency, and former mayor of New York. In 2009, he set up his own consultancy firm, Osborne and Partners, taking on DST Global, the venture capital fund headed by Yuri Milner, as a client. In 2010, he helped DST Partners make lead investments in Spotify and Alibaba. Mr. Ian Osborne invests in the new technology sector and has played a key role in the rise of special purpose acquisition companies (SPACs), which raise funds to acquire other companies for initial public offerings. In 2012, he co-founded and has since managed Hedosophia, an international venture capital investment fund. His investments include Spotify, TransferWise and Alibaba.

Michèle Reiser – Ms. Michèle Reiser is a philosopher by profession holding a master's degree in philosophy and a *diplôme d'études approfondies* (DEA) in psychology. Ms. Michèle Reiser has extensive experience spanning over nearly 50 years in the media, communication and advertising services industries, in which the Group operates. In 1975, she started a weekly literary show for young people on French TV channel FR3, which she hosted for eight years. She also wrote a literary column for Le Monde de l'Éducation and later worked regularly at Ex Libris. As a filmmaker, producer and TV film author, she produced documentaries, profiles and major stories on key themes broadcast between 1983 and 2005 on France 2, France 3, France 5, Canal+ and Arte. She founded Les Films du Pharaon and served as its Director from 1988 to 2005. In January 2005, she was appointed a member of France's Audiovisual Council by the French President and presided over the Audiovisual Production, Free Private Channels, Advertising and Cinema and Music working groups over her six-year term. From 2008 to 2012, she founded and presided over the Commission on the Image of Women in the Media. The Commission was awarded permanent status by the Prime Minister in 2011. In 2010, she co-presided over the work of the Commission on associations' access to audiovisual media, which produced a report that was submitted to the Prime Minister in January 2011. She was a member of the Gender Equality Observatory from 2010 to 2012. In 2013, Ms. Michèle Reiser founded the consultancy firm, MRC. She chaired the judging panel of the Gulli Book Prize between 2014 and 2020. In 2015, Ms. Michèle Reiser

created the Paris-Mezzo classical music festival, which, under her direction became the Festival de Paris in 2017. She published two novels with Albin Michel: *Dans le creux de ta main* in 2008, and *Jusqu'au bout du festin* in 2010, which won the Prix de la révélation littéraire in 2010 from Aufeminin.com. Ms. Michèle Reiser was named Officier de l'Ordre National du Mérite in 2004 and was promoted to the rank of Chevalier de l'Ordre de la Légion d'Honneur in 2010.

Marie Bolloré – Ms. Marie Bolloré holds a bachelor's degree in Global Management and a master's degree in Business Process Management from Paris-Dauphine University, which she obtained in 2010 and 2013, respectively. She has worked in marketing for Franck Provost Australia in 2012 and as assistant project manager for the Galeries Lafayette group. Ms. Marie Bolloré has been marketing manager for Blue Solutions (2014), CEO of Bolloré Electromobility Division from 2016 to 2018 and CEO of Blue Solutions in 2017. Since 2018, Ms. Marie Bolloré is Director of the Systems and Telecoms Division of the Bolloré Group.

Fabien Pierlot – Mr. Fabien Pierlot is a graduate of the École Supérieure de Commerce de Troyes. He began his career at Michael Page, as Manager, from 2000 to 2002. In 2002, he created the start-up Flash Info. In 2005, he co-founded Coyote System.

Catherine Lawson-Hall – Ms. Catherine Lawson-Hall is a graduate of Paris-Dauphine University (1994). She has over twenty-five years' experience in finance. She served as Head of Coverage and Investment Banking for Africa at Société Générale, in charge of relations with African governments, large corporations and financial institutions, from 2015 to 2023. Previously, she was Managing Director, Co-Head of Debt Capital Markets for corporates in France, Belgium and Luxembourg at Société Générale. Ms. Catherine Lawson-Hall began her career as a financial analyst covering the telecommunications and media sectors before moving into financial consulting. She has built up solid experience in corporate and investment banking, primarily in debt capital markets, financial analysis and consulting. Ms. Catherine Lawson-Hall is currently a board member of four listed companies: Vivendi SE, Universal Music Group N.V. (UMG), Eurazeo SE and Endeavour Mining plc. She is an independent member of the Board of Directors of Agence Française de Développement (AFD) and Les Amis du Centre Pompidou. In March 2017, she was one of the six winners alongside the Mayor of London, Sadiq Khan, of the Diversity Trophy awarded by the Club XXIe Siècle think-tank in the "Career" category. In December 2015, she was named Manager of the Year for 2015 in the sixth edition of the La Tribune Women's Awards.

Maria Garrido – Ms. Maria Garrido is currently Chief Marketing Officer of Deezer, where she is responsible for communications, digital performance, public relations, marketing, and the creative studio of the global streaming platform. Until 2021, she was Senior Vice President, Brand Marketing for Vivendi, where she fostered synergies between the group's business units and provided marketing and brand alliance support to all group companies. Ms. Maria Garrido was also the Chief Insights Officer of the Group from 2015 to 2020, supervising a team of over 300 people in some 40 countries working across content, innovation (incubators) and market surveys. Before joining Havas in 2014, she spent 18 years in North America, Latin America and Europe, where she held operational and strategic marketing roles at various FMCG blue chips, most notably Colgate Palmolive Co and Mondelez. Ms. Maria Garrido speaks at many media and client events, most recently at Cartagena Inspira, Mumbrella Australia, South Summit, CubeX Mumbai, the World Retail Congress and IBC 2018. She has also been a Media Jury member for Cristal Media Festival and Dubai Lynx, and President of the Entertainment Jury for Eurobest and the Cannes Lions Festival.

Marella Moretti – Ms. Marella Moretti is a graduate of the "Amministrazione Aziendale" Business School of the University of Turin, where she specialized in Finance. She started her career in 1988 as International Corporate Finance Analyst at the Fiat SpA headquarters in Turin, Italy. From 1991 to 1996, she worked as head of Financial Planning and Control at Fiat France, in Paris. Ms. Marella Moretti then went on to hold several successive positions at Fiat France: Head of Corporate Finance from 1996 to 1998; Deputy Chief Financial Officer from 1998 to 1999 and Chief Financial Officer from 2000 to 2005. From 2005 to 2020 she has been Chief Financial Officer of Fiat Chrysler Finance et Services in Paris. Since September 2020 she has been Director Global Investor Relations at Stellantis

NV (ex-Fiat Chrysler Automobiles NV). She has also held the following other positions within the Stellantis, CNH Industrial and Iveco groups. From 2009 to 2022, Ms. Marella Moretti has been Managing Director (*Directeur Général Délégué*), and she is still serving as a Board member of IC Financial Services, the captive finance company for Iveco and CNH Industrial in Europe region, regulated and supervised by the European Central Bank and the French Central Bank Authority ACPR. From 2019 until March 2023, she has been Executive Director of Fiat Chrysler Finance Luxembourg. From 2011 to 2019 she has served as a member of the Board of Directors of Fiat Chrysler Finance Europe. From 2011 to 2022 she has been Chief Executive Officer and Board member of CNH Industrial Finance France. Previously, she served from 2011 to 2014 as an independent member of the Supervisory Board and member of the audit committee of Unibail-Rodamco. From 2017 to 2024, Ms. Marella Moretti has been serving as an independent Non-Executive Director, member of the control and risk committee and of the related parties committee, of Telecom Italia SpA. In 2023 she served as Non-Executive Director and Chair of the human resources committee of Autogrill SpA. She also currently serves as an independent Non-Executive Director and member of the audit committee of Banijay Group. She has been a member of MEDEF Europe commission (French employers' confederation), of the NGO Care France and of the Women Corporate Directors organization (international chapter).

11.5 Senior Management Team

The Senior Management Team is composed of the following persons:

<u>Name</u>	<u>Age</u>	<u>Nationality</u>	<u>Position (Title)</u>	<u>Date of appointment</u>	<u>End of current term</u>
Yannick Bolloré	44	French	Executive Director (Chairman & CEO)	October 21, 2024	Indefinite
François Laroze	61	French	Chief Financial Officer	December 9, 2024	Indefinite
Michel Dobkine	68	French	General Secretary & General Counsel	December 9, 2024	Indefinite

The business address of all members of the Senior Management Team will be 29-30, quai de Dion Bouton, 92800 Puteaux, France.

Biographies

The following is a summary of the business experience of the members of the Senior Management Team listed above who do not also serve as Directors of the Company:

François Laroze – Mr. François Laroze is a graduate of the Institut d'Études Politiques de Paris (Sciences-Po). He joined the Bolloré Group in 1987, where he notably served as Financial Director of Delmas (shipping), Corporate Secretary of Havas Media France and Group Controller of Bolloré Group. In 2011, he was appointed Chief Financial Officer of Havas, a position he continues to hold while also serving as a member of Management Board (*Directoire*) of Vivendi and its Chief Financial Officer since June 24, 2022.

Michel Dobkine – Mr. Michel Dobkine has been General Secretary and General Counsel of Havas since 2008. He is a qualified lawyer and an alumnus of the French National School for the Judiciary (*Ecole nationale de la magistrature*). He began his career as Deputy Public Prosecutor from 1983 to 1986) before being appointed a Magistrate in the central administration of the French Ministry of Justice in 1987 until 1992). From 1992 to 1999, he served as Head of Financial, Economic and Social Legislation, then as Deputy Director of Economic and Financial Affairs at the French Ministry of Justice. In 2001, he became Deputy Director at the French Ministry of the Budget and Budgetary Reform. In 2002, Mr. Michel Dobkine was appointed Public Prosecutor at the Nîmes Court of Appeal,

and in 2005 he became Director of the French National School for the Judiciary. In 2007, he was appointed Cabinet Director of the Ministry of Justice, and the same year became Advocate General at the Court of Cassation (Commercial Chamber) before taking leave in 2008, the year he joined Havas as Secretary General. Since 2015, Mr. Michel Dobkine has been a member of the Council of the Faculty of Law and Political Science at the University of Paris Ouest Nanterre La Défense. From 1992 to 1998, he taught civil law at the University of Paris 1 with Professor Catherine Labrusse-Riou. He is a former Associate Professor of the University of Paris X where he also taught a Masters seminar in corporate law litigation. Mr. Michel Dobkine was awarded the rank of Chevalier de la Légion d'Honneur and the rank of Officier de l'Ordre National du Mérite. He was also named *Officier dans l'Ordre des Palmes Académiques*.

11.6 General information about the Directors and other members of the Senior Management Team

The table below sets out the names of all companies and partnerships of which an Executive Director, Non-Executive Director or another member of the Senior Management Team has been a member of the administrative, management or supervisory bodies or partner at any time in the previous five years, other than a subsidiary of the Company.

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
Yannick Bolloré	<u>Listed companies:</u> Compagnie de l'Odet SE: Director Bolloré SE: Vice-Chairman and Director Vivendi SE: Chairman of the Supervisory Board Canal +: Chairman of the Supervisory Board Louis Hachette Group: Director Lagardère SA: Member of the Board of Directors <u>Other companies:</u> Sofibol: Member of the Supervisory Board Bolloré Participations SE: Director Financière V: Director Omnium Bolloré: Director Happn SAS: Member of the Consultative Committee L'Expansion Scientifique Française: Director <u>Other entities:</u> Musée Rodin: Director Fonds de dotation de la Fédération Française de Tennis: Director	None.
Jean de Yturbe	None.	<u>Other companies:</u> Saint Germain Investissement (SAS): President
Alfonso Rodés Vilà	None.	None.
Arnaud de Puyfontaine	<u>Listed companies:</u> Vivendi SE: Chairman of the Management Board Canal +: Member of the Supervisory Board Louis Hachette Group: Director	<u>Listed companies:</u> Telecom Italia SpA: Executive Chairman and Director <u>Other companies:</u> Antinea 6: Chairman of the Board of Directors

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
Ian Osborne	<p>Lagardère SA: Member of the Board of Directors</p> <p><u>Other companies:</u></p> <p>Dailymotion SA: Director</p> <p>Prisma Media: Chairman of the Board of Directors</p> <p>Gameloft SE: Chairman of the Board of Directors</p> <p>Innit: Member of the Advisory Committee</p> <p>Canal+ Group: Vice Chairman of the Supervisory Board</p> <p><u>Other entities:</u></p> <p>French-American Foundation: Honorary Chairman</p> <p><u>Other companies:</u></p> <p>Hedosophia: Co-founder and Director</p> <p>Club Athlétique Briviste Corrèze</p> <p>Limousin: Member of the Supervisory Board</p> <p>Connaught International Limited: Founder and Director</p> <p>Connaught (UK) Limited: Director</p> <p>Longsutton Limited: Director</p> <p>Longsutton Sports Holding Limited: Director</p> <p>Osborne & Partners (HK) Limited: Director</p> <p>Airwallex (Cayman) Limited: Director</p> <p>Polyai Limited: Director</p> <p>Perelman Performing Arts Center: Board Member</p> <p>Quantum Wealth Holding SPV Limited: Director</p>	<p>Editis Holding SA: Chairman of the Board of Directors</p> <p>Gameloft SE: Chief Executive Officer</p> <p>Universal Music France (SAS): Chairman of the Supervisory Board</p> <p>Universal Music Group, Inc.: Director</p> <p><u>Listed companies:</u></p> <p>Social Capital Hedosophia Holdings Corp. II, III, IV, V, VI: Director and President</p> <p>Hedosophia European Growth: Director</p> <p><u>Other companies:</u></p> <p>LCH Partners (UK) Limited: Director</p> <p>FlixMobility GmbH: Director</p>
Michèle Reiser	<p><u>Listed companies:</u></p> <p>Vivendi SE: Independent member of the Supervisory Board</p> <p><u>Other companies:</u></p> <p>MRC: Manager</p>	<p><u>Other companies:</u></p> <p>Radio France: Member of the Board of Directors and of the Strategic Committee</p>
Marie Bolloré	<p><u>Listed companies:</u></p> <p>Compagnie de l'Odé SE: Director</p> <p>Bolloré SE: Director</p> <p>Société Industrielle et Financière de l'Artois: Director</p> <p>Compagnie du Cambodge: Chairwoman of the Supervisory Board</p> <p>Financière Moncey: Permanent Representative of Société des Chemins de Fer et Tramways du Var et du Gard on the Board of Directors</p> <p><u>Other companies:</u></p>	<p><u>Listed companies:</u></p> <p>Mediobanca: Director</p> <p><u>Other companies:</u></p> <p>Blue Solutions: Director</p>

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
	<p>Sofibol: Member of the Supervisory Board Bolloré Participations SE: Director Financière V: Director Omnium Bolloré: Director Polyconseil: Director IER SAS: President Bolloré Télécom: Member of the Management Committee <u>Other entities:</u> Fondation de la 2e chance: President</p>	
Fabien Pierlot	<p><u>Other companies:</u> Safety System Group (SAS): President Safety System Topco (SAS): President Coyote System: Permanent representative of Safety Systems Group, President GACO (SAS): President Shelby Boat (SAS): President Hermy Electronics (SAS): President H2O Cherbourg (SAS): Chief Executive Officer (<i>directeur général</i>) Les Salins de la Moutte (SAS): President Pivalka (SARL): Manager</p>	<p><u>Other companies:</u> Traqueur: Chairman of the Supervisory Board Safety Systems Holding (SAS): President Coyote System International: Permanent representative of Safety Systems Group, President</p>
Catherine Lawson-Hall	<p><u>Listed companies:</u> Vivendi SE: Independent member of the Supervisory Board Universal Music Group N.V.: Director Endeavour Mining plc: Independent Director Eurazeo: Member of the Supervisory Board <u>Other entities:</u> Agence Française de Développement (AFD): Independent Director Amis du Centre Pompidou: Independent Director</p>	<p><u>Listed companies:</u> Société Générale Côte d’Ivoire: Director <u>Other companies:</u> Société Générale: Head of Coverage and Investment Banking for Africa Société Générale Bénin: Director <u>Other entities:</u> Fondation Société Générale: Director</p>
Maria Garrido	<p><u>Listed companies:</u> Carmila: Director Deezer: Chief Marketing Officer <u>Other companies:</u> Terranam Consulting SL Mandates: Founder</p>	<p><u>Listed companies:</u> LiveOne, Inc.: Director <u>Other companies:</u> ESCP: Member of the International Supervisory Board</p>
Marella Moretti	<p><u>Listed companies:</u> Banijay Group: Non-Executive Director <u>Other companies:</u></p>	<p><u>Listed companies:</u> Telecom Italia SpA: Non-Executive Director Autogrill SpA: Non-Executive Director</p>

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
	IC Financial Services (SA): Director	<u>Other companies:</u> Fiat Chrysler Finance Luxembourg: Executive Director Fiat Chrysler Finance Europe: Director CNH Industrial Finance France: Chief Executive Officer and Director
François Laroze	<u>Listed companies:</u> Vivendi SE: Member of the Management Board <u>Other companies:</u> Vivendi Group Africa (SASU): President Compagnie Financière du 42 avenue de Friedland (SASU): President Prisma Media: Director L'Expansion Scientifique Française: Deputy Chief Executive Officer and Director Club Athlétique Briviste Corrèze Limousin: Member of the Supervisory Board	<u>Listed companies:</u> Société Industrielle et Financière de l'Artois: Chief Executive Officer Financière Moncey: Chief Executive Officer <u>Other companies:</u> Socfrance (SAS): President Immobilière de La Brardière (SAS): President Financière Arnil (SAS): President Financière de Brocéliande (SAS): President Financière de Nevez (SAS): President Bolloré Électricité (SAS): President Compagnie de Daoulas (SAS): President Compagnie de la Pointe d'Arradon (SAS): President Compagnie de Ploërmel (SAS): President Compagnie de Plomeur (SAS): President Compagnie de Port-Manech (SAS): President Financière de Kermor (SASU): President Financière du Letty (SAS): President Bluesystems (SAS): President Sofiprom (SASU): President Bluetram (SAS): President JCDecaux Bolloré Holding (SAS): Chief Executive Officer <i>(directeur général)</i> JCDecaux Bolloré Holding (SAS): President and Member of the Executive Board Société Navale Caennaise (SA): Permanent representative of Société Navale de l'Ouest on the Board of Directors Compagnie Saint-Gabriel (SAS): Permanent representative of Bolloré SE, President Financière de Cézembre (SA): Permanent representative of Financière Arnil on the Board

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
		of Directors MP 42 (SA): Permanent representative of Financière de Cézembre on the Board of Directors Fleet Management Services (GIE): Controller SOCOTAB (SA): Permanent representative of Financière de Cézembre on the Board of Directors Société Centrale de Représentation (SA): Liquidator Compagnie de Lanmeur (SAS): President Compagnie de l'Étoile des Mers (SAS): President Compagnie de Loctudy (SAS): President Financière de Redon (SAS): President Petroplus Marketing France Logistic (SAS): President SFDM: Permanent representative of Naphtex on the Board of Directors OPPCI de la Seine et de l'Ourcq (SPICAV): Chairman of the Board of Directors Editis Holding (SA): Member of the Board of Directors Participaciones e Inversiones Porturias SA (PIP): Director Participaciones Ibero Internacionales SA (PII): Director Progosa Investment SA: Director Participaciones y Gestion Financiera SA: Representative of Financière d'Iroise on the Board of Directors Cook Redlands Corporation: Vice Chairman Babcock Redlands Corporation: Vice Chairman Florida Redlands: Vice Chairman Redlands Farm Holding: Vice Chairman SNO Investments Ltd: Director SNO Lines Ltd: Director Elder Dempster Lines UK: Director African Investment Company SA: Director Bolloré Africa Logistics (Beijing): Supervisor Hombard Publishing BV: Chief Executive Officer

Name	Current directorships/partnerships	Past directorships/partnerships (last five years)
		J.S.A. Holding B.V.: Attorney in Fact Participaciones y Gestion Financiera SA: Permanent representative of Compagnie des Deux Cœurs on the Board of Directors Sorebol SA: Director Puertos Development International SA (PDI): Director Emacom: Director Internacional de Desarrollo Portuarios SA: Director Movimientos Portuarios Internacionales SA: Director Operativa International Porturia SA: Director Data Communique Inc. (United States): Director Arena Communications Network S.L. (Spain): Director EMDS (Belgium): Director GRPO SARL (Belgium): Director
Michel Dobkine	None.	None.

11.7 Equity holdings of Directors and other members of the Senior Management Team

As at the date of this Prospectus, Vivendi is the only shareholder of the Company and neither the Directors, nor the other members of the Senior Management Team hold any Havas Shares. In connection with the Distribution, the Directors and the other members of the Senior Management Team, to the extent that they hold Vivendi Shares, will, in accordance with the Allocation Ratio and similar to all other Vivendi Shareholders, receive one (1) Havas Ordinary Share for every one (1) Vivendi Share which they hold as of the Effective Date. This assumes that the Allocation Ratio remains unchanged until the Listing Date, and each Vivendi Shareholder will be allotted one (1) Havas Ordinary Share for each Vivendi Share it holds on the Effective Date.

The following table sets out the shareholdings in Vivendi held by each Director and other members of the Senior Management Team as at the date of this Prospectus and expected shareholdings in the Company immediately after the Distribution.

Name	Number of Vivendi Shares held as at the date of this Prospectus	Expected number of Havas Ordinary Shares held immediately after the Distribution ⁽¹⁾
Yannick Bolloré	134,016	134,016
Jean de Yturbe	36	36
Alfonso Rodés Vilà	8,750	8,750
Arnaud de Puyfontaine	363,853	363,853
Ian Osborne	0	0
Michèle Reiser	1,000	1,000
Marie Bolloré	0	0
Fabien Pierlot	0	0
Catherine Lawson-Hall	2,356	2,356
Maria Garrido	7,605	7,605
Marella Moretti	0	0

Name	Number of Vivendi Shares held as at the date of this Prospectus	Expected number of Havas Ordinary Shares held immediately after the Distribution ⁽¹⁾
François Laroze	145,733	145,733
Michel Dobkine	16,664	16,664

⁽¹⁾ Assuming that the Allocation Ratio remains unchanged until the Listing Date, and each Vivendi Shareholder will be allotted one (1) Havas Ordinary Share for each Vivendi Share it holds.

11.8 Family relationships

Yannick Bolloré, Chairman & CEO, is the brother of Marie Bolloré, member of the Board.

To the Company's knowledge, there are no other family relationships between any members of the Board, or between any member of the Board and the Senior Management Team.

11.9 Potential conflicts of interest and other information

There are no potential conflicts between the personal interests or other duties of Directors or other members of the Senior Management Team, on the one hand, and the interests of the Company, on the other hand.

This conclusion was reached notwithstanding (and after an evaluation of) the relationships between the Directors and members of the Senior Management Team with the Bolloré Entities (which, including their direct and indirect subsidiaries, but excluding Vivendi and its subsidiaries; Canal+ and Louis Hachette Group, collectively are referred to in this Section 11.9 as the “**Bolloré Group**”) and entities within the Vivendi group (including Vivendi and its direct and indirect subsidiaries, as well as Canal+ and the Louis Hachette Group). In particular, the assessment was conducted with respect to Mr. Yannick Bolloré, Mr. Arnaud de Puyfontaine, Ms. Marie Bolloré, Ms. Michèle Reiser, Ms. Catherine Lawson-Hall and Mr. François Laroze. For a description of the administrative, management or supervisory roles held by the above-mentioned individuals within the Bolloré Group and/or the Vivendi Group, see Section 11.6, “*General information about the Directors and other members of the Senior Management Team*”.

The evaluation of the ongoing relationships between Directors and Senior Management Team members with the Bolloré Group (namely, Mr. Yannick Bolloré, Ms. Marie Bolloré and Mr. François Laroze) was informed by several factors, principally among which were that: (i) none of these individuals hold executive roles in an entity within the Bolloré Group, including the Bolloré Entities; (ii) the Bolloré Group will not hold a majority stake in the Company (expected to be approximately 31% immediately following the Effective Date); (iii) existing commercial relationships between the Bolloré Group and the Group are insignificant, have been entered into on an arm's length basis and were reviewed by a special committee of Vivendi acting under the authority of and reporting to the audit committee of the Supervisory Board (*Conseil de surveillance*) of Vivendi; and (iv) the Bolloré Group's interests are aligned with those of the Group insofar as the Bolloré Group is not a competitor to the Group and to the contrary, as a significant shareholder, will benefit from the success of the Group.

The evaluation of the ongoing relationships between Directors and Senior Management Team members with the Vivendi group (namely, Mr. Yannick Bolloré, Mr. Arnaud de Puyfontaine, Mr. François Laroze, Ms. Michèle Reiser and Ms. Catherine Lawson-Hall) was informed by several factors, principally among which were that: (i) Ms. Reiser and Ms. Lawson-Hall are independent members of the Supervisory Board (*Conseil de surveillance*) of Vivendi and do not hold positions in any entity of the Bolloré Group; (ii) although ongoing supervisory and management roles held at Vivendi will be retained by the Chairman & CEO of the Company, Mr. Yannick Bolloré (Chairman of the Supervisory Board (*Conseil de surveillance*) of Vivendi), the Chair of the Board of the Company (*voorzitter*), Mr. Arnaud de Puyfontaine (President of the Management Board of Vivendi) and its Chief Financial Officer, Mr. François Laroze (Vivendi's Chief Financial Officer and a member of the Management

Board of Vivendi), following the Effective Date, the Vivendi Group will not be a competitor to the Group and will no longer have any shareholding in the Company, and its existing commercial relationships with the Group have been entered into on an arm's length basis. Future commercial relationships will be limited to those provided for under the TSA and certain ancillary commercial agreements.

For a description of related party transactions, see Section 13.3, "*Related party transactions*", Note 5.2.27, "*Related party transactions*" to the Consolidated Financial Statements and Note 5.2.19, "*Related party transactions*" to the Unaudited Condensed Consolidated Interim Financial Statements.

In an effort to guard against potential future conflicts of interest, including those that may result in the future due to the relationships between Directors and Senior Management Team members with the Bolloré Group or the Vivendi Group, the Group has established certain procedures to evaluate and manage such potential conflicts. For example, the Group's Board Regulations will require Directors to report actual or potential personal conflicts of interest and establishes certain procedures to evaluate whether such Director should be excluded from deliberations and the decision-making process. In addition, the Board will adopt a related party transactions policy (which will be available on the Company's website). This policy will, among other things, require that any related party transaction must be approved by the Non-Executive Directors, including a vote in favor of at least two Non-Executive Directors who are independent within the meaning of the DCGC. For further details on such procedures, see Section 11.2.9 "*Conflict of interest*" and Section 12.21 "*Related party transactions*".

Other than as described in Section 13.3, "*Related party transactions*", the Company is not aware of any arrangement or understanding with major shareholders, suppliers, customers or others pursuant to which any Director or member of Senior Management Team was selected as a member of such management or supervisory bodies or member of Senior Management Team.

During the last five years, none of the Directors or other members of the Senior Management Team: (i) has been convicted of fraudulent offenses; (ii) has served as a director or officer of any entity subject to bankruptcy proceedings, receivership or liquidation, or of any companies put into administration; or (iii) has been involved in any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or disqualification by a court from acting as a member of the administrative, management or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer.

11.10 Remuneration

11.10.1 Remuneration for Directors

On October 29, 2024, the General Meeting has adopted a remuneration policy in respect of the remuneration of Executive Directors and Non-Executive Directors at the proposal of the Board, the main elements of which are described below. The remuneration and the benefits of the Directors shall be determined by the Board with due observance of this remuneration policy and the recommendations of the Corporate Governance, Nominations and Remuneration Committee. The Executive Directors shall not participate in the deliberations and decision-making regarding the determination of the remuneration of the Executive Directors.

The remuneration policy takes into account the DCGC and the applicable Dutch legal requirements.

The remuneration policy is intended to foster the Company's strategy of sustainable growth by aligning pay with sustainable long-term value creation for the Company and its affiliated enterprises. The objective of the remuneration policy is to provide a remuneration structure that allows the Company:

- to attract, reward and retain highly qualified Executive Directors to achieve business and financial goals that create sustainable long-term value for the Company and its affiliated

enterprise in a manner consistent with the core business and leadership values of the Company;
and

- to attract and retain diverse Non-Executive Directors with the right balance of personal skills, competences and experience required to oversee the Company's strategy and performance.

For every change to the Company's remuneration policy and, in any event, at least every four years, the General Meeting will be requested to vote on the remuneration policy and any amendments thereto. The Non-Executive Directors are responsible for the implementation and monitoring of the remuneration policy. Pursuant to the Articles of Association, the resolution of the General Meeting to adopt the remuneration policy and any amendments thereto requires a simple majority of votes.

The remuneration policy explains the decision-making process followed for its determination, review and implementation and, where applicable, the role of the Corporate Governance, Nominations and Remuneration Committee. In the event that the remuneration policy is revised, this Committee shall describe and explain all significant changes and the decision-making process followed for its determination, review and implementation. It shall also explain how it takes into account the votes and views of Shareholders and other stakeholders of the remuneration policy since the most recent vote on the remuneration policy by the General Meeting. Any revised remuneration policy, together with the date and the results of the vote at the General Meeting, will be available free of charge on the Company's website and the remuneration policy will remain publicly available while it is applicable. If the General Meeting does not adopt the proposed amendments to the remuneration policy, the Company shall continue to remunerate in accordance with the existing adopted remuneration policy and shall submit a revised policy for approval at the following General Meeting.

In exceptional circumstances only, the Non-Executive Directors, upon recommendation of the Corporate Governance, Nominations and Remuneration Committee, may decide to temporarily derogate from the remuneration policy. Exceptional circumstances only cover situations in which the derogation from the remuneration policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability, such as the appointment of an interim Executive Director or the appointment of a new Executive Director. The Non-Executive Directors may grant an award in order to buy-out any remuneration forfeited on joining the Company to facilitate recruitment of new or interim Executive Directors equal to the value equal to the forfeited remuneration to be determined by the Non-Executive Directors, comprising cash or medium- to long-term incentives. The rationale and detail of any such deviation will be disclosed in the Group's annual remuneration report.

11.10.1.1 *Executive Directors*

The purpose of the Company's remuneration policy with respect to Executive Directors is to closely align their compensation with shareholders' interests, in both the short-term and long-term. This contributes to the Company's ability to deliver on its strategy and ensure its continuity in line with its corporate interest. In view of this purpose, the remuneration policy is focused on three main considerations:

- the quantitative balance of compensation, with particular attention paid to variable components (both short-term and long-term) in line with the Group's development and growth. The size of the fixed portion of compensation must be competitive to attract, incentivize and retain people in the group's most senior positions;
- the stringency and relevance of the criteria used to determine the annual variable portion, which are based on financial and non-financial objectives proposed by the Corporate Governance, Nominations and Remuneration Committee; and
- the Group's long-term development, through performance share grants that are subject in particular to indicators based on criteria linked to the group's financial and non-financial

performance and are aimed at bringing the interests of executives even closer in line with those of shareholders.

The remuneration and benefits package for the Executive Directors may consist of the following compensation components, which are discussed in more detail in Section 11.10.2, “*Remuneration policy components for the remuneration of Executive Directors*”:

- fixed remuneration (service fee);
- short-term incentive – annual bonus plan;
- long-term variable remuneration – LTIP;
- pension and other fringe benefits; and
- severance arrangements.

Under the Dutch Civil Code, the Non-Executive Directors on behalf of the Company are entitled to recover variable payments, in full or in part, to the extent that payment thereof has been made on the basis of incorrect information about the realization of the underlying goals or about the circumstances from which the entitlement to the bonus arose. Furthermore, the Non-Executive Directors may adjust the outcome of variable remuneration to an appropriate level if payment of the variable remuneration is unacceptable according to the requirement of reasonableness and fairness. Any application of claw-back or discretion will be disclosed and explained in the Group’s annual remuneration report.

11.10.1.2 *Non-Executive Directors*

As per their appointment, each Non-Executive Director will be paid a gross annual fee of EUR 50,000.

Non-Executive Directors will also be eligible to receive a separate fee for their responsibilities assumed as member of a Board committee. Each Non-Executive Director who is a member of the Audit & Sustainability Committee will be paid an additional gross annual fee of EUR 20,000 (and EUR 30,000 for the chair of the committee) and each Non-Executive Director who is a member of the Corporate Governance, Nominations and Remuneration Committee will be paid an additional gross annual fee of EUR 15,000 (and EUR 25,000 for the chair of the committee).

Non-Executive Directors are eligible for reimbursement of expenses and costs reasonably incurred in connection with the performance of their duties and responsibilities. The Company will procure to have in place an appropriate liability insurance for the benefit of the Non-Executive Directors. The liability insurance will be obtained from a reputable insurance provider and will provide adequate coverage limits and scope of protection in line with industry standards.

11.10.2 Remuneration policy components for the remuneration of Executive Directors

This Section 11.10.2 describes the remunerations and benefits of the Executive Directors as from the Conversion in December 2024, before the Admission.

As of the date of this Prospectus, the Executive Directors are not entitled to any remuneration from the Company for the exercise of their functions as directors thereof, but receive remuneration from companies that have become Group Companies as a result of the Contribution, pursuant to ongoing corporate mandates or employment agreements that predate the initial announcement of the Vivendi Spin-Off in December 2023. For additional information, see Section 11.10.3.

Upon the Admission, each Executive Director will retain the remuneration amounts and arrangements that he was entitled to prior to the Conversion, pursuant to his corporate mandate or employment

agreement within the relevant Group Company, with the exception of the long-term variable remuneration described in Section 11.10.2.3, which shall be granted by the Company, all with due observance of the Company's remuneration policy.

Mr. Yannick Bolloré's fixed and variable remuneration and other benefits will continue to be paid by Havas S.A.S, but his remuneration and benefits package will be subject to an annual review by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, as further described below. Furthermore, the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, shall review and evaluate the achievements of the targets applicable to Mr. Yannick Bolloré to determine its Bonus (see Section 11.10.2.2) and its long-term variable remuneration (see Section 11.10.2.3).

Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà will maintain their respective employment contracts with Havas S.A.S. and Havas Media Group Spain, respectively, along with their respective fixed and variable remunerations and other benefits continuing to be paid by such Group Companies. The Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors will from time to time evaluate the appropriateness of these arrangements.

11.10.2.1 *Fixed remuneration (service fee)*

The remuneration of the Executive Directors includes a fixed compensation for their services. This may take the form of a services fee paid by the Company or a fixed remuneration paid by a Group Company, or a mix of the two.

For the Executive Directors, the Company's current policy with respect to fixed remuneration is for them to retain the fixed remuneration arrangements that they had immediately prior to the Conversion with subsidiaries of the Company. No fixed remuneration will be paid directly by the Company at present.

The fixed remuneration amounts, whether payable by the Company or a Group Company, will be evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, taking also into account factors such as the Company's size and development, the individual's development, experience, capability and marketability, the nature of the individual's roles and responsibilities, historic salary/fee levels of the individual, internal pay levels as well as general market developments. The Corporate Governance, Nominations and Remuneration Committee and Non-Executive Directors will also compare the fixed remuneration against service fee / base salary levels around the median level of a group of comparable companies that they from time to time identify. The Corporate Governance, Nominations and Remuneration Committee may make proposals for the Executive Directors' fixed compensation amount and structure for determination by the Non-Executive Directors.

11.10.2.2 *Annual variable remuneration – STI*

The Executive Directors may be eligible to receive an annual, performance related bonus in cash (the "**Bonus**"). The objective of the Bonus is to incentivize strong financial and personal performance in line with the Group's strategy and defined targets. The Bonus may be paid by the Company or by a Group Company, or a mix of the two.

Each year, the Non-Executive Directors set the applicable performance targets and conditions for the Bonus after approval of the budget for the next financial year. The performance related targets typically include financial as well as qualitative and quantitative non-financial objectives and are consistent with the Company's growth strategy as laid down in the Company's business plan as amended from time to time.

The Company's current policy for the Executive Directors is to continue to apply the bonus arrangements and conditions previously agreed for each of them prior to the Conversion. Under such

arrangements, the Bonus will be paid by Havas S.A.S. for Mr. Yannick Bolloré and Mr. Jean de Yturbe and by Havas Media Group Spain for Mr. Alfonso Rodés Vilà, with respect to their positions in these companies.

The Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, shall review and evaluate the achievements of the targets applicable to each Executive Director to determine the Bonus amount payable by the Company or the applicable Group Company.

Furthermore, the Bonus amount and conditions, whether payable by the Company or a Group Company, will be evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, taking also into account factors such as the Company's size and development, the individual's development, experience, capability and marketability, the nature of the individual's roles and responsibilities, historic salary/fee levels of the individual, internal pay levels as well as general market developments.

The Corporate Governance, Nominations and Remuneration Committee and Non-Executive Directors will also compare the Bonus amount and conditions around the median level of a group of comparable companies that they from time to time identify. The Compensation and Remuneration Committee may make proposals for the Executive Directors' compensation amount and structure for determination by the Non-Executive Directors.

The Non-Executive Directors may adjust the exact percentages and targets for the Bonus from time to time, starting as from the financial year ended December 31, 2025 prior to the commencement of the relevant performance period (subject to, with respect to Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà, the terms of their respective employment agreements). Further details about the targets for the Bonus will be included in the Company's annual remuneration report, including how these relate to the sustainable long-term value creation for the Company and its affiliated enterprise.

After the end of each financial year, the achievement of the performance objectives set for each Executive Director will be formally evaluated by the Non-Executive Directors. Pay-out of the Bonus by Havas S.A.S. for Mr. Yannick Bolloré and Mr. Jean de Yturbe and by Havas Media Group Spain for Mr. Alfonso Rodés Vilà shall be done in accordance with this evaluation.

(a) Yannick Bolloré

Under the current terms of the remuneration of Mr. Yannick Bolloré as Chairman and Chief Executive Officer of Havas S.A., Mr. Yannick Bolloré's Bonus may reach 100% of his fixed remuneration if certain quantitative and qualitative performance criteria are met. Quantitative criteria currently account for 60% of all performance criteria. The applicable quantitative and qualitative performance criteria have been determined by the board of directors of Havas S.A. on February 8, 2024 and might be subject, following the Admission, to adjustments or refinements determined by the Corporate Governance, Nominations and Remuneration Committee. A statement on the financial criteria will be included in the relevant remuneration report of the Company.

(b) Jean de Yturbe

In addition to his fixed remuneration, under his current employment terms, Mr. Jean de Yturbe is entitled to receive, for his position at Havas S.A., a percentage of the net revenue generated by newly-acquired clients.

He is also entitled to receive an annual Bonus. The specific targets and performance indicators applicable to Mr. Jean de Yturbe are set in his employment contract with Havas S.A. The Bonus amount that Mr. Jean de Yturbe is entitled to, as per his employment contract, will be reviewed by the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee.

(c) Alfonso Rodés Vilà

Pursuant to his employment contract with Havas Media Group Spain, under the current arrangement Mr. Alfonso Rodés Vilà is entitled to receive a Bonus subject to the achievement of annual targets, for his position at Havas Media Group Spain. The specific targets and performance indicators applicable to Mr. Alfonso Rodés Vilà are set in his employment contract with Havas Media Group Spain.

The Bonus amount that Mr. Alfonso Rodés Vilà is entitled to, as per his employment contract, will be reviewed by the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee.

11.10.2.3 *Long-term variable remuneration – LTI*

Aligning the interests of executives with those of shareholders is one of the key elements of the Company's remuneration policy, and share grants are the key instrument that the Board intends to use to achieve this goal. Following the Admission, the Company will provide long-term incentives to Executive Directors and employees of the Group by establishing equity-based long-term incentive plans, as described in Section 11.10.6, "*Equity incentive plans*".

11.10.2.4 *Pension and other fringe benefits*

The Executive Directors may be entitled to customary fringe benefits such as a company car. Other benefits (e.g., health insurance, reimbursement of reasonable expenses incurred, D&O liability insurance) will be provided in line with the existing Company agreements and practices, or as determined by the Non-Executive Directors. The Executive Directors will further be entitled to benefits that are mandatory under applicable laws.

Pursuant to the Company's current policy for the Executive Directors, Havas S.A.S. shall maintain the pension and fringe benefit arrangements and conditions for Mr. Yannick Bolloré and Mr. Jean de Yturbe, and Havas Media Group Spain shall maintain the pension and fringe benefit arrangements and conditions for Mr. Alfonso Rodés Vilà, in each case as previously agreed prior to the Conversion with respect to their respective positions in these Group Companies.

Mr. Yannick Bolloré's duties within Havas S.A.S. entitle him to an additional compensation in the form of a contribution to a French life insurance plan (known as an "Article 82 plan") for an indefinite period, starting in 2024. Under this Article 82 plan, Havas S.A.S. pays an annual contribution to a life insurance provider to the benefit of Mr. Yannick Bolloré. A gross capital sum corresponding to approximately 44% of his annual fixed compensation will also be paid each year to Mr. Yannick Bolloré or to the paying agent directly (via payroll), in order to take into account, even partially, the social security and tax charges that Mr. Yannick Bolloré would have to pay in respect of this annual "Article 82 plan" contribution. The Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, may from time to time evaluate the appropriateness of this arrangement and propose modifications.

11.10.2.5 *Severance arrangements*

The Non-Executive Directors will determine the appropriate severance payment, if any, for Executive Directors. In determining any such payment, the Non-Executive Directors shall observe applicable laws and corporate governance rules. The Non-Executive Directors may deviate from applicable corporate governance rules only in justified circumstances. Any severance payment must not exceed a sum equivalent to the annual fixed remuneration. This would also apply in a situation of severance due to a change in control; however, no severance payments should be agreed on for change-of-control events. No severance payment shall be made if the service agreement is terminated early at the initiative of the relevant Executive Director or if the Executive Director has been dismissed for cause (under the laws governing the applicable services agreement) or on grounds that were caused by seriously culpable or

(deliberate or grossly) negligent behavior. Mandatory payments under applicable statutory law should not be considered a severance pay.

Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà are entitled to receive severance payments and non-compete compensations under their employment contracts with Havas S.A. and Havas Media Group Spain that may, depending upon the circumstances, be in deviation of the above. See Section 11.17 “*Compliance with the DCGC*” for more information on this deviation of the best practice provision of the DCGC. Severance compensation is payable in case of termination of employment at the company’s discretion, except in case of gross or serious misconduct. The amounts payable under the severance and non-compete provisions are in line with the French Afep MEDEF Corporate Governance Code of Listed Companies, which recommends to cap such payments at two years of annual fixed and variable compensation in the aggregate.

11.10.3 Remuneration of the Executive Directors for the financial year ended December 31, 2023

During the financial year ended December 31, 2023, the following Executive Directors received remuneration and benefits from Havas S.A. or Group Companies:

- **Yannick Bolloré** – In his capacity as Chairman and Chief Executive Officer of Havas S.A., Mr. Yannick Bolloré received compensation, as well as benefits in kind, totaling a gross amount of EUR 3,125,128 (including annual fixed remuneration due to Mr. Yannick Bolloré for his position at Havas S.A. of EUR 1,500,000 per annum, a gross payment in kind valued at EUR 105,000 corresponding to EUR 7 for each of the 15,000 ordinary shares of Vivendi he acquired in 2023 pursuant to the satisfaction of certain performance criteria set under a 2020 free share plan, and a gross variable component of EUR 1,500,000 paid in 2023 with respect to the financial year ended December 31, 2022). In addition, on March 8, 2023, in his capacity as Chairman and Chief Executive Officer of Havas S.A., Mr. Yannick Bolloré was granted 65,000 ordinary shares of Vivendi (with a book value of EUR 8.60 per share), adjusted to 67,671 shares, subject to the satisfaction of certain performance criteria.⁸
- **Jean de Yturbe** – Mr. Jean de Yturbe received, in his capacity of Director of Development of Havas S.A., compensation, as well as benefits in kind, totaling a gross amount of EUR 868,542 (including annual fixed remuneration of EUR 300,000 under his employment contract with Havas S.A., and a gross variable component of EUR 550,000 paid in March 2023 with respect to the financial year ended December 31, 2022).
- **Alfonso Rodés Vilà** – Mr. Alfonso Rodés Vilà received, in his capacity of Chairman of Havas Media Network and Chairman of Havas Spain, compensation, as well as benefits in kind, totaling a gross amount of EUR 1,775,464 (including annual fixed remuneration of EUR 600,000 under his employment contract with Havas Media Group Spain, a gross payment in kind valued at EUR 35,000 corresponding to EUR 7 for each of the 5,000 ordinary shares of Vivendi he acquired in 2023 pursuant to the satisfaction of certain performance criteria set under a 2020 free share plan, and a gross variable component of EUR 600,000 with respect to the financial year ended December 31, 2022). In addition, on March 8, 2023, in his capacity as Chairman of Havas Media Network and Chairman of Havas Spain, Mr. Alfonso Rodés Vilà was granted 6,500 ordinary shares of Vivendi (with a book value of EUR 8.60 per share), adjusted to 6,678 shares, subject to the satisfaction of certain performance criteria.⁹

⁸ By decisions of the Management Board (*Directoire*) of Vivendi on November 14, 2023 and July 24, 2024, the number of ordinary shares of Vivendi granted to Mr. Yannick Bolloré on March 8, 2023 has been adjusted to 67,671 to take into account the impact of payments by Vivendi of (i) in 2023, an ordinary dividend of EUR 0.25 per share deducted from the available portion of the statutory reserves of Vivendi and (ii) in 2024, an ordinary dividend of EUR 0.25 per share deducted from the available portion of the statutory reserves and from the “other reserves” of Vivendi.

⁹ By decisions of the Management Board (*Directoire*) of Vivendi on November 14, 2023 and July 24, 2024, the number of ordinary shares of Vivendi granted to Mr. Alfonso Rodés Vilà on March 8, 2023 has been adjusted to 6,678 to take into account the impact of payments by Vivendi of (i) in 2023, an ordinary dividend of EUR 0.25 per share deducted from the

As of December 31, 2023, the total amount set aside by the Group to provide pension, retirement, or similar benefits for Mr. Jean de Yturbe was EUR 679,784, whereas no amounts were set aside by the Group to provide pension, retirement or similar benefits for Messrs. Yannick Bolloré and Alfonso Rodés Vilà.

11.10.4 Senior Management Remuneration in the financial year ended December 31, 2023

For the financial year ended December 31, 2023, members of the Senior Management Team were awarded remuneration and benefits for their services to Havas S.A. and its subsidiaries in the aggregate amount of EUR 4,886,748. For additional information regarding the remuneration and benefits awarded to Mr. Yannick Bolloré during that financial year, please refer to Section 11.10.3.

To provide for pensions, retirement, or similar benefits for members of the Senior Management Team, the Group had set aside or accrued the aggregate amount of EUR 432,069 as of December 31, 2023.

11.10.5 Awards in relation to the Distribution and the Admission

The Company or Group Companies have decided or may decide in the future to grant an exceptional cash performance award (the “**Exceptional Award**”) to reward certain of the Group’s Executive Directors, members of the Senior Management Team (including the Chairman & CEO) and other senior executives or employees in connection with the Distribution and the Admission. The Exceptional Award is in line with Vivendi’s compensation policy for the year ended December 31, 2024, announced in March 2024, which specified that exceptional grants would be considered for employees of the Vivendi Group involved in the feasibility study, and subsequent implementation, of the Vivendi Spin-Off. The Exceptional Award recognizes the role that executives and employees have played in preparing for and implementing the Distribution and the Admission, and the additional workload, time pressures, change and transformation that such employees have been subject to (and therefore may be granted in addition to any awards of restricted share units under the Equity Incentive Plan, which may be granted based on the separate criteria and purposes described in Section 11.10.6.1, “*The Havas Equity Incentive Plan*”). The total aggregate cash amount that may be paid under the Exceptional Award will not exceed EUR 7.5 million, and any individual cash performance award thereunder will be capped at up to 150% of the beneficiary’s gross annual fixed remuneration and determined based on such beneficiary’s personal role and involvement in the preparation and implementation of the Distribution and the Admission.

11.10.6 Equity incentive plans

11.10.6.1 *The Havas Equity Incentive Plan*

In the context of the Vivendi Spin-off, including the Conversion and the Admission, Vivendi has not made discretionary annual equity grants to the Company’s executives in 2024. Therefore, promptly following the Admission, the Company intends to establish equity-based long-term incentive plans (the “**Equity Incentive Plan**”) as part of its remuneration arrangements within the parameters of the Company’s remuneration policy.

The Equity Incentive Plan will consist of an omnibus incentive compensation plan, containing general terms and conditions that will be applicable to all grants of incentive awards by the Company, and additional documents adopted by the Board or, on behalf of the Board, by the Corporate Governance, Nominations and Remuneration Committee or their delegate, which supplement or supersede such omnibus incentive compensation plan. Pursuant to the Equity Incentive Plan, the Board or, on behalf of the Board, the Corporate Governance, Nominations and Remuneration Committee or their delegate will be able to grant share-based incentives, including performance share units, restricted share units, stock options, share appreciation rights, restricted shares, and other shared-based awards, to Executive Directors, or directors, managers, corporate officers or other employees of Group Companies. The

available portion of the statutory reserves of Vivendi and (ii) in 2024, an ordinary dividend of EUR 0.25 per share deducted from the available portion of the statutory reserves and from the “other reserves” of Vivendi.

administrator of the Equity Incentive Plan will have full authority and discretion to take any actions it deems necessary or advisable for the administration of the Equity Incentive Plan. Awards may be subject to the fulfilment of certain performance criteria as determined by the Board or the Corporate Governance, Nominations and Remuneration Committee.

The total number of Havas Ordinary Shares expected to be granted under the Equity Incentive Plan in any given financial year will not exceed two point five percent. (2.5%) of the issued share capital of the Company as at the end of the previous financial year. Such performance share units and restricted stock units may be satisfied with either newly-issued Havas Ordinary Shares or existing Havas Ordinary Shares, or a mix of both.

The vesting period of grants is expected to be of three years, but may be longer or shorter in the discretion of the Board of Directors or the Corporate Governance, Nominations and Remuneration Committee. For such grants, the applicable conditions will be evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors and changes may be made.

In respect of the financial year ending December 31, 2024, following the Admission, in December 2024, the Board expects to proceed with its initial grants under the Equity Incentive Plan, which will be unrelated to any cash award that may be granted pursuant to the Exceptional Award described in Section 11.10.5, “*Awards in relation to the Distribution and the Admission*”. These grants are expected to comprise:

- Performance share units, which would be conditioned upon the level of achievement of quantitative and qualitative targets set by the Board over a two-year vesting period and be granted to one or more Executive Directors and members of Senior Management Team, as well as directors, managers, corporate officers or other employees of Group Companies. Vesting will be conditional upon the continued employment of the participant by Havas or a Group Company, until the end of the vesting period (expected to be in the first half of 2027) and the achievement of performance conditions measured over such period. Performance conditions will be based on organic growth in net revenue, in income from operations margin, in net income, Group share and in net earnings per share.
- Restricted stock units, which would be granted to senior executives, including members of the Senior Management Team, and conditioned on the success of the Admission. A restricted period of at least two years will apply to the restricted stock units to further the underlying purpose of such grants, namely retention and continuing to align the interests of the beneficiaries with the Company’s interests, as it enters this new phase of its development as a listed company and continues to implement and executes on its strategy.
- Restricted stock units to all of the employees of the French Group Companies, subject to a minimum seniority condition. Executive Directors and members of the Senior Management Team who have an employment contract with a French Group Company shall be included in this grant. The Company believes that these grants will contribute to the alignment of the interests of the Group’s employees with those of its shareholders.

The total aggregate amount of the initial grants will not exceed EUR 37.5 million. Furthermore, the total number of Havas Ordinary Shares expected to be granted under the above initial grants will not exceed two point five percent. (2.5%) of the issued share capital of the Company as at Admission, of which up to zero point seventy five percent. (0.75%) may be granted to one or more Executive Directors and members of the Senior Management Team.

11.10.6.2 *Treatment of unvested Vivendi performance shares*

Vivendi has implemented several share-based compensation plans (share purchase plans, performance share plans and bonus share plans) based on the value of the Vivendi share price aiming to incentivize

and retain its executive management and key employees. These share-based compensation plans are settled either in equity instruments or in cash. The definitive allocation of stock options and performance shares is contingent upon the achievement of specific performance objectives set by Vivendi's Management Board (*Directoire*) and Supervisory Board (*Conseil de surveillance*). Moreover, all allocation plans are conditional upon active employment at the vesting date.

On the Effective Date, certain performance shares of Vivendi (or rights thereto) granted under Vivendi's performance share plans in 2020, 2022 and 2023 will not have been delivered to the relevant Vivendi Group beneficiaries. Consequently, for such beneficiaries, including employees of the Group, these performance share rights will not be eligible to receive Havas Ordinary Shares in the Distribution, any shares of Canal+ in the Canal+ Partial Demerger or any shares of Louis Hachette Group in the Louis Hachette Group Partial Demerger, resulting, following completion of the Vivendi Spin-Off, in a decrease of the value of their Vivendi performance share rights, unrelated to any decline in the Vivendi Group's performance. For further information on the Vivendi Spin-Off, see Section 3.2, "*The Vivendi Spin-Off*."

In order to compensate this decrease in value of these beneficiaries' rights, the Supervisory Board of Vivendi, on the recommendation of the Vivendi corporate governance, nomination and remuneration committee, and the Management Board of Vivendi, will consider in 2025 putting in place a mechanism to take into account the impact of the Vivendi Spin-Off on the value of these Vivendi performance share rights, in accordance with applicable laws and the regulations of the relevant plans, with the cost of implementing this mechanism being borne by the relevant parent company of the beneficiaries' employers.

With respect to beneficiaries holding positions within Havas or one of its subsidiaries, the Supervisory Board of Vivendi, at its meeting of July 25, 2024, on the recommendation of the Vivendi corporate governance, nomination and remuneration committee, and the Management Board of Vivendi, at its meeting of July 24, 2024, decided to maintain their 2022 and 2023 performance share rights in their vesting period, subject to (i) the completion of the Vivendi Spin-Off, and in particular the opinion of the relevant employee representative bodies, (ii) the level of achievement of the performance conditions of the relevant plans, and (iii) the condition of presence within Havas or one of its subsidiaries at the end of the vesting period.

11.11 Liability of Directors

Under Dutch law, Directors may be liable to the Company for damages in the event of improper or negligent performance of their duties. They may be jointly and severally liable for damages towards the Company for breach of the Articles of Association or of certain provisions of the DCC. In addition, they may be liable towards third parties for breach of certain provisions of the DCC. In certain circumstances, they may also incur additional specific civil, administrative and criminal liabilities.

11.12 Insurance

Directors and/or certain officers are insured under an insurance policy taken out by the Company against damages resulting from their conduct when acting in their capacities as Directors or officers with coverage and terms customary for a publicly listed company of the size of the Company.

11.13 Indemnification

The Articles of Association provide for an indemnification for the Directors. The Company shall, provided that the Director acted in good faith and in a manner the Director reasonably believed to be in, or not opposed to, the best interests of the Company or out of his mandate, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, indemnify each current or former Director in any anticipated or pending action, suit, proceeding or investigation for any claim against that Director that such Director may derive from exercising his respective duties as a Director for any and all:

- costs and expenses, including but not limited to substantiated attorneys' fees, reasonably incurred in relation to that Director's defenses in the relevant action, suit, proceeding or investigation or a settlement thereof;
- liabilities, losses, damages, fines, penalties and other claims and/or financial effects of judgements against that Director, excluding any reputational damages and (other) immaterial damages; and
- payments by that Director and/or any other financial effects resulting from a settlement of such action, suit, proceeding or investigation, excluding any reputational damages and (other) immaterial damages, subject to prior written approval of such settlement by the Company (such approval not to be unreasonably withheld).

Any indemnification by the Company shall be made only upon a determination by the Board that indemnification of the Director is proper under the circumstances because the Director had met the applicable standard of conduct as set out above.

Indemnified amounts may be paid by the Company in advance of the final disposition of the relevant anticipated or pending action, suit or proceeding against that Director, upon a resolution of the Board with respect to the specific case.

A current or former Director shall not be entitled to any indemnification, if and to the extent: (i) Dutch law would not permit such indemnification; (ii) a competent court, a judicial tribunal or, in case of an arbitration, an arbitrator or arbitral panel has established by final judgement that is not open to challenge or appeal, that the acts or omissions of the current or former Director can be considered intentional, fraudulent, grossly negligent, willfully reckless or seriously culpable, unless this would in the given circumstances be unacceptable according to the standards of reasonableness and fairness; (iii) the costs or the decrease in assets of the current or former Director are/is covered by an insurance and the insurer started payment of the costs or the decrease in assets; or (iv) the Company and/or a Group Company brought the procedure in question up before the relevant court, judicial tribunal or, in case of an arbitration, arbitrator or arbitral panel, in which event the Director shall immediately repay any amount paid to him (in advance, as the case may be) by the Company.

Subject to Dutch law and not in any case of willful misconduct or gross negligence (*opzet of grove nalatigheid*), and without prejudice to an indemnity to which the Director may otherwise be entitled, every person who is a current or former Director shall be indemnified against, among others, all costs and expenses (including reasonably incurred and substantiated attorneys' fees), financial effects of judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, provided the Director acted in good faith and in a manner the Director reasonably believed to be in or not opposed to the best interests of the Company or out of his/her/their mandate, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/their conduct was unlawful.

11.14 Pension Schemes

See Section 11.10.2.4 *Pension and other fringe benefits* for a description of the Executive Directors' pension arrangements.

11.15 Trade union relations and works council

Havas and its subsidiaries are subject to different legal and regulatory requirements regarding employee representation and the appointment of works councils in the countries in which they are located. Within the Group, dialog and social discussion are organized in line with the employment laws and regulations applicable in each country, and in accordance with adopted human resources policy guidelines, with the

aim to build responsible and trusting relationships to promote respectful and constructive social functioning.

The Group considers that the social dialogue, which is based on regular exchanges with employees' representatives, is of a high quality.

11.16 Employees

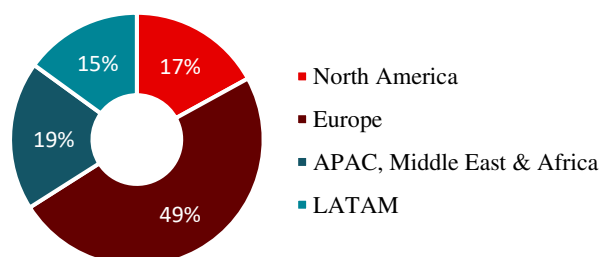
11.16.1 Number and breakdown of employees

As of June 30, 2024, the Group has approximately 23,227 employees (around 16.1% of whom are employed in France), an increase of nearly 0.8% from December 31, 2023 where 23,042 individuals were employed by the Group, 5.5% from December 31, 2022 where 22,018 individuals were employed by the Group and 16.5% from December 31, 2021, where 19,942 individuals were employed by the Group. For the year ended December 31, 2023, over 92.2% of the workforce was employed under permanent contracts (whether full-time or part-time employment) and the Group did not make any substantial use of temporary workers, with only 1,787 temporary workers (comprising individuals under work-study contracts (*alternance*), apprenticeship programs or professionalization agreements) employed by the Group as of December 31, 2023, a slight increase from December 31, 2022 (1,663 temporary workers) and as of December 31, 2021 (1,549 temporary workers). Third-party workers involved in the provision of the Group's services, such as independent contractors, freelance workers and employees provided by temporary employment agencies are not considered temporary workers by the Group.

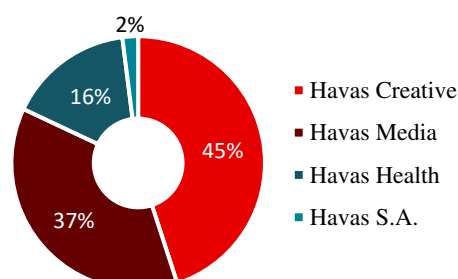
The Group's employee voluntary turnover rate, which records the rate of permanent employees having resigned or voluntarily terminated their employment agreements during the initial, trial period, over a given year, was 17.2% in the year ended December 31, 2023, a notable decrease in comparison to the years ended December 31, 2022 (24.6%) and December 31, 2021 (25.4%). In comparison, the Group's global employee turnover rate, which accounts for all types of hires and all types of departures (*e.g.*, resignations, negotiated departures, layoffs, retirement and other departures) of permanent employees over a given year, was 27.9% in the year ended December 31, 2023, a notable decrease in comparison to the years ended December 31, 2022 (34.9%) and December 31, 2021 (33.9%).

The following charts provide a breakdown of the Group's headcount by geographic segment, business line (and at Havas S.A. level) and function, as well as the gender ratio within the Group's workforce, for the year ended December 31, 2023:

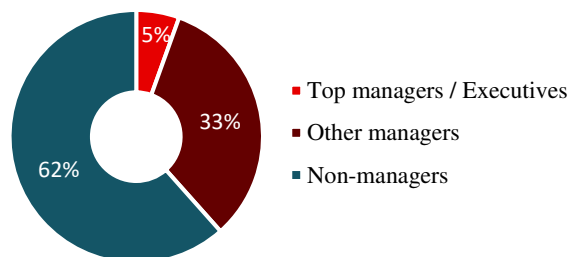
Employee split by geographic segment
Year ended December 31, 2023



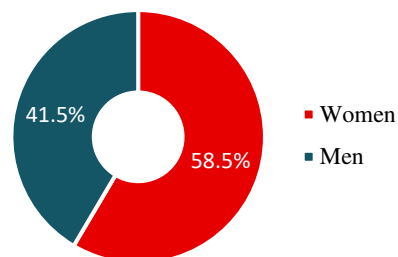
Employee split by business line
Year ended December 31, 2023



Employee split by function
Year ended December 31, 2023



Gender ratio within the Group's workforce
Year ended December 31, 2023



The table below shows the evolution, over the past three years, of the Group's headcount by geographic segment:

Geographic segment	Headcount as of December 31,		
	2023	2022	2021
Europe	11,233	10,693	9,808
North America	4,025	4,405	3,973
Asia-Pacific, Middle East and Africa	4,308	3,839	3,384
Latin America	3,476	3,081	2,777
Total	23,042	22,018	19,942

The table below shows the evolution, over the past three years, of the Group's headcount by business line and at Havas S.A. level:

Business line	Headcount as of December 31,		
	2023	2022	2021
Havas Creative	10,423	10,172	9,534
Havas Media	8,525	7,838	6,773
Havas Health	3,598	3,537	3,187
Havas S.A.	496	471	448
Total	23,042	22,018	19,942

The table below shows the evolution, over the past three years, of the Group's headcount by function:

Function	Headcount as of December 31,		
	2023	2022	2021
Top managers and executives	1,268	1,209	1,082
Managers	7,584	7,061	6,249
Non-managers	14,190	13,748	12,611
Total	23,042	22,018	19,942

The Group considers its employees to be its main assets and is focused on employees' health, well-being and on helping employees achieve a healthy work-life balance. The Group also strives to provide a work environment that is diverse, inclusive, respectful and free of discrimination and unlawful harassment, and provides equal opportunity to all of its employees.

An important target for the Group is gender diversity, with current representation of 58.5% of women in the Group's workforce and 54.9% of women in management positions (including 43% of the Group

CEOs, presidents or managing directors) as of December 31, 2023. Representation of women within the Group has remained steady over the past three years, with a slight increase in the overall proportion of women among the Group’s workforce (58.4% as of December 31, 2022 and 57.3% as of December 31, 2021).

The table below shows the evolution, over the past three years, of the Group’s representation of women among its workforce:

Representation of women	Headcount as of December 31,		
	2023	2022	2021
Number of women employed in the Group’s workforce.....	13,480	12,851	11,421
Proportion of women employed in the Group’s workforce (in %)...	58.5%	58.4%	57.3%

11.16.2 Shareholding and employee share ownership schemes

Following the Admission, it is expected that the Board will make a grant under the Equity Incentive Plan in December 2024, of restricted stock units to employees of the French Group Companies, as further described in Section 11.10.6.1.

11.17 Dutch Corporate Governance Code

The Dutch Corporate Governance Code (“**DCGC**”) applies to the Company as it has its registered office (*statutaire zetel*) in the Netherlands and the Havas Ordinary Shares will be listed on Euronext Amsterdam. The DCGC contains both principles and best practice provisions for management boards, supervisory boards, shareholders and general meetings, financial reporting, auditors, disclosure, compliance and enforcement standards. The DCGC is applied on a “comply-or-explain” basis. Accordingly, companies are required to disclose in their management report whether or not they are complying with the various best practice principles of the DCGC. If a company deviates from a best practice provision in the DCGC, the reason for such deviation must be sufficiently explained in its management report.

The Company acknowledges the importance of good corporate governance. The Company fully endorses the underlying principles of the DCGC and applies the DCGC as the guiding principles for its corporate governance policy. The Company complies with relevant best practice provisions of the DCGC, subject to the deviations from the DCGC noted below (or in the case of any future deviation, subject to explanation thereof at the relevant time):

- *Best practice provision 3.2.3, “Severance payments”*: Best practice provision 3.2.3 and the Company’s remuneration policy provide that the remuneration of Executive Directors should not exceed their annual fixed remuneration component, and that severance pay will not be awarded if the service agreement is terminated early at the initiative of the relevant Executive Director or if the Executive Director has been dismissed for cause (under the laws governing the applicable services agreement) or on grounds that were caused by seriously culpable or (deliberate or grossly) negligent behavior. In deviation from this best practice provision and the Company’s remuneration policy, the existing employment agreements of Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà with Havas S.A. and Havas Media Group Spain respectively, which were entered into prior to their appointment as Executive Directors and will remain in force after the Admission, entitle Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà to receive severance payments and non-compete compensations. The amounts payable are in line with the French Afep MEDEF Corporate Governance Code of Listed Companies, which recommends a cap of two years of annual fixed and variable compensation.
- *Best practice provision 4.3.3, “Cancelling the binding nature of a nomination or dismissal”*: Best practice provision 4.3.3 provides that the binding nature of a nomination for the appointment of a Director may be cancelled by the General Meeting by an absolute majority of

the votes cast, and that it may be provided that this majority should represent a given proportion of the issued share capital, not exceeding one-third. If this proportion of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favor of a resolution to cancel the binding nature of a nomination, or to dismiss a Director, a new meeting may be convened at which the resolution may be adopted by an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting. In deviation of this best practice provision, the Articles of Association prescribe that the General Meeting may at all times overrule such binding nomination for appointment of a Director by a majority of not less than two thirds (2/3) of the votes cast, representing more than half of the issued capital. The Company believes that this deviation is appropriate to safeguard the continuity of the Company and its Group companies.

- *Best practice provision 5.1.3, "Independence of the chairman of the board of directors"*: as at the Settlement Date, Mr. Arnaud de Puyfontaine will be the chair of the Board (*voorzitter*). He is not independent within the meaning of best practice provision 2.1.8 (iv), due to his role as Chairman of the Management Board (*Directoire*) of Vivendi, where Mr. Yannick Bolloré acts as Chairman of the Supervisory Board (*Conseil de surveillance*). The Company believes that his experience in the advertising, marketing and communications services industry benefits the Company and its shareholders, which outweighs any perceived disadvantage of non-independence. In addition, in accordance with the Articles of Association and the Board Regulations, where the chair of the Board is not independent, the Company has appointed a Lead Independent Director to ensure there is an independent counter-voice to the Chair.

12. DESCRIPTION OF SHARE CAPITAL

The following paragraphs summarize information concerning the Company's share capital and material provisions of the Articles of Association and of the terms and conditions that apply to the issuance, allocation, acquisition, holding, transfer and repurchase of Havas Special Voting Shares (as amended from time to time, the "SVS T&C") and applicable Dutch law.

This summary does not purport to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the Articles of Association, as they will be in effect ultimately on the Listing Date, the SVS T&C and the relevant provisions of Dutch law as in force on the date of this Prospectus. The Articles of Association as they will be in effect as at the Listing Date in the governing Dutch language, together with an unofficial English translation thereof, and the SVS T&C, are available on the Company's website (www.havas.com/company-information-ownership/). See also Section 11, "Management, Employees and Corporate Governance" for a summary of certain material provisions of the Board Regulations and Dutch law relating to the Board.

12.1 General

The Company was incorporated under the laws of France as a simplified joint-stock company (*société par actions simplifiée*) on January 6, 2021 under the legal and commercial name "Société d'Investissements et de Gestion 125 – SIG 125". On September 18, 2024, the Company converted into a private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) governed by the laws of the Netherlands, transferred its registered office to Amsterdam, the Netherlands, and was renamed "SIG 125 B.V.". The Company was subsequently renamed "Havas B.V." on October 7, 2024.

On October 28, 2024, Vivendi, as sole shareholder of the Company, approved the conversion of the Company into a public limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands, subject to the approval of the Distribution by the Vivendi General Meeting. The legal and commercial name of the Company will, upon the execution of the Deed of Conversion and Amendment prior to the Distribution, become "Havas N.V.". The registered office (*statutaire zetel*) of the Company is in Amsterdam, the Netherlands. The address of the Company is 29-30, quai de Dion Bouton, 92800 Puteaux, France. Since its incorporation the Company has had, and intends to continue to have, its place of effective management in France.

The Company's telephone number is +33 1 49 68 75 02 and its website is www.havas.com. The Company is registered in the Commercial Register of the Chamber of Commerce (*Handelsregister van de Kamer van Koophandel*) under number 95011439 and its legal entity identifier ("LEI") is 894500L53AVOFQK7T710.

12.2 Corporate purpose

Pursuant to Article 4 of the Articles of Association, the corporate objectives of the Company are:

- (a) advertising and communication in all their forms, on its own behalf or in partnership, by management, agency or brokerage, and by all current and future processes and means, and for all purposes;
- (b) all production, sales and distribution activities, particularly in fast-growing sectors or sectors with strong communication potential;
- (c) to incorporate, to participate in any way whatsoever in, to manage, to supervise businesses and companies;
- (d) to finance businesses and companies;

- (e) to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with aforementioned activities;
- (f) to render advice and services to Group Companies and to third parties;
- (g) to grant guarantees, to bind the Company and to pledge its assets for obligations of the Company, its Group Companies and/or third parties;
- (h) to acquire, alienate, manage and exploit registered property and items of property in general;
- (i) to trade in currencies, securities and items of property in general;
- (j) to develop and trade in patents, trademarks, licenses, know-how and other intellectual and industrial property rights;
- (k) to perform any and all activities of an industrial, financial or commercial nature;

and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

12.3 Share capital

12.3.1 Authorized and issued share capital of the Company

Prior to the execution of the Deed of Conversion and Amendment, the issued share capital of the Company amounts to EUR 198,362,298.80 and consists of 991,811,494 Havas Ordinary Shares with a nominal value of EUR 0.20 each. After the execution of the Deed of Conversion and Amendment, the authorized share capital of the Company will amount to EUR 800,000,000.60, divided into (i) 2,000,000,000 Havas Ordinary Shares with a nominal value of EUR 0.20 each, (ii) 2,000,000,000 Havas Special Voting Shares A with a nominal value of EUR 0.20 each, and (iii) one (1) Havas Special Voting Share B with a nominal value of EUR 0.60.

As at the date of this Prospectus, no Havas Ordinary Shares are held by the Company and all issued Havas Ordinary Shares are fully paid up and held by Vivendi. As at the date of this Prospectus, no Havas Special Voting Shares have been issued and, as the Settlement Date, no Havas Special Voting Shares will have been issued. Havas Ordinary Shares and Havas Special Voting Shares are subject to, and have been or will be created under, the laws of the Netherlands.

12.3.2 History of share capital

As at its incorporation, the issued share capital of the Company amounted to EUR 37,000 and consisted of 37,000 shares with a nominal value of EUR 1.00 each. Since its incorporation, the Company's share capital has been subject to the following mutations:

- pursuant to a notarial deed of amendment to the articles of association of the Company executed on October 7, 2024, the issued share capital of the Company, amounting to EUR 37,000 and consisting of 37,000 shares with a nominal value of EUR 1.00 each, was divided into 185,000 shares with a nominal value of EUR 0.20 each;
- on October 28, 2024, the Company issued 991,626,494 shares with a nominal value of EUR 0.20 each by means of a notarial deed of issuance, which issued shares were paid in by a non-cash contribution of the ordinary shares held by Vivendi in Havas S.A. to the Company. As a result of this issuance, the issued share capital of the Company amounts to EUR 198,362,298.80 and consists of 991,811,494 Havas Ordinary Shares.

12.4 Shareholders register

The Havas Ordinary Shares and Havas Special Voting Shares are in registered form (*op naam*). No share certificates (*aandeelbewijzen*) are or may be issued.

If requested, the Board will provide a shareholder, usufructuary or pledgee of such Havas Shares with a declaration of what is stated in the shareholders register concerning the Havas Shares registered in his name free of charge. If the Havas Shares are encumbered with a right of usufruct (*vruchtgebruik*) or a right of pledge (*pandrecht*), the declaration will state to whom such rights will fall to. The shareholders register is kept by the Board.

The Company's shareholders register records the names and addresses of the shareholders, the number of Havas Shares held, the date on which the Havas Shares were acquired, the date of acknowledgement and/or service upon the Company of the instrument of transfer, the amount paid on each Havas Share and the date of registration in the shareholders register. In addition, each transfer or passing of ownership is registered in the shareholders register. The shareholders register also includes the names and addresses of persons and legal entities with a right of pledge or a right of usufruct on those Havas Shares, the date on which they acquired such a right and the date of acknowledgement or service upon the Company of the instrument of transfer.

12.5 Issuance of Havas Shares

The Company can only issue Havas Shares pursuant to a resolution of the Board if the Board has been designated thereto by the General Meeting for a specific period not exceeding five (5) years and with due observance of applicable statutory provisions. Such designation by the General Meeting must state the number of Havas Shares that may be issued. The designation may be extended by specific consecutive periods not exceeding five (5) years with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation may not be withdrawn. If and insofar as the Board is not designated by the General Meeting, Havas Shares shall be issued pursuant to a resolution of the General Meeting. The General Meeting shall, in addition to the Board, remain authorized to issue Havas Shares if such is specifically stipulated in the resolution authorizing the Board to issue Havas Shares.

If the resolution of the General Meeting to issue Havas Shares or to designate the authority to issue Havas Shares to the Board is detrimental to the rights of holders of a specific class of Havas Shares, the validity of such resolution of the General Meeting requires prior or simultaneous approval by the group of holders of such class of Havas Shares, in accordance with Section 2:96(2) DCC.

The provisions set out in the two preceding paragraphs apply *mutatis mutandis* to the granting of rights to subscribe for Havas Shares, but shall not apply in respect of issuing Havas Shares to a person exercising a previously acquired right to subscribe for Havas Shares. The Company may not subscribe for its own Havas Shares on issue.

A resolution of the General Meeting on an authorization as referred to in the first paragraph of this Section 12.5, "*Issuance of Havas Shares*" can only be adopted at the proposal of the Board.

Pursuant to a resolution of the General Meeting to be adopted on or prior to the date of the Vivendi General Meeting and effective upon the Conversion, the Board is expected to be authorized, (i) for a period of five (5) years from the date of the Vivendi General Meeting, to issue Havas Ordinary Shares, or grant rights to subscribe for Havas Ordinary Shares, up to ten percent. (10%) of the issued share capital of the Company as at the date of the Vivendi General Meeting for general corporate purposes, and (ii) until the date of the annual General Meeting in 2027, to issue Havas Ordinary Shares, or grant rights to subscribe for Havas Ordinary Shares, up to eight percent. (8%) of the issued share capital of

the Company as at the date of the Vivendi General Meeting for issuances pursuant to the Equity Incentive Plan.

12.6 Pre-emptive rights

Upon an issue of Havas Ordinary Shares, each shareholder shall have a pre-emption right in proportion to the aggregate nominal value of his Havas Ordinary Shares. This pre-emptive right does not apply to: (i) Havas Ordinary Shares issued to employees of the Company or a Group Company; (ii) Havas Ordinary Shares that are issued against payment other than in cash; and (iii) Havas Ordinary Shares issued to a person exercising a previously granted right to subscribe for Havas Ordinary Shares. Holders of Havas Special Voting Shares shall have no pre-emptive right on any issuance of Havas Ordinary Shares and no shareholder shall have a pre-emptive right on any issuance of Havas Special Voting Shares.

The Company shall announce an issue with pre-emption rights and the period during which those rights can be exercised in the State Gazette (*Staatscourant*) and in a daily newspaper with national distribution, unless the announcement is sent in writing to all shareholders at the addresses submitted by them.

Pre-emption rights may be exercised for a period of at least two weeks after the date of announcement in the State Gazette or after the announcement was sent to the shareholders.

Pre-emption rights may be limited or excluded by a resolution of the Board if the Board has been designated therefor by the General Meeting for a specific period not exceeding five (5) years and with due observance of applicable statutory provisions, and the Board has also been designated to issue Havas Shares as referred to in the first paragraph of Section 12.5, "*Issuance of Havas Shares*". The designation may be extended by specific consecutive periods not exceeding five (5) years with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation of the Board may not be withdrawn.

A resolution of the General Meeting to limit or exclude pre-emptive rights and a resolution to designate the Board therefor, can only be adopted upon proposal of the Board and shall require a majority of at least two-thirds of the votes cast if less than half of the issued capital of the Company is represented at the General Meeting.

The preceding paragraphs of this Section 12.6 apply *mutatis mutandis* to the granting of rights to subscribe for Havas Shares, but do not apply in respect of issuing Havas Shares to a person exercising a previously acquired right to subscribe for Havas Shares.

Pursuant to a resolution of the General Meeting to be adopted on or prior to the date of the Vivendi General Meeting and effective upon the Conversion, the Board is expected to be authorized, (i) for a period of five (5) years from the date of the Vivendi General Meeting, to limit or exclude pre-emptive rights in connection with an issue of Havas Ordinary Shares or grant of rights to subscribe for Havas Ordinary Shares, up to ten percent. (10%) of the issued share capital of the Company as at the date of the Vivendi General Meeting for general corporate purposes, and (ii) until the date of the annual General Meeting in 2027, to limit or exclude pre-emptive rights in connection with an issue of Havas Ordinary Shares or grant of rights to subscribe for Havas Ordinary Shares, up to eight percent. (8%) of the issued share capital of the Company as at the date of the Vivendi General Meeting for issuances pursuant to the Equity Incentive Plan.

12.7 Acquisition by the Company of Havas Shares

The Company may only acquire fully paid up Havas Shares in its own share capital for no consideration or, subject to Dutch law and the Articles of Association, if: (i) its total equity less the acquisition price for the repurchased Havas Shares is not less than the sum of the paid and called up part of its share capital and any reserves to be maintained by Dutch law or the Articles of Association; (ii) the aggregate nominal value of the Havas Shares which the Company acquires, holds or holds as pledgee or which

are held by a subsidiary of the Company does not exceed 50% of the issued share capital; and (iii) the Board has been authorized by the General Meeting to repurchase Havas Shares for a specific period with due observance of applicable statutory provisions and the Articles of Association.

An authorization as referred to in the preceding paragraph remains valid for no longer than eighteen (18) months. When granting such authorization, the General Meeting shall determine the number of Havas Shares that may be acquired, how they may be acquired, and within which range the acquisition price must be.

An authorization shall not be required for the Company to acquire fully paid up Havas Ordinary Shares in order to transfer them to employees of the Company or of a Group Company under any applicable equity compensation plan, provided that those Havas Ordinary Shares are quoted on an official list of a stock exchange.

The acquisition by the Company of shares in its own share capital which have not been fully paid up shall be null and void.

The Board is authorized to dispose of the Company's own Havas Shares held by it.

Pursuant to a resolution of the General Meeting to be adopted on or prior to the date of the Vivendi General Meeting and effective upon the Conversion, the Board is expected to be authorized, subject to Dutch law and the Articles of Association, until the earlier of (i) the date of the annual General Meeting in 2026 or (ii) eighteen (18) months from the date of the Conversion, to resolve on the acquisition of Havas Ordinary Shares representing up to 10% of the Company's issued share capital at the time of the repurchase and against a price ranging from the nominal value of the Havas Ordinary Shares up to 110% of the market price for the Havas Ordinary Shares, whereby market price is understood to mean the average of the highest quoted price for each Havas Ordinary Shares during the five trading days prior to the date of acquisition as published in the Daily Official List (*Officiële Prijscourant*) of Euronext Amsterdam.

12.8 Transfer of Havas Shares

Subject to the following paragraphs and except as otherwise provided or allowed by Dutch law, the transfer of a registered Havas Share (for the avoidance of doubt, other than in book-entry form) shall require a deed to that effect and, unless the Company itself is a party to the relevant transaction, acknowledgment of the transfer by the Company. Service of notice of such deed to the Company or of a true copy or extract of such deed will be the equivalent of such acknowledgement. This applies equally to the creation of a right of pledge or a right of usufruct on a Havas Share, provided that a right of pledge may also be created without acknowledgement by, or service of notice upon, the Company, in which case Section 3:239 DCC applies and the acknowledgement by, or service of notice upon, the Company shall replace the announcement as referred to in Section 3:239(3) DCC.

A transfer of Havas Ordinary Shares is not subject to transfer restrictions under the Articles of Association. The Havas Ordinary Shares which are registered in the loyalty register of the Company (the "**Loyalty Register**") to participate in the Company's loyalty voting structure are subject to transfer restrictions described under Section 12.12.1, "*Loyalty voting structure*". A transfer of Havas Special Voting Shares shall require the prior approval of the Board and is furthermore subject to the procedure as set out in the Articles of Association.

12.9 Capital reduction

At the proposal of the Board, the General Meeting may resolve to reduce the Company's issued share capital by (i) reducing the nominal value of Havas Shares through an amendment of the Articles of Association, (ii) cancelling Havas Shares held by the Company itself or in respect of which the

Company holds depository receipts, or (iii) cancelling all Special Voting Shares without repayment of their nominal value.

In accordance with Section 2:99(5) DCC, a resolution to reduce the Company's issued share capital, shall require a prior or simultaneous approval from each class meeting of Havas Shares whose rights are prejudiced. However, if such a resolution relates to all Havas Special Voting Shares, such resolution shall always require the prior or simultaneous approval of the class meeting concerned. Upon the cancellation of all Special Voting Shares, the aggregate nominal value of the Special Voting Shares will be added to the special capital reserve of the Company (the "**Special Capital Reserve**"), as referred to under Section 12.12.1.3, "*Special Capital Reserve*".

A resolution of the General Meeting to reduce the Company's issued share capital shall require a majority of at least two thirds (2/3rds) of the votes cast if less than half of the issued share capital is represented at the General Meeting. The previous sentence applies *mutatis mutandis* to a resolution of a class meeting of Havas Shares as referred to in the preceding paragraph.

In addition, Dutch law contains detailed provisions regarding the reduction of share capital. A resolution to reduce the issued share capital shall not take effect as long as creditors have legal recourse against the resolution.

12.10 Dividends and other distributions

12.10.1 General

A distribution can only be made to the extent that the Company's equity exceeds the amount of the paid up and called up part of its issued share capital plus the reserves which must be maintained by law or the Articles of Association. In calculating the amount of any distribution on Havas Shares, Havas Shares held by the Company shall be disregarded, unless such Havas Shares are encumbered with a right of usufruct or right of pledge. The making of a distribution on Havas Ordinary Shares from the Company's profits is resolved on by the General Meeting, provided that the General Meeting may only resolve to make a distribution in kind or in the form of Havas Ordinary Shares at the proposal of the Board and the Board, or the General Meeting at the proposal of the Board, may resolve to make distributions from the share premium reserve and other distributable reserves maintained by the Company. The Board may determine which part of the profits shall be reserved, with due observance of the Company's policy on reserves and dividends. See Section 5, "*Dividend Policy*" for a more detailed description regarding dividends.

12.10.2 Annual profit distribution

A distribution of profits shall be made after the adoption of the Annual Accounts from which it appears that such distribution is permitted, and the information therein will determine if the distribution of profits is legally permitted for the respective financial year. See Section 5, "*Dividend Policy*" for more information on the Company's policy on annual profit distribution.

12.10.3 Right to reserve

Subject to the first sentence of Section 12.10.2, "*Annual profit distribution*" and pursuant to the Articles of Association, the profits shown in the Annual Accounts in respect of a financial year shall be appropriated as follows, and in the following order of priority: (i) the Board shall determine which part of the profits shall be added to the Company's reserves; (ii) the remaining profits shall first be applied to allocate and add to the Special Dividend Reserve an amount equal to one percent. (1.00%) of the aggregate nominal value of the issued and outstanding Havas Special Voting Shares minus any amount added to the Special Dividend Reserve in respect of any interim distributions made during the financial year to which the Annual Accounts from which the profits appear relate, provided that the calculation of the amount to be allocated and added to the Special Dividend Reserve shall occur on a time-proportionate basis, and if Special Voting Shares are issued during the financial year to which the

allocation and addition pertains, then the amount to be allocated and added to the Special Dividend Reserve in respect of these newly issued Special Voting Shares shall be calculated as from the date on which such Special Voting Shares were issued until the last day of the financial year concerned; and (iii) the remaining profits shall be at the disposal of the General Meeting for distribution on the Havas Ordinary Shares. If the General Meeting does not resolve to distribute these profits in whole or in part, such profits (or any profits remaining after distribution) shall also be reserved.

All reserves maintained by the Company shall be attached exclusively to the Havas Ordinary Shares, except for the Special Dividend Reserve and the Special Capital Reserve maintained for the holders of Havas Special Voting Shares pursuant to the Articles of Association. The Special Capital Reserve shall be applied exclusively for facilitating an issue, conversion or cancellation of Havas Special Voting Shares. For this purpose, the Board may allocate any part of the balance of the Company's share premium reserve to the Special Capital Reserve and *vice versa*.

The Board, or the General Meeting at the proposal of the Board, may resolve to make distributions from the share premium reserve or other distributable reserves maintained by the Company, with the understanding that no distributions shall be made from the Special Capital Reserve.

12.10.4 Interim distribution

Subject to Dutch law and the Articles of Association, the Board may resolve to make interim distributions, provided that (i) an interim statement of assets and liabilities drawn up in accordance with Section 2:105(4) DCC confirms that the Company's equity exceeds the sum of the paid up and called up part of its capital plus the reserves which must be maintained pursuant to Dutch law and the Articles of Association; (ii) an amount equal to one percent. (1.00%) of the aggregate nominal value of the issued and outstanding Havas Special Voting Shares, determined as at the dividend record date set by the Board for such interim distributions, is added to the Special Dividend Reserve before the interim distribution is made; and (iii) any (other) applicable statutory provisions pertaining to such interim distribution have been observed. The amount to be added to the Special Dividend Reserve in accordance with the foregoing sentence shall be reduced, but never below zero, by any amount added to the Special Dividend Reserve in respect of any interim distributions made during that same financial year.

12.10.5 Distribution in kind

The Board, or the General Meeting at the proposal of the Board, may resolve that a distribution on Havas Shares shall not be paid in whole or in part in cash but in kind or in the form of Havas Shares, or decide that shareholders shall be given the option to receive the distribution in cash or in kind and/or in the form of Havas Shares (and with due observance of the Articles of Association), and may determine the conditions under which such option can be given to the shareholders.

12.10.6 Profit ranking of the Havas Shares

All of the Havas Ordinary Shares issued and outstanding on the date of the Vivendi General Meeting will rank equal.

Holders of Havas Special Voting Shares will not receive any dividends in respect of the Havas Special Voting Shares. The Company shall maintain a separate dividend reserve for the Havas Special Voting Shares for the sole purpose of the allocation of the mandatory minimal profits that accrue to the Havas Special Voting Shares (as further described under Section 12.12.1, "*Loyalty voting structure*"). Subject to Article 36 of the Articles of Association, any distribution out of the Special Dividend Reserve or the partial or full release of such reserve will require a prior proposal from the Board and a subsequent resolution of the class meeting of holders of Havas Special Voting Shares.

In the event of insolvency, any claims of the holders of Havas Shares are subordinated to those of the creditors of the Company. This means that an investor could potentially lose all or part of its invested capital.

12.10.7 Payment

Payment of any future dividend on Havas Shares in cash will be made in euro or in another currency as determined by the Board. The date on which dividends and other distributions shall be made payable shall be announced in accordance with Dutch law and published on the Company's website. The persons entitled to a distribution shall be the relevant shareholders, holders of a usufruct on Havas Shares and holders of a right of pledge on Havas Shares, at a date to be determined by the Board for that purpose. This date shall not be earlier than the date on which the distribution was announced.

Any dividends on Havas Shares that are paid to shareholders through Euroclear France will be automatically credited to the relevant shareholders' accounts. Payment of dividends on the Havas Shares not held through Euroclear France will be made directly to the relevant shareholder using the information contained in the Company's shareholders' register and records. There are no restrictions in relation to the payment of dividends under Dutch law in respect of holders of Havas Shares who are non-residents of the Netherlands. However, see Section 14, "Taxation" for a discussion of certain aspects of taxation of dividends paid on the Havas Shares.

Payments of profit and other payments are announced in a notice by the Company and will be made on the date determined by the Board. Distributions which have not been claimed upon the expiry of five years and one day after the date when they became payable will be forfeited to the Company and will be carried to the reserves. No distribution shall be made to the Company in respect of Havas Shares held by it in its own share capital.

12.11 Exchange controls and other provisions relating to non-Dutch shareholders

Under the Dutch law, subject to the 1977 Sanction Act (*Sanctiewet 1977*) or otherwise by international sanctions, there are no exchange control restrictions on investments in, or payments on, Havas Shares (except as to cash amounts). There are no special restrictions in the Articles of Association or Dutch law that limit the right of shareholders who are not citizens or residents of the Netherlands to hold or vote on Havas Shares.

12.12 Loyalty voting structure, general meetings and voting rights

12.12.1 Loyalty voting structure

The Company will have a loyalty voting structure, in order to strengthen the stability of the Company by fostering the continuous involvement of a stable base of long-term shareholders. Prior to the Admission, the Company will have appointed an agent to keep and administer the Loyalty Register on the Company's behalf. Such agent shall be named in the SVS T&C.

The Havas Special Voting Shares will be governed by the provisions included in the Articles of Association and the SVS T&C, which are available on the Company's website (www.havas.com/company-information-ownership/). These documents will govern the issuance, allocation, acquisition, holding, transfer and repurchase of the Havas Special Voting Shares and certain aspects of the transfer and the registration of the Havas Ordinary Shares in the Loyalty Register.

The loyalty voting structure will provide the shareholders with the opportunity to participate in the loyalty voting structure by requesting the Company to register all or some of their Havas Ordinary Shares in the Loyalty Register. The registration of Havas Ordinary Shares in the Loyalty Register will block such shares from trading on Euronext Amsterdam.

If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of two (2) years in the name of the same shareholder, such shareholder will become eligible to receive Havas Special Voting Shares A. The relevant shareholder will receive one Havas Special Voting Share A per eligible Havas Ordinary Share. The loyalty voting structure is open to all shareholders (for

shares held in the Company's shareholders register or in book-entry form in the systems of Euroclear France).

If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of four (4) years in the name of the same shareholder, such shareholder may elect to convert each corresponding Havas Special Voting Share A into a Havas special voting share B.

The allocation of a Havas Special Voting Share B will be optional, as shareholders who wish to be allocated a Havas Special Voting Share B will have to send a request to that effect to the agent in charge of the Loyalty Register. No specific deadline would apply to the sending of such a request. If and as long as a shareholder does not elect to convert a Special Voting Share A, such holder shall remain entitled to hold the Special Voting Share A, subject to the relevant criteria.

Each Havas Special Voting Share A will entitle the relevant holders to one extra vote, in addition to the voting rights attached to each Havas Ordinary Share, thus allowing such holder to benefit from two votes in total. Each Havas Special Voting Share B will entitle the relevant holders to three extra votes, in addition to the voting rights attached to each Havas Ordinary Share, thus allowing such holder to benefit from four votes in total.

If, at any time, a number of Havas Ordinary Shares are deregistered from the Loyalty Register for whatever reason, the relevant shareholder will lose its entitlement to hold a corresponding number of Havas Special Voting Shares. Each holder of Havas Ordinary Shares registered in the Loyalty Register may at any time request the deregistration of all or part of those shares from the Loyalty Register, which will allow such shareholder to freely trade such shares. From the moment of such a request, the holder of the Havas Ordinary Shares registered in the Loyalty Register will be considered to have waived his or her rights to cast any votes associated with the Havas Special Voting Shares corresponding to the Havas Ordinary Shares to be deregistered from the Loyalty Register. Upon the deregistration from the Loyalty Register, the holder of the relevant number of Havas Ordinary Shares will cease to be entitled to receive Havas Special Voting Shares. Any deregistration request will automatically trigger a mandatory transfer requirement pursuant to which the relevant Havas Special Voting Shares will be acquired by the Company for no consideration (*om niet*) in accordance with the SVS T&C.

The Havas Ordinary Shares will be freely transferable (subject to the limitations described under Section 12.8, "*Transfer of Havas Shares*"). However, any transfer or disposal by, or change of control in respect of, a holder of Havas Ordinary Shares registered in the Loyalty Register not permitted by the SVS T&C will trigger the deregistration of such shares from the Loyalty Register and the mandatory transfer of all relevant Havas Special Voting Shares to the Company.

The Havas Special Voting Shares will not be admitted to listing and are transferable only in very limited circumstances set forth in the SVS T&C (including, among other things, transfers to certain affiliates or to relatives through succession, donation or other transfers, provided that the corresponding Havas Ordinary Shares registered in the Loyalty Register are also transferred to such party). In particular, no shareholder will be allowed to, directly or indirectly: (i) sell, dispose of, trade or transfer any Havas Special Voting Shares or otherwise grant any right or interest in any Havas Special Voting Share, other than as permitted, unless such is allowed pursuant to the SVS T&C; or (ii) establish or permit to establish any pledge, lien, fixed or floating charge or other encumbrance over any Havas Special Voting Share or any interest in any Havas Special Voting Share.

The purpose of the loyalty voting structure is to grant long-term shareholders extra voting rights by means of granting Havas Special Voting Shares, without entitling such shareholders to any economic rights, other than those pertaining to the corresponding Havas Ordinary Shares. However, under Dutch law, the Havas Special Voting Shares cannot be totally excluded from economic entitlements. As a result, pursuant to the Articles of Association, holders of Havas Special Voting Shares will be entitled to a minimum dividend, which is allocated to separate special voting shares dividend reserves. Any distribution out of a special voting shares dividend reserve or the partial or full release of any such

reserve will require a prior proposal from the Board and a resolution of the meeting of holders of the Havas Special Voting Shares, and will be made exclusively to the holders of the Havas Special Voting Shares in proportion to the aggregate nominal value of their Havas Special Voting Shares.

The SVS T&C may be terminated or amended pursuant to a resolution of the Board, provided that no termination or amendment of the SVS T&C shall become effective without the approval of both (i) the General Meeting, adopted with a majority of at least two-thirds of the votes cast if less than half of the issued capital is present or represented at the General Meeting, and (ii) the meeting of holders of Special Voting Shares, adopted with a simple majority of the votes cast, if such termination or amendment would adversely affect the interests of one or more Qualifying Shareholders (as defined in the SVS T&C). Any termination or amendment of the SVS T&C in accordance with the previous sentence will automatically apply to all shareholders relying on the terms of the SVS T&C, irrespective of whether they have voted in favor of the approval of such termination or amendment.

12.12.1.1 *Havas Special Voting Shares Foundation*

The SVS Foundation will have the right to subscribe for a number of Havas Special Voting Shares A up to the number of Havas Special Voting Shares A included in the Company's authorized share capital from time to time. The SVS Foundation will only be allowed to exercise the option right to facilitate the arrangement of Havas Special Voting Shares as set forth in the Articles of Association and the SVS T&C.

The option right will be granted to the SVS Foundation for an unlimited period and is intended to ensure that in the future, holders of eligible Havas Ordinary Shares will receive their Havas Special Voting Shares without requiring a resolution from the General Meeting. Under the structure of the SVS Foundation, once a shareholder will become entitled to receive Havas Special Voting Shares, the Company will issue such Havas Special Voting Shares to the SVS Foundation pursuant to the SVS Foundation's exercise of its option right and, thereafter, the SVS Foundation will transfer the Havas Special Voting Shares to such shareholder.

12.12.1.2 *SVS T&C*

The SVS T&C will apply to the issuance, allocation, acquisition, holding, transfer and repurchase of the Havas Special Voting Shares and certain aspects of the transfer and the registration of the Havas Ordinary Shares in the Loyalty Register.

12.12.1.3 *Special Capital Reserve*

The Company shall maintain a Special Dividend Reserve and a Special Capital Reserve which shall be attached exclusively to the Havas Special Voting Shares. The Special Capital Reserve shall be applied exclusively for facilitating an issue, conversion or cancellation of Havas Special Voting Shares as described in the Articles of Association. For this purpose, the Board may allocate any part of the balance of the Company's share premium reserve to the special capital reserve and *vice versa*. Without prejudice to the next sentence, no distributions shall be made from the Special Capital Reserve. The Board may resolve to charge amounts to be paid up on Havas Shares against the Company's reserves, irrespective of whether those shares are issued to existing shareholders, and amounts to be paid up on Havas Special Voting Shares may only be charged against the Special Capital Reserve.

12.12.1.4 *Cancellation of Havas Special Voting Shares*

Following a mandatory transfer to the Company of Havas Special Voting Shares after a deregistration of eligible Havas Ordinary Shares from the Loyalty Register, the Company will be allowed to continue to hold the Havas Special Voting Shares as treasury shares but will not be entitled to vote on any such treasury shares. Alternatively, the Company will be allowed to cancel the Havas Special Voting Shares held in treasury, as a result of which the nominal value of such shares will be added to the Special Capital Reserve. The General Meeting can resolve to cancel all issued Havas Special Voting Shares,

subject to approval of the class meeting of holders of the Havas Special Voting Shares and with due observance of the Articles of Association. Consequently, the loyalty voting feature will terminate, and the relevant Havas Ordinary Shares will be deregistered from the Loyalty Register. No shareholder, who will be required to transfer Havas Special Voting Shares to the Company pursuant to the terms and conditions of the SVS T&C will be entitled to any consideration for such Havas Special Voting Shares and each shareholder will expressly waive any rights in that respect as a condition to participation in the loyalty voting structure.

12.12.2 General Meetings

General Meetings can be held in Amsterdam, Rotterdam or Haarlemmermeer (including Schiphol Airport), the Netherlands, with due observance of, if so decided by the Board, the possibility for persons with meeting rights, in person or represented by a written proxy, to take part in, address and, to the extent applicable, to vote at the General Meeting by means of electronic communication, as further set out in the Articles of Association. The General Meeting may be conducted in Dutch, English or French as determined by the chairperson of the General Meeting.

Annually, at least one General Meeting shall be held. The annual General Meeting shall be held each year within six (6) months after the end of the Company's financial year. Other General Meetings shall be held as often as the Board, the Chairman & CEO, the chair of the Board or the Lead Independent Director deem necessary.

General Meetings are convened by the Board, the Chairman & CEO, the chair of the Board or the Lead Independent Director. One or more persons with meeting rights who collectively represent at least one tenth (1/10th) of the Company's issued share capital may request the Board in writing to convene a General Meeting, setting out in detail the matters to be discussed. If the Board has not taken the steps necessary to ensure that the General Meeting could be held within the relevant statutory period after the request, the requesting person(s) with meeting rights may, subject to applicable law, be authorized, at his/their request, by the court in preliminary relief proceedings to convene a General Meeting.

A General Meeting must be convened with due observance of the relevant statutory minimum convening requirements. All persons with meeting rights must be convened for the General Meeting in accordance with applicable law. The holders of registered shares may be convened for the General Meeting by means of convening letters sent to the addresses of those shareholders as set out in the Company's shareholders' register. The previous sentence does not prejudice the possibility of sending a convening notice by electronic means in accordance with Section 2:113(4) DCC. The notice must state the subjects to be dealt with, the time and place (where applicable) of the General Meeting, the record date, the manner in which persons entitled to attend the General Meeting may register and exercise their rights, the time by which registration for the General Meeting must have occurred, as well as the place where the General Meeting documents may be obtained, and such other information as may be required by Dutch law. The notice must be given by at least such number of days prior to the day of the General Meeting as required by Dutch law, which currently is 42 calendar days.

The agenda for the annual General Meeting must, among other things, include the adoption of the annual financial statements and the allocation of the profit, insofar as this is at the disposal of the General Meeting. At least every four years, the adoption of the Remuneration Policy is included in the agenda. In addition, the agenda must include such items as have been included therein by the Board or shareholders (with due observance of Dutch law as described below). The agenda shall also include such matter of which the discussion has been requested in writing by one or more persons with meetings rights who, individually or collectively, represent at least three percent. (3%) of the Company's issued share capital, subject to applicable law, be included in the convening notice or announced in the same manner, if the Company has received the substantiated request to a proposal for a resolution no later than on the sixtieth (60th) day prior to the General Meeting. Such written request must comply with the conditions stipulated by the Board as posted on the Company's website. No resolutions may be adopted on items other than those which have been included in the agenda.

The General Meeting shall be presided over by the chair of the Board or another member of the Board designated for that purpose by the Board. If the chair of the Board is not present at the General Meeting and no other member of the Board has been designated by the Board to preside over the General Meeting, the General Meeting itself shall appoint a chairperson.

The chairperson of the General Meeting decides on all matters relating to admission to the General Meeting, and may admit third parties to the General Meeting.

Each person with meeting rights has the right to attend, address and, if applicable, vote at the General Meetings, whether in person or represented by the holder of a written proxy. Shareholders may exercise these rights, if they are the holders of Havas Shares on the record date as required by Dutch law, which is currently the twenty-eighth (28th) day before the day of the General Meeting, and they or their proxy have notified the Company in writing of their identity and intention to exercise their meeting right and the right to vote at the General Meeting. This notice must be provided no later than on the date and in the manner mentioned in the notice convening the General Meeting. Persons with meeting rights that have not complied with this requirement may be refused entry to the General Meeting.

A class meeting of persons with meeting rights with respect to Havas Shares of a certain class shall be held whenever a resolution of that class meeting is required by Dutch law or under the Articles of Association and otherwise when the Board so decides. Without prejudice of the preceding sentence, for class meetings of Havas Ordinary Shares, the provisions concerning the convening of, drawing up of the agenda for, holding of and decision-making by the General Meeting, other than as set out in the Articles of Association, apply *mutatis mutandis*, provided that for the purpose of those provisions solely those who have voting rights and/or meetings rights in respect of Havas Ordinary Shares are considered to have voting rights and/or meeting rights. For class meetings of Havas Special Voting Shares the requirements as set out in the Articles of Association apply.

12.13 Voting rights and quorum

Each Havas Ordinary Share and each Havas Special Voting Share A confers the right on the holder to cast one (1) vote at the General Meeting. Each Havas Special Voting Share B confers the right on the holder to cast three (3) votes at the General Meeting. The voting rights of the holders of Havas Shares will rank *pari passu* with each other and with all other Havas Shares. The chairperson of the General Meeting shall determine the manner of voting and whether voting may take place by acclamation, subject to certain restrictions under the Articles of Association. Subject to certain exceptions provided by Dutch law or the Articles of Association, resolutions of the General Meeting are passed by a simple majority of votes cast, regardless of which part of the issued share capital such votes represent. Based on Dutch law and/or the Articles of Association a qualified majority is in any case required when it relates to a resolution of the General Meeting (i) to suspend or dismiss a Director other than at the proposal of the Board, (ii) to overrule a binding nomination for the appointment of a Non-Executive Director, (iii) to resolve upon a cross-border merger, (iv) to resolve upon a cross-border demerger, and (v) to resolve upon a conversion of the Company. Some matters require a qualified majority of at least two-thirds of the votes cast, if less than half of the issued capital of the Company is present or represented at the General Meeting. These matters relate to (i) the limitation or exclusion of pre-emptive rights and the designation of the Board thereto, (ii) a reduction of the Company's issued capital, (iii) a legal merger and (iv) a legal demerger. In addition, the resolution for the approval regarding the granting of a loan as described in Section 2:98c DCC shall require at least 95% of the votes cast if less than half of the issued capital is represented at the General Meeting. Where there is a tie in any vote of the General Meeting, the relevant resolution shall not have been passed. The determination made by the chairperson of the General Meeting with regard to the results of a vote at a General Meeting shall be decisive.

No vote can be cast at a General Meeting in respect of a Havas Share belonging to the Company or a Group Company or in respect of a Havas Share for which any of them holds the depositary receipt. The Company or a Group Company may not cast a vote in respect of a Havas Share on which it holds a right

of pledge or a right of usufruct. However, holders of a right of pledge or a right of usufruct on Havas Shares held by the Company or a Group Company are not excluded from voting, if the right of pledge or the right of usufruct was created before the Havas Share belonged to the Company or a Group Company.

When determining how many votes are cast by shareholders, how many shareholders are present or represented, or which part of the Company's issued capital is represented at the General Meeting, no account shall be taken of Havas Shares for which, pursuant to Dutch law or the Articles of Association, no vote can be cast.

The Board will keep a record of the resolutions passed at each General Meeting. The record shall be available at the offices of the Company for inspection by any person entitled to attend General Meetings and upon request a copy of or extract from the record will be provided to such person at no more than the cost price.

12.14 Amendment of the Articles of Association

The General Meeting may resolve to amend these Articles of Association at the proposal of the Board. If a proposal to amend the Articles of Association is to be submitted to the General Meeting, the notice of such General Meeting must state so and a copy of the proposal, including the verbatim text thereof, shall be deposited and kept available at the Company's office for inspection by, and must be made available free of charge to shareholders and other persons with meeting right, until the conclusion of the General Meeting. An amendment of the Articles of Association shall be laid down in a notarial deed.

12.15 Dissolution and liquidation

The General Meeting may resolve to dissolve the Company at the proposal of the Board. If the Company is dissolved pursuant to a resolution of the General Meeting, the Directors shall become liquidators of the dissolved Company's property, unless the General Meeting decides to appoint other persons as liquidators.

The liquidation shall take place in accordance with applicable law. During the liquidation period, to the extent possible, the Articles of Association shall continue to apply.

The balance remaining after payment of the debts of the dissolved Company shall be transferred *pro rata* in proportion to the number of Ordinary Shares held by each shareholder.

12.16 Annual and semi-annual financial statements

The financial year of the Company coincides with the calendar year. Annually within the statutory period (which is currently four months after the end of the financial year), the Board prepares the annual financial reporting. Following Admission, the Company must prepare its financial statements in accordance with the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, "DFSA") and Title 9 of Book 2 DCC. Furthermore, the Board must prepare a board report in accordance with Section 2:391 DCC. The annual financial reporting comprising the financial statements, the responsibility statement, the board report, and other information required under Dutch law must be made publicly available in the Netherlands within four months of the end of the relevant accounting period and must simultaneously be filed with the AFM and be kept publicly available for at least 10 years. When the financial statements have been adopted by the Company's annual General Meeting, they must be filed with the AFM within five days following adoption.

The financial statements must be accompanied by an independent auditors' report, a report by the Board and certain other information required under Dutch law and the DCGC. All Directors sign the financial statements and if one of them does not so sign the financial statements, the reason for this omission must be stated. The Board must make the financial statements, the report by the Board and other information required under Dutch law available for inspection by the shareholders and other persons

entitled to attend and address the General Meetings at the offices of the Company from the day of the notice convening the annual General Meeting. The financial statements must be adopted by the General Meeting.

Within three months after the end of the first six months of each financial year, the Board must prepare interim financial reporting, including interim financial statements and an interim board report, and make this publicly available and simultaneously file them with the AFM. The interim financial reporting must remain publicly available for at least 10 years. If the interim financial statements are audited or reviewed, the independent auditor's report or independent auditor's review report must be made publicly available together with the interim financial statements. If the interim financial statements are unaudited or unreviewed, the interim board report should state so.

12.16.1 Dutch Financial Reporting Supervision Act

On the basis of the Dutch Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*, "FRSA"), the AFM supervises the application of financial reporting standards by, among others, companies whose seat is in the Netherlands and whose securities are listed on a regulated Dutch or foreign stock exchange, such as the Company.

Pursuant to the FRSA, the AFM has an independent right to: (i) request an explanation from the Company regarding its application of the applicable financial reporting standards; and (ii) thereafter make informal arrangements with the Company that must be observed in the future, or make a notification to the Company that its financial reports do not meet the applicable financial reporting standards, which notification may be accompanied by a recommendation to the Company to issue a press release on the subject matter. If the Company does not comply or comply adequately with such a request or recommendation, the AFM may request that the enterprise chamber of the Court of appeal in Amsterdam (*Ondernemingskamer van het Gerechtshof te Amsterdam*, the "Enterprise Chamber") orders the Company to: (i) provide an explanation of the way it has applied the applicable financial reporting standards to its financial reports; or (ii) prepare its financial reports in accordance with the Enterprise Chamber's instructions.

12.17 Cooling-off period in response to shareholder activism or hostile take-over

The management board of a Dutch listed company, such as the Company, may invoke a statutory cooling-off period with a maximum of 250 calendar days (*wettelijke bedenktijd*). During such cooling-off period, the General Meeting would not be able to dismiss, suspend or appoint Directors or amend the provisions in the Articles of Association relating to such matters.

The legislation allows the Board to invoke a cooling-off period in case:

- one or more shareholders who (jointly or individually) have the right to include an item on the agenda of a General Meeting as referred to under Section 12.12.2, "General Meetings", propose an agenda item for the General Meeting to consider a proposal for the appointment, suspension or dismissal of one or more Directors or a proposal for the amendment of one or more provisions in the Articles of Association relating to such matters; or
- a public offer for the Havas Ordinary Shares is announced or made without the Company's support for such offer,

provided, in each case, that the Board considers such proposal or offer to be materially conflicting with the interests of the Company and its business.

The Board must use the cooling-off period to obtain all necessary information for a careful determination of the policy it wishes to pursue in the given situation. The Board must thereby, in any event, consult those shareholders that, solely or jointly, represent at least three percent. (3%) of the issued and outstanding share capital of the Company at the time the cooling-off period is invoked, as

well as the works council (if any). The position of these larger shareholders and the works council (if any) shall, but only with their approval, be published on the Company's website. The Board must report on the course of events and the policy that has been pursued since the cooling-off period was invoked and such report must be publicly disclosed by the Company no later than one week after the last day of the cooling-off period. Such report shall also be discussed during the first General Meeting after the expiry of the cooling-off period.

The cooling-off period has a maximum term of 250 calendar days, calculated from:

- the day after the latest date on which shareholders may request an item to be placed on the agenda of the next General Meeting (which is 60 calendar days before the day of the General Meeting);
- the day after the day on which the public offer is made; or
- the day the court in preliminary relief proceedings has granted authority to shareholders holding at least ten percent. (10%) of the Company's issued and outstanding share capital to convene a General Meeting.

The Board can voluntarily terminate the cooling-off period at any time.

In addition, one or more shareholders who (jointly or individually) have the right to include an item on the agenda of a General Meeting as referred to under Section 12.12.2, "*General Meetings*", may request the Enterprise Chamber to terminate the cooling-off period. The Enterprise Chamber must rule in favor of the request, if the shareholders can demonstrate that:

- the Board, in light of the circumstances at hand when the cooling-off period was invoked, could not reasonably have concluded that the relevant proposal or hostile offer constituted a material conflict with the interests of the Company and its business;
- the Board cannot reasonably believe that a continuation of the cooling-off period would contribute to careful policy-making; or
- other defensive measures, having the same purpose, nature and scope as the cooling-off period, have been activated during the cooling-off period and have not since been terminated or suspended within a reasonable period at the relevant shareholders' request.

12.18 Rules governing obligations of shareholders to make a public takeover bid

Pursuant to Section 5:70 DFSA, and in accordance with European Directive 2004/25/EC, as amended, any party, acting alone or in concert with others, that, directly or indirectly, acquires 30% or more of the voting rights at the general meeting of a Dutch listed company, such as the Company, will be obliged to launch a public takeover bid for all outstanding shares of such company. Under the DFSA, "persons with whom a party is acting in concert" has been defined as natural persons, legal persons or companies collaborating under a contract with the aim to acquire significant influence (*overwegende zeggenschap*) over a Dutch listed company or, if the target company is one of the collaborators, to frustrate the success of an announced public takeover bid for that company. The following categories of natural persons, legal persons or companies are deemed in any case to act in concert: (i) legal persons or companies which together form part of a group as referred to in Section 2:24b DCC; and (ii) natural persons, legal persons or companies and the undertakings controlled by these persons or companies.

Exceptions are made for, amongst others, shareholders who, whether alone or acting in concert with others, (i) have an interest of at least 30% of such Dutch listed company's voting rights before the shares are first admitted to trading on Euronext Amsterdam, and who still have such an interest after such first admittance to trading, it being specified that the obligation to launch a takeover bid would not apply to such shareholders if they were to increase their voting interests above 30% of such Dutch listed

company's voting rights; and (ii) reduce their holding to below 30% of the voting rights within 30 days of the acquisition of the controlling interest provided that (a) the reduction of their holding was not effected by a transfer of shares to an exempted party, and (b) during such period such shareholders or group of shareholders did not exercise their voting rights. Each of Bolloré SE and the Bolloré Concert will have an interest above 30% of the Company's voting rights before the Admission and will therefore be eligible to exemption (i) above.

In addition, it is prohibited to launch a public takeover bid for shares of a Dutch listed company, such as the Havas Ordinary Shares, unless an offer document has been approved by the AFM. A public takeover bid may only be launched by way of publication of an approved offer document unless a company makes an offer for its shares. The public takeover bid rules are intended to ensure that in the event of a public takeover bid, among others, sufficient information will be made available to the holders of the shares, the holders of the shares will be treated equally, that there will be no abuse of inside information and that there will be a proper and timely offer period.

12.19 Squeeze-out proceedings

Pursuant to Section 2:92a DCC, a shareholder who for his or her own account holds at least 95% of the issued share capital of a Dutch listed company, such as the Company, may institute proceedings against the company's minority shareholders jointly for the transfer of their shares to him or her. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. Once the order to transfer becomes final before the Enterprise Chamber, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to such person. Unless the addresses of all of them are known to the person acquiring the shares, such person is required to publish the same in a daily newspaper with nationwide circulation.

In addition, pursuant to Section 2:359c DCC, following a public offer, a holder of at least 95% of the issued share capital and voting rights of a Dutch listed company, such as the Company, has the right to require the minority shareholders to sell their shares to it. Conversely, pursuant to Section 2:359d DCC, each minority shareholder has the right to require the holder of at least 95% of the issued share capital and voting rights of the company to subscribe for or purchase its shares in such case. Any such request must be filed with the Enterprise Chamber within three months after the end of the acceptance period of the public offer. The Enterprise Chamber may grant the claim for the squeeze out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. In principle, the offer price is considered reasonable if at least 90% of the shares to which the offer related were acquired by the offeror.

12.20 Notification obligations

The Company and persons who hold an interest in or connection with the Havas Ordinary Shares may be subject to notification obligations. Such persons are advised to consult with their own legal advisors to determine whether the notification obligations apply to them.

12.20.1 Shareholders

Pursuant to the DFSA, any person who, directly or indirectly, acquires or disposes of an actual or potential capital interest and/or voting rights in the Company must immediately give written notice to the AFM of such acquisition or disposal if, as a result of such acquisition or disposal, the percentage of

capital interest and/or voting rights held by such person reaches, exceeds or falls below the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%.

A notification requirement also applies if a person's capital interest or voting rights reaches, exceeds or falls below the abovementioned thresholds as a result of a change in the Company's total outstanding share capital or voting rights. Such notification has to be made no later than the fourth trading day after the AFM has published the Company's notification of the change in its outstanding share capital. The Company is required to notify the AFM immediately of the changes to its total share capital or voting rights if its issued share capital or voting rights changes by 1% or more since the Company's previous notification. The Company must furthermore notify the AFM within eight days after each quarter, in the event its share capital or voting rights changed by less than 1% in that relevant quarter since the Company's previous notification.

In addition, every holder of 3% or more of the Company's share capital or voting rights whose interest changes in respect of the previous notification to the AFM by reaching or crossing one of the thresholds mentioned above as a consequence of the interest being differently composed due to having acquired shares or voting rights through the exercise of a right to acquire such shares or voting rights, must notify the AFM of the changes within four trading days after the date on which the holder knows or should have known that his or her interest reaches or crosses a relevant threshold.

Controlled entities (*gecontroleerde ondernemingen*) within the meaning of the DFSA do not themselves have notification obligations under the DFSA as their direct and indirect interests are attributed to their (ultimate) parent. Any person may qualify as a parent for purposes of the DFSA, including an individual. If a person who has a 3% or larger interest in the Company's share capital or voting rights ceases to be a controlled entity it must immediately notify the AFM and all notification obligations under the DFSA will become applicable to such former controlled entity.

For the purpose of calculating the percentage of capital interest or voting rights, the following interests must, inter alia, be taken into account: (i) shares and/or voting rights directly held (or acquired or disposed of) by any person; (ii) shares and/or voting rights held (or acquired or disposed of) by such person's controlled entities or by a third party for such person's account; (iii) voting rights held (or acquired or disposed of) by a third party with whom such person has concluded an oral or written voting agreement; (iv) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights in consideration for a payment; (v) shares which such person (directly or indirectly), or any controlled entity or third party referred to above, may acquire pursuant to any option or other right to acquire shares; (vi) shares which determine the value of certain cash settled financial instruments such as contracts for difference and total return swaps; (vii) shares that must be acquired upon exercise of a put option by a counterparty; and (viii) shares which are the subject of another contract creating an economic position similar to a direct or indirect holding in those shares.

Special attribution rules apply to shares and voting rights that are part of the property of a partnership or other community of property. A holder of a right of pledge or right of usufruct in respect of shares can also be subject to the reporting obligations, if such person has, or can acquire, the right to vote on the shares. The acquisition of (conditional) voting rights by a pledgee or beneficial owner may also trigger the reporting obligations as if the pledgee or beneficial owner were the legal holder of the shares.

For the same purpose, the following instruments qualify as "*shares*": (i) shares; (ii) depositary receipts for shares (or negotiable instruments similar to such receipts); (iii) negotiable instruments for acquiring the instruments under (i) or (ii) (such as convertible bonds); and (iv) options for acquiring the instruments under (i) or (ii).

Finally, when calculating the percentage of capital interest a person is also considered to be in possession of shares if (i) such person holds a financial instrument the value of which is (in part) determined by the value of the shares or any distributions associated therewith and which does not entitle such person to acquire any shares; (ii) such person may be obliged to subscribe for or purchase

shares on the basis of an option; or (iii) such person has concluded another contract whereby such person acquires an economic interest comparable to that of holding shares.

12.20.2 Short positions

The AFM keeps a public register of short selling notifications. Shareholders are advised to consult with their own legal advisors to determine whether any of the below short selling notification obligations apply to them.

12.20.2.1 *Net short position*

Pursuant to Regulation (EU) No 236/2012, each person holding a net short position attaining 0.1% of the issued share capital of the Company is required to notify such position to the AFM. Each subsequent increase of this position by 0.1% above 0.1% will also have to be reported. Each net short position equal to 0.5% of the issued share capital of the Company and any subsequent increase of that position by 0.1% will be made public via the AFM short selling register. To calculate whether a natural person or legal person has a net short position, their short positions and long positions must be set off. A short transaction in a share can only be contracted if a reasonable case can be made that the shares sold can actually be delivered, which requires confirmation of a third party that the shares have been located. The notification shall be made no later than 3:30 p.m. (CET) on the following trading day.

12.20.2.2 *Gross short position*

In addition, each person holding a gross short position in relation to the issued share capital of the Company that reaches, exceeds or falls below one of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%, must immediately give written notice to the AFM. If a person's gross short position reaches, exceeds or falls below one of the above-mentioned thresholds as a result of a change in the Company's issued share capital, such person is required to make a notification not later than on the fourth trading day after the AFM has published the Company's notification in the public register of the AFM.

12.20.3 The Company

Under the DFSA, the Company is required to notify the AFM promptly after settlement of the Company's issued and outstanding share capital and voting rights. Thereafter, the Company is required to notify the AFM promptly of any change of 1% or more in the Company's issued and outstanding share capital or voting rights since the previous notification. Other changes in the Company's issued and outstanding share capital or voting rights must be notified to the AFM within eight days after the end of the quarter in which such change occurred.

12.20.4 Management

Pursuant to the Market Abuse Regulation (further described in Section 12.22, "*Market Abuse Regulation*"), persons discharging managerial responsibilities (each a "**PD MR**") must notify the AFM and the Company of any transactions conducted for his or her own account relating to Havas Shares or any debt instruments of the Company or to derivatives or other financial instruments linked thereto. PD MRs within the meaning of the Market Abuse Regulation include: (i) Directors; or (ii) members of the senior management who have regular access to inside information relating directly or indirectly to the Company and who have the authority to take managerial decisions affecting the future developments and business prospects of the Company.

In addition, pursuant to the Market Abuse Regulation and the regulations promulgated thereunder, certain persons who are closely associated with PD MRs, are also required to notify the AFM and the Company of any transactions conducted for their own account relating to Havas Shares or any debt instruments of the Company or to derivatives or other financial instruments linked thereto. The Market Abuse Regulation and the regulations promulgated thereunder cover, *inter alia*, the following categories

of persons: (i) the spouse or any partner considered by national law as equivalent to the spouse; (ii) dependent children; (iii) other relatives who have shared the same household for at least one year at the relevant transaction date; and (iv) any legal person, trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to under (i), (ii) or (iii) above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interest of which are substantially equivalent to those of such a person.

The notification obligations under the Market Abuse Regulation apply when the total amount of the transactions conducted by a PDMR or a person closely associated to a PDMR reaches or exceeds the threshold of EUR 5,000 (prior to the entry into force of the Listing Act), or EUR 20,000 (after the entry into force of the Listing Act) within a calendar year (calculated without netting). When calculating whether the threshold is reached or exceeded, PDMRs must add any transactions conducted by persons closely associated with them to their own transactions and *vice versa*. The first transaction reaching or exceeding the threshold must be notified as set forth above. The notifications pursuant to the Market Abuse Regulation described above must be made to the AFM and the Company no later than the third business day following the relevant transaction date.

The Company is required to draw up a list of all PDMRs and persons closely associated with them and notify PDMRs of their obligations in writing. PDMRs are required to notify the persons closely associated with them of their obligations in writing.

As part of a European legislative package known as the “**Listing Act**” adopted by the Council of the EU on October 8, 2024, to make public capital markets in the European Union more attractive for companies and to facilitate access to capital for small and medium-sized enterprises, the above threshold of EUR 5,000 shall increase to EUR 20,000 per calendar year (without netting), and national competent authorities shall have the option to further increase the threshold to EUR 50,000 or decrease it to EUR 10,000, where justified considering national market conditions. This change will apply from the entry into force of the Listing Act, on the twentieth day following the day of its publication in the Official Journal of the European Union.

12.20.5 Non-compliance

Non-compliance with the disclosure obligations set out in the paragraphs above is an economic offense (*economisch delict*) and may lead to the imposition of criminal prosecution, administrative fines, imprisonment or other sanctions. The AFM may impose administrative penalties or a cease-and-desist order under penalty for non-compliance. If criminal charges are pressed, the AFM is no longer allowed to impose administrative penalties and, *vice versa*, the criminal prosecution is no longer allowed if administrative penalties have been imposed.

In addition, a civil court can impose measures against any person who fails to notify or incorrectly notifies the AFM of matters required to be correctly notified. A claim requiring that such measures be imposed must be instituted by the Company and/or one or more shareholders who alone or together with others represent(s) at least 3% of the issued share capital or are able to exercise at least 3% of the voting rights. The measures that the civil court may impose include:

- (a) an order requiring the person violating the disclosure obligations to make appropriate disclosure;
- (b) suspension of voting rights in respect of such person’s Havas Ordinary Shares for a period of up to three years as determined by the court;
- (c) voiding a resolution adopted by a General Meeting, if the court determines that the resolution would not have been adopted if the voting rights of the person who is obliged to notify had not been exercised, or suspension of a resolution until the court makes a decision about such voiding; and

- (d) an order to the person violating the disclosure obligations to refrain, during a period of up to five years as determined by the court, from acquiring Havas Ordinary Shares and/or voting rights in Havas Ordinary Shares.

12.20.6 Public registry

The AFM does not issue separate public announcements of the notifications. It does, however, keep a public register of and publishes all notifications made pursuant to the DFSA and the Market Abuse Regulation at its website (www.afm.nl). Third parties can request to be notified automatically by email of changes to the public register in relation to a particular company's shares or a particular notifying party.

12.20.7 Identity of shareholders and distribution of information

The Company may, in accordance with Chapter 3A of the Dutch Giro Securities Transfer Act (*Wet giraal effectenverkeer*), request *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* (Euroclear Nederland), admitted institutions, intermediaries, institutions abroad, and managers of investment institutions, to provide certain information on the identity of its shareholders. Such request may only be made during a period of 60 days up to the day on which the General Meeting will be held. No information will be given on shareholders with an interest of less than 0.5% of the issued share capital. A shareholder who, individually or together with other shareholders, holds an interest of at least 10% of the issued share capital may request the Company to establish the identity of its shareholders. This request may only be made during a period of 60 days until (and not including) the 42nd day before the day on which the General Meeting will be held.

If a request as referred to in the previous paragraph has been made by either the Company or a shareholder in accordance with the previous paragraph, shareholders who, individually or with other shareholders, hold Havas Shares that represent at least 1% of the issued and outstanding share capital or a market value of at least EUR 250,000, may request the Company to disseminate information that is prepared by them in connection with an agenda item for a General Meeting. The Company can only refuse disseminating such information, if received less than seven business days prior to the General Meeting, if the information gives or could give an incorrect or misleading signal or if, in light of the nature of the information, the Company cannot reasonably be required to disseminate it.

12.21 Related party transactions

Directive (EU) 2017/828 of May 17, 2017 (the “**Shareholder Rights Directive II**”) establishes requirements in relation to the exercise of certain shareholder rights attached to voting shares in relation to general meetings of companies which have their registered office or corporate seat in a EU Member State and the shares of which are admitted to trading on a regulated market situated or operating within a EU Member State.

Section 2:167 through 2:170 DCC, which implement the provisions of the Shareholder Rights Directive II in respect of related party transactions in the Netherlands, provide that material transactions with related parties entered into outside the ordinary course of business or on other than normal market terms, must be approved by the Board, and be publicly announced at the time that the transaction is entered into. Directors that are involved in a related party transaction cannot participate in the decision-making regarding such transaction. As long as not all of the Directors are excluded on the basis that they are involved in the relevant transaction, no approval from the General Meeting is required. In this context, a related party is interpreted in accordance with IFRS (IAS 24 (*Related Party Disclosures*)) and includes a party that has control or significant influence over the company or is a member of the company's key management personnel. A transaction is considered material if information about the transaction would constitute inside information within the meaning of the Market Abuse Regulation (see Section 12.22, “*Market Abuse Regulation*”) and is concluded between the company and a related party (which for this purpose in any event includes one or more shareholders representing at least 10% of the issued share capital or a Director of the Company). Certain transactions are not subject to the

approval and disclosure provisions of Section 2:167 through 2:170 DCC, such as transactions concluded between a company and its subsidiary. A company's board of directors is required to establish an internal procedure to periodically assess whether transactions are concluded in the ordinary course of business and on normal market terms.

Prior to Admission, the Board shall adopt a related party transactions policy, for the purpose of providing adequate protection for the interests of the Company and its stakeholders when dealing with related party transactions. The related party transactions policy provides procedures for the notification of potential related party transactions. Potential related party transactions shall be subject to review by the Board. The related party transactions policy stipulates when a transaction qualifies as a related party transaction. No such related party transactions shall be undertaken without the approval of the Non-Executive Directors, including a vote in favor of such approval by at least two Non-Executive Directors who are independent within the meaning of the DCGC. A Director shall not participate in the deliberations and decision-making regarding the approval of a related party transaction if he, in relation to the potential related party transaction, (i) is a related party, or (ii) performs a function at a related party or its business. The Company's related party transactions policy will be available on the Company's website (www.havas.com).

12.22 Market Abuse Regulation

The regulatory framework on market abuse is laid down in Regulation (EU) No. 596/2014 of April 16, 2014, on market abuse (as amended, the "**Market Abuse Regulation**") and in Directive 2014/57/EU of April 16, 2014 on criminal sanctions for market abuse, as implemented in Dutch law. The Market Abuse Regulation is directly applicable in the Netherlands in respect of companies listed on Euronext Amsterdam.

12.22.1 Public disclosure of inside information

Inside information is any information of a precise nature relating (directly or indirectly) to the Company, or to the Havas Ordinary Shares or to other financial instruments, which information has not been made public and which, if it were made public, would be likely to have an effect on the price of the Havas Ordinary Shares or the other financial instruments or on the price of related derivative financial instruments (*i.e.*, information a reasonable investor would be likely to use as part of the basis of his or her investment decision). Under the current legislation, an intermediate step in a protracted process can also be deemed to be inside information. However, 18 months from the date of entry into force of the Listing Act, the disclosure obligations regarding steps in a protracted process will be removed, and the Company will only have to disclose the information related to the particular circumstances or the particular event that the protracted process intends to bring about or results in (*i.e.*, the final event).

The Company will be under an obligation to make any inside information public as soon as possible and in a manner that enables fast access and complete, correct and timely assessment of the information. However, the Company may defer the publication of inside information if it can guarantee the confidentiality of the information. Such deferral is only possible if the publication of the inside information is likely to damage the Company's legitimate interests, if the Company is able to ensure confidentiality, and if the deferral does not risk misleading the market. After 18 months from the date of entry into force of the Listing Act, the last condition for deferral will be replaced by the condition that the information that is intended to be delayed is not in contrast with the latest public announcement or other type of communication by the Company on the same matter. If the Company makes use of this deferral right, it needs to inform the AFM thereof as soon as that information is made public. Upon request of the AFM, a written explanation needs to be provided setting out why a deferral was considered permitted. The Company is required to post and maintain on its website all inside information for a period of at least five years.

12.22.2 Insider dealing and market manipulation prohibitions

Pursuant to the Market Abuse Regulation, no natural or legal person is permitted to: (i) engage or attempt to engage in insider dealing in financial instruments listed on a regulated market or for which a listing has been requested, such as the Havas Ordinary Shares; (ii) recommend that another person engages in insider dealing or induce another person to engage in insider dealing; or (iii) unlawfully disclose inside information relating to the shares or the Company. In addition, no person may engage in or attempt to engage in market manipulation.

The Market Abuse Regulation further provides that a PDMR is not permitted to (directly or indirectly) conduct any transactions on its own account or for the account of a third party, relating to Havas Ordinary Shares or debt instruments of the Company or other financial instruments linked thereto, during a closed period of 30 calendar days before the announcement of a half-yearly report or an annual report of the Company. There are exceptions to this prohibition which will be expanded with the entry into force of the Listing Act.

The Company and any person acting on its behalf or on its account is obligated to draw up an insider list, to promptly update the insider list and provide the insider list to the AFM upon its request. The Company and any person acting on its behalf or on its account is obligated to take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

12.22.3 Non-compliance with the market abuse rules

In accordance with the Market Abuse Regulation, the AFM has the power to take appropriate administrative sanctions, such as fines, and/or other administrative measures in relation to possible non-compliance with the market abuse rules. Non-compliance with the market abuse rules set out above could also constitute an economic offense (*economisch delict*) and/or a crime (*misdrijf*).

The public prosecutor could press criminal charges resulting in fines or imprisonment. If criminal charges are pressed, the public prosecutor is no longer allowed to impose administrative penalties and *vice versa*.

The AFM shall in principle also publish any decision imposing an administrative sanction or measure in relation to an infringement of the Market Abuse Regulation.

12.23 Insider trading policy

The Company will adopt, with effect from the Admission, an insider trading policy in relation to the Havas Ordinary Shares which will be based on the requirements of the Market Abuse Regulation. This policy will apply to the Company, all persons working, under a contract of employment or otherwise, for the Group, including independent contractors, Directors and other PDMRs.

12.24 Transparency Directive

12.24.1 Obligations under the Transparency Directive

The Netherlands is the Company's home Member State for the purposes of Directive 2004/109/EC of December 15, 2004 on the harmonization of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market (as amended), as a consequence of which the Company will be subject to the DFSA in respect of certain on-going transparency and disclosure obligations.

12.24.2 Sustainability reporting

The Company will become subject to sustainability related reporting requirements in the near future. Directive (EU) 2022/2464 of December 14, 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the “**CSRD**”), entered into force on January 5, 2023, and will be phased in depending on undertakings meeting certain requirements set out in the CSRD as from financial years commencing on or after January 1, 2024.

The CSRD modernizes and strengthens the rules about the social and environmental information that companies have to report. The CSRD aims to ensure that investors and other stakeholders have access to the information they need to assess investment risks arising from climate change and other sustainability topics. The CSRD will require the Company to include in a dedicated section of the board report of the annual report of the Company a sustainability statement drawn up in accordance with the requirements set out in or promulgated under the CSRD. Such sustainability statement should (at least) include the information as required to be included pursuant to the ESRS. The sustainability statement should contain the information necessary to understand the Company’s impacts on sustainability matters as well as how sustainability matters affect its own development, performance and position. This reflects the “double materiality” principle included in the CSRD. The information required to be provided under the CSRD must include information on the Company’s own operations as well as its value chain. The Company will not be in scope of the CSRD in respect of the financial year ending December 31, 2024, namely because the Company does not qualify as a large company for purposes of the CSRD since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates. As a result, such sustainability statement will be included in the Dutch annual report of the Company starting from financial year 2025 expected to be filed in the first half of 2026, and reviewed by the auditors based on a limited assurance engagement as per the mandatory requirement.

See Section 7.10.5, “*Anti-bribery, anti-corruption and transparency*” for additional developments on transparency requirements applicable to the Company.

13. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

13.1 Major shareholders

The information below describes the beneficial ownership of Vivendi Shares immediately prior to the Distribution and the expected beneficial ownership of Havas Ordinary Shares immediately after completion of the Distribution, in each case, by each person or entity that the Company knows beneficially owns 3% or more of the outstanding Vivendi Shares or expects to, immediately following the spin-off will (based on the assumptions described below), beneficially own 3% or more of Havas Ordinary Shares and/or voting rights:

<u>Vivendi Shareholders</u>	<u>Number of Vivendi Shares</u>	<u>% of share capital⁽¹⁾</u>	<u>% of theoretical voting rights⁽²⁾</u>	<u>% of exercisable voting rights⁽³⁾</u>
Bolloré Group ⁽⁴⁾	307,964,110	29.90%	29.83%	30.94%
Employees of Vivendi	26,195,244	2.55%	3.66%	3.80%
Vivendi ⁽⁵⁾	38,106,631	3.70%	3.59%	0.00%
Public	657,652,140	63.85%	62.92%	65.27%
Total	1,029,918,125	100%	100%	100%

(1) The calculation of the percentage of ownership of Vivendi Shares is based on 1,029,918,125 Vivendi Shares outstanding as of October 15, 2024.

(2) The calculation of the percentage of theoretical voting rights of Vivendi is based on 1,061,295,318 theoretical voting rights as of October 15, 2024. Theoretical votes represent the exercisable voting rights and the non-exercisable votes, e.g., voting rights attached to treasury shares.

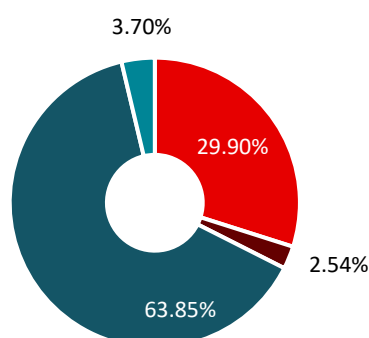
(3) The calculation of the percentage of exercisable voting rights of Vivendi Shares is based on 1,023,188,687 exercisable voting rights in Vivendi as of October 15, 2024.

(4) Including, pursuant to Article L. 233-10 of the French Code de commerce, (i) 301,869,191 Vivendi Shares held by Bolloré SE; (ii) 5,995,559 Vivendi Shares held by Compagnie de l'Odé SE; (iii) 48,000 Vivendi Shares held by Mr. Vincent Bolloré; (iv) the underlying 22,360 Vivendi Shares corresponding to the equity interests subscribed by Mr. Vincent Bolloré in Vivendi's employee funds (FCPE); (v) 24,000 Vivendi Shares held by Mr. Cyrille Bolloré; and (vi) 5,000 Vivendi Shares held by Mr. Sébastien Bolloré. Bolloré SE is controlled by Compagnie de l'Odé SE, itself controlled by Sofibol SCA, which is controlled at the highest level by Bolloré Participations SE. Bolloré Participations SE is controlled by Mr. Vincent Bolloré, who holds, directly and indirectly 93.05% of the share capital and 71.55% of the theoretical voting rights of Compagnie de l'Odé SE.

(5) Vivendi Shares held directly by Vivendi in treasury. Voting rights of treasury shares are suspended in accordance with Article L. 225-210 of the French *Code de commerce*.

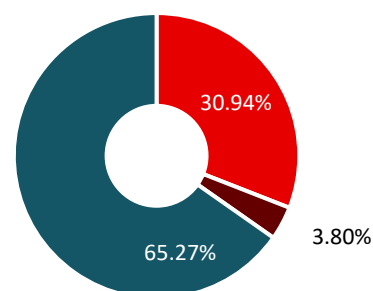
Vivendi Shareholders

% of share capital immediately as of October 15, 2024



Vivendi Shareholders

% of exercisable voting rights as of October 15, 2024



■ Bolloré Group ■ Employees of Vivendi ■ Public
■ Public ■ Vivendi

Upon completion of the Distribution, Bolloré SE will be the reference shareholder of the Company. Based on Vivendi's shareholding structure as presented in the above table and in accordance with the Allocation Ratio, the table below sets forth the shareholders of the Company which, to the Company's

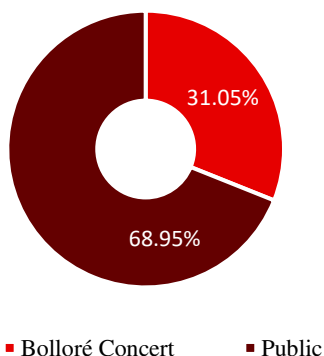
knowledge, will directly or indirectly, immediately before the Admission, have a notifiable interest in the Company’s capital and voting rights within the meaning of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

Company shareholders	Number of Havas Shares ⁽¹⁾	% of share capital	Number of voting rights	% of voting rights
Vivendi	0	0.00%	0	0.00%
Bolloré Entities jointly ⁽²⁾	307,864,750	31.04%	307,864,750	31.04%
Bolloré Concert ⁽³⁾	307,998,766	31.05%	307,998,766	31.05%
Public ⁽⁴⁾	683,812,728	68.95%	683,812,728	68.95%
Total	991,811,494	100%	991,811,494	100%

- (1) Assuming that the Allocation Ratio remains unchanged until the Listing Date and the number of Excluded Vivendi Shares remains equal to 38,106,631, and each shareholder of Vivendi is allotted one (1) Havas Ordinary Share for each Vivendi Share it holds.
- (2) Bolloré Entities refers collectively to Bolloré SE and Compagnie de l’Odet SE. Upon completion of the Distribution, each of Bolloré SE and Compagnie de l’Odet SE are expected to hold 301,869,191 Havas Ordinary Shares and 5,995,559 Havas Ordinary Shares, respectively.
- (3) This percentage reflects the Havas Ordinary Shares expected to be held by the Bolloré Entities combined with the 134,016 Havas Ordinary Shares expected to be held by Mr. Yannick Bolloré and YB6, in each case upon completion of the Distribution, who will act in concert vis-à-vis Havas pursuant to a relationship agreement to be entered into among Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 on or about December 9, 2024. This percentage does not take into account the Havas Ordinary Shares that will directly be held by Mr. Vincent Bolloré, Mr. Cyrille Bolloré and Mr. Sébastien Bolloré upon completion of the Distribution, which are expected to represent together less than 0.01% of the issued share capital and voting rights of the Company.
- (4) Including the number of underlying Havas Ordinary Shares corresponding to the equity interests subscribed by Mr. Vincent Bolloré in Vivendi’s employee funds (FCPE), the exact number of which cannot be determined before completion of the Vivendi Spin-Off and the reorganization transactions involving Vivendi’s employee funds in this context.

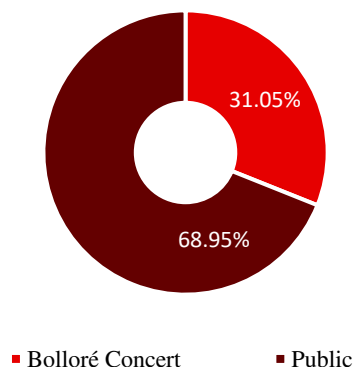
Shareholders of Havas

% of share capital immediately prior the Admission



Shareholders of Havas

% of exercisable voting rights immediately prior to the Admission



13.2 Relationship Agreement

Prior to the Admission, Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 will enter into a relationship agreement in order to establish certain arrangements between them as shareholders of the Company (the “**Relationship Agreement**”). The Company will not become a Party to the Relationship Agreement, but will co-sign the Relationship Agreement for agreement and acknowledgement of certain provisions.

To give effect to the arrangements as reflected in the Relationship Agreement, Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 became direct shareholders of the Company shortly prior to the Admission through the transfer by Vivendi of 301,869,191 Havas Ordinary Shares from Vivendi

to Bolloré SE, 5,995,559 Havas Ordinary Shares from Vivendi to Compagnie de l'Odet SE, 134,016 Havas Ordinary Shares from Vivendi to Mr. Yannick Bolloré and YB6.

13.2.1 Consultation

For the purposes of forming and exercising, to the extent possible, a common view and vote on the items on the agenda of any General Meeting, the parties to the Relationship Agreement will, as from the Admission, consult with each other prior to each General Meeting.

13.2.2 Acting in concert

Each of Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 has acknowledged and agreed that the Dutch public offer rules as laid down in the DFSA shall become applicable to the Company and its shareholders as of the Admission. As Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 will continue to have a combined voting interest in the Company of more than 30% (prior to and) at the time of the Admission, and Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 have made the aforementioned agreements set out in the Relationship Agreement, Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 have acknowledged and agreed that they will, as concert parties (*in overleg handelende personen*) (each a “**Concert Party**” and together the “**Bolloré Concert**”), be deemed to jointly have a significant influence (*overwegende zeggenschap*, “**Significant Influence**”) over the Company exclusively within the meaning of Section 1:1 DFSA as per the time of the Admission. On this basis, Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6, as well as, in respect of Bolloré SE and Compagnie de l'Odet SE, their ultimate controlling persons, benefit from the exemption from the Dutch mandatory offer requirement as laid down in Section 5:71 sub 1(i) of the DFSA.

Each party to the Relationship Agreement shall notify the other parties promptly if a third party obtains an interest or position in such party (whether directly or indirectly) which allows this third party to exercise control over how such party votes on its Havas Ordinary Shares.

For as long as the parties to the Relationship Agreement are Concert Parties, none of the parties shall and each party shall procure that none of its direct or indirect shareholders, members or partners shall, do anything that creates a requirement for any of the parties to jointly or individually make a public offer (*openbaar bod*) for any equity securities in the Company in accordance with the Dutch mandatory takeover rules or otherwise (the “**Mandatory Offer Prevention Obligation**”).

In addition, for as long as the parties to the Relationship Agreement are Concert Parties, each party shall, upon the reasonable written request of another party (provided that such requesting party has not breached the Mandatory Offer Prevention Obligation or any other provision of the Relationship Agreement), provide reasonable assistance to such requesting party in legal proceedings initiated by a third party against such requesting party alleging that such requesting party is required to make a public offer for all Havas Ordinary Shares in accordance with the Dutch mandatory takeover rules.

13.2.3 Termination

Except for certain specific continuing provisions, the Relationship Agreement shall terminate immediately and be of no force and effect upon the earliest to occur of:

- the Concert Parties no longer jointly having Significant Influence over the Company; or
- mutual agreement of all parties to the Relationship Agreement.

Each party to the Relationship Agreement may by written notice terminate immediately the Relationship Agreement, in whole or in part, in case (i) such party determines in good faith that a breach of the Mandatory Offer Prevention Obligation by the other Party has occurred or is imminent to occur,

or (ii) a third party obtained an interest or position in another party to the Relationship Agreement (whether directly or indirectly) which allows this third party to exercise Control (as defined in the Relationship Agreement) over how such party votes on its Havas Shares.

13.2.4 Governing law

The Relationship Agreement is governed by Dutch law.

13.3 **Related party transactions**

13.3.1 Agreements with Vivendi and its subsidiaries

In connection with the Distribution and separation of Havas from Vivendi, Havas (or relevant Group Companies) and Vivendi have entered, or will enter, into the following agreements:

- the TSA (see Section 13.3.3, “*Transitional Services Agreement*” for details in relation to the TSA);
- the notarial deed of issuance executed by, or on behalf of, the Company and Vivendi with respect to the Havas Contribution;
- tax consolidation exit agreements to be entered into between relevant Group Companies and relevant entities of the Vivendi Group to effect the exit of the Group from tax consolidation groups in place prior to the Distribution;
- cash pooling arrangement between relevant Group Companies and the Vivendi Group, which will be terminated prior to the Distribution (for details of amounts outstanding, see Section 8.9, “*Financial debt (excluding lease liabilities and earn-out and buy-out obligations)*”).

In the ordinary course of its business, from time to time, members of the Group enter into agreements with Vivendi or its subsidiaries. These agreements are negotiated and executed on an arm’s length basis and on the basis that the terms of these transactions are comparable to those contracted with unrelated third-party suppliers and service providers. Details of related party transactions entered into by members of the Group with Vivendi or its subsidiaries during the period covered by the financial information included in this Prospectus include those described in Note 5.2.27, “*Related party transactions*” to the Consolidated Financial Statements and Note 5.2.19, “*Related party transactions*” to the Unaudited Condensed Consolidated Interim Financial Statements.

13.3.2 Agreements with Bolloré SE, the Bolloré Concert and entities within the Bolloré Group

In connection with the Distribution and separation of Havas from Vivendi, the Company signed the Relationship Agreement with the Bolloré Concert for agreement and acknowledgement of certain provisions set forth therein, but not as a party thereto. For further details in relation to the Relationship Agreement, see Section 13.2, “*Relationship Agreement*”.

In the ordinary course of its business, from time to time, members of the Group enter into agreements with Bolloré SE or its subsidiaries. These agreements are negotiated and executed on an arm’s length basis and on the basis that the terms of these transactions are comparable to those contracted with unrelated third-party suppliers and service providers. Details of related party transactions entered into by members of the Group with Bolloré SE or its subsidiaries during the period covered by the financial information included in this Prospectus include those described in Note 5.2.27, “*Related party transactions*” to the Consolidated Financial Statements.

13.3.3 Transitional Services Agreement

13.3.3.1 *Introduction and services*

Prior to the Admission, Vivendi and the Company will enter into the TSA pursuant to which Vivendi and its subsidiaries will provide to the Company, in connection with the Distribution, certain limited services and support on an interim transitional basis, effective as of the Effective Date. The services covered by the TSA, include, but are not limited to: (i) a limited selection of finance and treasury related services and applications; (ii) a limited selection of accounting services and accounting software related services and applications; (iii) taxation-related services; (iv) legal, sustainability and compliance related services.

13.3.3.2 *Charges*

The Company will pay to the service provider an agreed-upon monthly fee (“**Charges**”) for such services, excluding any cost or expenses related to specific or additional developments incurred by Vivendi to provide the Services, during the first twelve months of the TSA (the “**Minimum Service Period**”). During the Minimum Service Period, the amount of the Charges could be modified subject to certain conditions. After the Minimum Service Period the monthly charge will be adjusted to reflect the scope and duration of services which may continue after the Minimum Service Period, if any.

13.3.3.3 *Term*

The services to be provided under the TSA will commence on the Effective Date and shall expire upon the earliest of (i) the last day of the period applicable for the last service provided by Vivendi, which cannot extend beyond 24 months after the Listing Date and (ii) the mutual agreement between the Company and Vivendi to terminate the TSA.

Under the TSA, the Company may cease to use any service at any time.

Under the TSA, each party may terminate any service (in whole or in part) at any time in the event of breach by the other party of any of its material obligation with respect to such service, and such failure has not been remedied within the cure period.

Upon termination in whole or in part, Vivendi shall have no further obligation to provide the terminated service(s) and the Company shall have no obligation to pay any Charges related to the terminated service(s) (except in case of termination during the Minimum Service Period) but shall remain liable for the Charges owed and paying any applicable wind-down Charges.

13.3.3.4 *Limitations*

Subject to certain exceptions, the liabilities of each party under the TSA will generally be limited to the aggregate Charges actually paid or payable by the Company under the TSA.

14. TAXATION

14.1 Material French tax considerations

This Section 14.1 outlines certain tax consequences under current French tax laws and regulations that may arise in connection with the Distribution, as well as certain French tax consequences that may apply to the purchase, ownership and disposal of the Havas Ordinary Shares.

Existing shareholders of Vivendi and prospective shareholders of the Company should note, however, that the information contained in this Listing Prospectus is only a summary of certain tax rules applicable under current French tax law, presented for general information purposes.

The rules described below could be impacted by possible changes in laws and regulations, including by the upcoming finance law for 2025, which could have a retroactive effect or could apply to the current fiscal year, or by possible changes in their interpretation by the FTA.

Moreover, the tax information set forth below does not constitute a comprehensive description of all the tax consequences that may apply to existing shareholders of Vivendi and prospective shareholders of the Company as part of the Vivendi Spin-Off and/or the Distribution.

Existing shareholders of Vivendi and prospective shareholders of the Company must consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation. Special rules (not described herein) may apply to persons such as employees or former employees, market makers, brokers, dealers, intermediaries and persons connected with depositary arrangements or clearance services, pension funds, partnerships, trusts, insurance companies or collective investment schemes or where shares are held through a trust, fiduciary arrangement, foundation, insurance contract or mutual fund. Concerned persons must consult with their usual tax advisor since these particular rules are not described below.

14.1.1 General introductory French tax considerations regarding the tax treatment of the Distribution relevant for French resident and non-French resident shareholders

It is important to highlight that the Distribution is part of a more global transaction, the Vivendi Spin-Off, which will entail the completion, on the same date, of three series of transactions, namely the Canal+ Partial Demerger, the Distribution and the Louis Hachette Group Partial Demerger. The following developments only cover the French tax treatment of the Distribution. Concerned shareholders are invited to consult the Information Document published by Vivendi to determine the tax treatment applicable to the Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger.

The tax information below does not constitute a comprehensive description of all tax consequences that may result from the Distribution for existing shareholders of Vivendi who are French tax residents. Such shareholders must consult their own tax advisor for a comprehensive advice on the tax treatment applicable to them in the context of the Distribution.

Based on the analysis of the composition of standalone net equity (*capitaux propres*) of Vivendi, Vivendi expects that the distribution of the Havas Ordinary Shares pursuant to the Distribution should not be entirely treated as a taxable distribution for French tax purposes but rather as a mix of (i) a taxable distribution (the “**Distribution Component**”) and, (ii) a return of capital (*remboursement d’apport*) within the meaning of Article 112 of the French *Code général des impôts* (the “**Return of Capital Component**”).

Since the Partial Demergers and the Distribution are expected to become effective simultaneously, Vivendi is taking the reasonable view that the taxable reserves and retained earnings comprised in its net equity shall be allocated on a *pro rata* basis among the shares of the Company, Canal+ and Louis Hachette Group (based on the respective values used for the Havas Contribution and the Partial

Demergers). However, shareholders should note that there is no administrative guidance specifically supporting this position.

Subject to any conflicting indication it may receive from FTA, Vivendi's best estimate as of the date hereof is that the Distribution Component for the Distribution will be equal to EUR 1.18 per Vivendi Share. If, for any reason whatsoever, this assumption were to change, Vivendi SE will issue a press release to inform the Vivendi Shareholders about the revised amount of the Distribution Component. The amount of the Return of Capital Component for the Distribution will depend on the opening price of the Havas Ordinary Shares on the day such shares will be first listed and will be equal to the difference (if positive) between the opening price of the Havas Ordinary Shares and the amount of the Distribution Component.

For French tax purposes:

- in the event of the subsequent sale of the Havas Ordinary Shares received as a result of the Distribution, the acquisition price of a Havas Ordinary Share to be used for the purposes of determining the capital gain is expected to be equal to the opening price of the Havas Ordinary Shares on the day such shares will be first listed; and
- the consequences of the Distribution on the acquisition price of the Vivendi Shares are described further below in the relevant section describing the tax treatment of the Return of Capital Component.

14.1.2 Certain French tax consequences of the Distribution for existing shareholders of Vivendi who are French tax residents

French resident shareholders must read the general introductory French tax considerations regarding the tax treatment of the Distribution included in Section 14.1.1, "*General introductory French tax considerations regarding the tax treatment of the Distribution relevant for French resident and non-French resident shareholders.*"

14.1.2.1 *Individual French tax residents*

- (a) Individual French tax residents holding Vivendi Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a share savings plan (*plan d'épargne en actions* or "PEA") and have not acquired their shares through a company or group share plan or as part of an employee incentive scheme (*e.g.*, free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

- (i) *Tax treatment of the Distribution Component of the Distribution*

The following developments apply to the Distribution Component of the Distribution.

Shareholders who are natural persons and whose tax residence is in France should note that the Distribution Component will be subject, under the conditions set out below, to (i) a non-discharging tax levy of 12.8% on the gross amount of the Distribution Component (unless they are exempt as described below) as well as to (ii) various social levies in an aggregate amount of 17.2% of the gross amount of the Distribution Component, *i.e.*, total tax and social levies amounting to 30% of the gross amount of the Distribution Component.

Where such levies are collected by the paying agent, the amounts required to pay the tax and social levies must be made available to the paying agent prior to the delivery of the Havas Ordinary Shares as part of the Distribution. If necessary, the paying agent may sell the number of Havas Ordinary Shares

required to pay the applicable tax and social levies. Vivendi existing shareholders must contact their financial intermediary with respect to the processes they will put into place in this respect.

Personal income tax

The Distribution Component will be subject to income tax in France under the conditions described below.

The gross amount of the Distribution Component is subject to personal income tax either (i) at a flat rate of 12.8%, without the possibility of benefiting from the 40% rebate provided for in Article 158, 3-2° of the French *Code général des impôts*, or (ii) if expressly, globally, irrevocably and annually elected, at the progressive income tax rate scale (with a top marginal tax rate of 45%). In the latter case, the gross amount of the Distribution Component is taken into account for the determination of the global income of the taxable French shareholders in the category of investment income, subject to income tax at the progressive rates, after application of a rebate equal to 40% of the gross amount of the Distribution Component of the Distribution.

The gross amount of the Distribution Component of the Distribution will also be included in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%, as well as to the new incremental surtax on high income contemplated by the draft finance law for 2025, as applicable. Such contributions are described below.

Non-discharging tax levy of 12.8%

Pursuant to Article 117 *quater* of the French *Code général des impôts* and subject to the exceptions set forth below, individuals domiciled in France are subject to a non-discharging tax levy at a rate of 12.8% on the gross amount of the Distribution Component of the Distribution. This levy is withheld by the paying agent if it is established in France. If the paying agent is established outside of France, the income is declared and the corresponding levy paid within the first 15 days of the month following the month in which the distribution occurs, either by the taxpayer or by the paying agent if it is established in a EU Member State or in another EEA Member State that has concluded an administrative assistance agreement with France to fight against tax fraud and tax evasion, and has been mandated for this purpose by the taxpayer.

However, in cases where the paying agent is established in France, individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the French *Code général des impôts*, is less than EUR 50,000 for single, divorced or widowed taxpayers and less than EUR 75,000 for taxpayers subject to joint taxation, may request an exemption from this levy, under the conditions provided for in Article 242 *quater* of the French *Code général des impôts*, *i.e.*, by producing, no later than November 30th of the year preceding the year in which the distributed income is paid, to the persons responsible for paying it, a sworn statement indicating that their reference tax income appearing on the tax notice issued in respect of the income for the penultimate year preceding the payment of said income is below the aforementioned thresholds. French resident shareholders who did not meet this deadline should consult with their tax advisor to assess alternatives available to them.

Where the paying agent is established outside of France, only individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the French *Code général des impôts*, is equal to or greater than the amounts mentioned in the above paragraph are subject to the 12.8% non-discharging tax levy.

This levy does not release the taxpayer from income tax or, where applicable, the exceptional contribution on high income, nor from the new incremental surtax on high income contemplated by the draft finance law for 2025. However, it can be offset against the income tax due for the year in which it is levied, and any excess payment is refundable. Unless the taxpayer exercises an option to take into

account investment income (with the exception of certain tax-exempt income) and capital gains in the determination of the overall net income subject to the progressive income tax rate scale, the non-discharging tax levy of 12.8% will correspond to the flat tax rate applicable for personal income tax purposes. Election for the progressive income tax rate scale applies on an annual basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the above mentioned flat-rate tax of 12.8% and earned during the same year.

Social levies

In addition, the Distribution Component of the Distribution will be subject to social levies. Whether or not the 12.8% non-discharging tax levy described above is applicable and whether or not the taxpayer has opted for taxation according to the progressive income tax rate scale, the gross amount of the Distribution Component of the Distribution will also be subject in full (without any rebate) to social levies at an overall rate of 17.2%, broken down as follows:

- the general social contribution (*contribution sociale généralisée*, “CSG”), at a rate of 9.2%;
- the contribution for social debt repayment (*contribution pour le remboursement de la dette sociale*, “CRDS”), at a rate of 0.5%; and
- the solidarity levy (*prélèvement de solidarité*), at a rate of 7.5%.

If the Distribution Component of the Distribution is subject to income tax at the abovementioned 12.8% flat rate, none of these social levies are deductible from the taxable income. If the taxpayer opts for the taxation based on the progressive income tax rate scale, the CSG will be partially deductible, in the amount of 6.8%, from the taxable income of the year during which it is paid, it being understood that other social levies will not be deductible from the taxable income.

These social levies are withheld and collected in the same way as the 12.8% non-discharging tax levy described above when applicable, it being specified that when the paying agent is established outside of France, it is the taxpayer who is, in principle, liable for the social levies (unless a mandate is given under the conditions set forth above for the non-discharging tax levy). Existing shareholders of Vivendi must consult with their usual tax advisor in order to determine the conditions of payment of social levies when the 12.8% non-discharging tax levy is not applicable.

Shareholders must consult their usual tax advisor to determine the conditions for the declaration and payment of the 12.8% non-discharging tax levy and social levies applicable to the Distribution Component of the Distribution, as well as, more generally, the tax regime applicable to their particular situation (including, in particular, the regime applicable to the Distribution Component of the Distribution for income tax purposes, whether or not the taxpayer should opt for the progressive income tax rate scale and the applicable tax regime in the event that the taxpayer decides to opt out of the application of the 12.8% flat-rate tax for income tax and the conditions for applying the exceptional contribution on high income, as well as the new incremental surtax on high income contemplated by the draft finance law for 2025, as applicable, described below).

Exceptional contributions on high income

Article 223 *sexies* of the French *Code général des impôts* provides that taxpayers subject to personal income tax are also subject to an exceptional contribution on high income applicable when their reference income for tax purposes exceeds certain thresholds. This contribution is calculated by applying a rate of:

- 3% for the portion of reference income exceeding (i) EUR 250,000 and representing less than or equal to EUR 500,000 for taxpayers who are single, widowed, separated, divorced or married

but taxed separately and (ii) EUR 500,000 and representing less than or equal to EUR 1,000,000 for taxpayers subject to joint taxation; and

- 4% for the portion of reference income exceeding (i) EUR 500,000 for taxpayers who are single, widowed, separated, divorced or married but taxed separately and (ii) in excess of EUR 1,000,000 for taxpayers subject to joint taxation.

For the purposes of such rules, the reference income of a tax household is defined in accordance with Article 1417, IV, 1° of the French *Code général des impôts*, without application of the “*quotient*” rules defined under Article 163-0 A of the French *Code général des impôts*, and, where applicable, by applying the specific quotient rules provided for in Article 223 *sexies*, II of the French *Code général des impôts*.

The abovementioned reference tax income includes the gross amount of the Distribution Component of the Distribution, before the application of the income tax rebate, if such a rebate is applicable in accordance with the conditions described above, in the event that the taxpayer opts for taxation according to the progressive income tax rate scale.

The draft finance law for 2025 contemplates the implementation of an incremental surtax on high income earners falling within the scope of the exceptional tax on high income described hereinabove, which aims at ensuring that such taxpayers are subject to a minimum effective taxation of 20% of their reference income (taking into account income tax and the current and new tax on high income). Taxpayers falling within the scope of the exceptional tax on high income must consult their usual tax advisor to determine the potential impact of such new tax on their personal situation.

(ii) *Tax treatment of the Return of Capital Component of the Distribution*

The following developments apply to the Return of Capital Component of the Distribution.

Subject to the following developments, the portion of the Distribution that will have the nature of a return of capital (*remboursement d’apport*) will not be taxable.

Pursuant to the French administrative guidelines (BOI-RPPM-PVBMI-20-10-20-40, 20/12/2019, paragraph 240), in the event of a subsequent sale of Vivendi Shares owned by French individual shareholders of Vivendi at the time of the Distribution, as applicable, the amount of the Return of Capital Component of the Distribution shall reduce the acquisition price of the Vivendi Shares, as determined by Article 150-0 D of the French *Code général des impôts*, for the purpose of determining any capital gain or loss resulting from any future disposal of the shares.

Individual shareholders whose tax basis for Vivendi Shares is lower than the aggregate amount of the Return of Capital Component of the Distribution, as well as shareholders who benefited from a tax deferral (*report d’imposition*) or a rollover (*sursis d’imposition*) in respect of their Vivendi Shares, must consult their usual tax advisor to determine the tax consequences resulting from such particular circumstances.

(b) Individual French tax residents holding Vivendi Shares through a PEA

French resident shareholders holding their Vivendi Shares through a PEA will receive the corresponding Havas Ordinary Shares on their PEA.

(i) *Tax treatment of the Distribution Component of the Distribution*

Personal income tax and social levies

The following developments apply to the Distribution Component of the Distribution.

The 12.8% non-discharging tax levy does not apply to the Distribution Component of the Distribution where such income is related to shares held in a French PEA.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from investments made through the PEA (including the receipt of the Havas Ordinary Shares as a result of the Distribution provided that such shares are booked on the securities account of the PEA), provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the time of the closing of the PEA (if this occurs more than five (5) years after the PEA opening date) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA opening, unless otherwise specified), an exemption from personal income tax for net gains realized since the opening of the plan.

The net gain recognized upon closing or withdrawal from the PEA more than five (5) years after the PEA opening date is not taken into account for the calculation of the reference income, but remains subject to the social levies described in paragraph “Social levies” under Section 14.1.2.1(a)(i), “*Tax treatment of the Distribution Component of the Distribution,*” above at a rate of 17.2% for net gains realized as from January 1, 2018. However, the applicable rate of these social levies may vary depending on the date of realization of such net gains for (i) net gains acquired or recognized before January 1, 2018 and (ii) net gains realized within the first five years following the opening of the plan, where such plan was opened before January 1, 2018.

Specific provisions, not described in this document, apply if capital losses are realized, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons must consult with their usual tax advisor. Shareholders holding their Vivendi Shares through a PEA must consult with their usual tax advisor in order to determine the tax consequences applicable to them in case of a closing of, or withdrawal from, their PEA.

(ii) *Tax treatment of the Return of Capital Component of the Distribution*

For Vivendi individual shareholders holding Vivendi Shares through a PEA, the tax consequences of treating a portion of the Distribution as a return of capital (*remboursement d’apport*) should be assessed with the assistance of their usual tax advisor.

14.1.2.2 *Legal entities that are tax residents in France and subject to corporate income tax (“CIT”) and own less than 5% of the share capital of Vivendi*

(a) *Tax treatment of the Distribution Component of the Distribution*

The following developments apply to the Distribution Component of the Distribution.

The Distribution Component of the Distribution received by legal entities that are tax residents in France, subject to CIT in France under standard rules and own less than 5% of the share capital of Vivendi, is subject to CIT in France under the following conditions.

The gross amount of the Distribution Component of the Distribution received is included in the income subject to CIT at the standard rate plus the 3.3% social contribution (Article 235 *ter* ZC of the French *Code général des impôts*), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of EUR 763,000 per twelve-month period. The standard CIT rate for fiscal years opened on or after January 1, 2022 is currently 25%. However, the applicable CIT rate may depend on the legal entity’s turnover and the amount of its taxable income (notably, under certain conditions, for legal entities which qualify as SMEs). Shareholders must consult with their usual tax advisor in order to determine the tax rate applicable to them. In addition, the finance law for 2025 contemplates the implementation of additional surtax for large companies, which may

therefore apply on top of the CIT and the 3.3% social contribution. Concerned entities must liaise with their usual tax advisor.

Legal entities owning an interest representing 5% or more of the share capital of Vivendi must consult with their usual advisor to determine the tax regime applicable to their particular situation.

(b) Tax treatment of the Return of Capital Component of the Distribution

The following developments apply to the Return of Capital Component of the Distribution.

The FTA have not officially commented on the tax treatment of return of capital and its impact on the acquisition cost of the Vivendi Shares for legal entities subject to CIT.

Shareholders must consult their own usual tax advisor in order to determine the tax treatment of the Return of Capital Component of the Distribution and its impact on the acquisition cost of the Vivendi Shares they own as at the time of the Distribution.

14.1.3 Certain French tax consequences of the Distribution for existing shareholders of Vivendi who are not French tax residents

Non-French resident shareholders must read the general introductory French tax considerations regarding the tax treatment of the Distribution included in Section 14.1.1, “*General introductory French tax considerations regarding the tax treatment of the Distribution relevant for French resident and non-French resident shareholders*”.

14.1.3.1 *Tax treatment of the Distribution Component of the Distribution*

Under current French tax law and subject to the possible application of international tax treaties, the following developments summarize certain French tax consequences with regard to withholding taxes on the Distribution Component of the Distribution, likely to apply to existing shareholders of Vivendi (i) who are not domiciled in France within the meaning of Article 4 B of the French *Code général des impôts* or whose registered office is located outside France, and (ii) whose ownership of the shares is not effectively connected with a permanent establishment or fixed base subject to tax in France. Such investors should consult their usual tax advisor about the tax treatment applicable to their particular situation, and notably to determine the tax treatment applicable in their state of residence.

Subject to provisions of tax treaties which may apply and subject to the exceptions listed below, the Distribution Component of the Distribution will in principle be subject to a French withholding tax, withheld by the paying agent of those dividends, where the tax residence or registered office of the effective beneficiary is located outside France.

Subject to (i) what is stated below and (ii) more favorable provisions of international tax treaties, as applicable, the withholding tax rate is set at a rate of (x) 12.8% if the beneficiary is an individual, (y) 15% if the beneficiary is a non-profit organization having its registered office in a EU Member State or in another EEA Member State having entered with France into a tax treaty providing for administrative assistance against tax fraud and evasion, to the extent that such organization would be taxed according to the special treatment referred to in paragraph 5 of Article 206 of the French *Code général des impôts* if it had its registered office in France and as construed by the guidelines issued by the FTA, BOI-IS-CHAMP-10-50-10-40, No 580 *et seq.*, dated March 25, 2013, and relevant case law; and (z) the standard corporate income tax rate set forth in the second paragraph of Article 219-I of the French *Code général des impôts* which is currently set at a rate of 25%.

Furthermore, subject to the provisions of international tax treaties, regardless of the place of residence, the registered office, or the status of the beneficiary, where the Distribution Component of the Distribution are made outside of France in a NCSTs as defined in Article 238-0 A of the French *Code général des impôts*, other than those mentioned in paragraph 2 bis-2 of Article 238-0 A of the French

Code général des impôts (i.e., other than those included in such list on the basis of an European criterion other than the facilitation of offshore structures and arrangements), the Distribution Component of the Distribution will be subject to French withholding tax at a rate of 75%, except if it can be demonstrated that the payment of the Distribution Component of the Distribution has neither as their object nor as their effect to allow, for tax fraud purpose, its location in such State or territory. The list of the NCSTs is published by ministerial decree and may be updated at any time and generally at least once a year. The provisions of the French *Code général des impôts* referring to Article 238-0 A of the French *Code général des impôts* shall apply to states or territories added on this list as from the first day of the third month following the publication of the ministerial decree.

Shareholders that are legal persons may benefit from a reduction or an exemption of withholding tax under Article 119 *ter* or Article 119 *quinquies* of the French *Code général des impôts* with respect to the Distribution Component of the Distribution, provided that they are the beneficial owners of such distributions and, subject to satisfying the other conditions set forth in those provisions.

Article 119 *ter* of the French *Code général des impôts* applies under certain conditions to legal entities (to the extent they are the beneficial owner of the distributions):

- having their effective place of management in a EU Member State or in another EEA Member State that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion, which are not considered, under the terms of a tax treaty concluded with a third State, to have their tax residence outside the European Union or the European Economic Area Agreement;
- having one of the forms listed in Part A of Annex I to Council Directive 2011/96/EU of November 30, 2011 on the common system of taxation applicable in the case of parent companies and subsidiaries of different Member States or an equivalent form where the company has its effective place of management in a EEA Member State, being subject, in the EU Member State or in the EEA Member State where they have their effective place of management, to corporate income tax, without the possibility of an option and without being exempt from it;
- holding at least 10% of the company distributing the dividends during two years and otherwise satisfying all the conditions of such article as construed by the guidelines issued by the FTA BOI-RPPM-RCM-30-30-20-10 dated July 3, 2019, it being however specified that (i) the ownership threshold is reduced to 5% of the capital of the French distributing company where the legal person being the beneficial owner of the dividends meets the conditions to benefit from the French participation exemption regime set forth in Article 145 of the French *Code général des impôts* and has no possibility to offset the French withholding tax in its State of residence, (ii) the ownership thresholds are assessed taking into account shares held both in full or bare ownership; and (iii) Article 119 *ter* of the French *Code général des impôts* does not apply to dividends distributed as part of an arrangement or series of arrangements which, having been set up to seek the grant of, as a main objective or as part of one of the main objectives, a tax advantage that is against the object or the purpose of Article 119 *ter* of the French *Code général des impôts*, is not genuine taking into account all the relevant facts and circumstances.

Article 119 *quinquies* of the French *Code général des impôts* applies to legal entities (to the extent they are the beneficial owner of the distributions):

- being in a loss making position (or where the permanent establishment to which the income is allocated is in a loss making position) based on the rules applicable in the jurisdiction in which it is established;

- having their effective place of management (x) in a EU Member State or (y) in another EEA Member State that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a similar scope to that provided for in Council Directive 2010/24/EU of March 16, 2010, or (z) in a State outside the European Union or the European Economic Area, that is not a NCST and that has concluded with France the administrative and mutual assistance agreements for recovery mentioned above, provided that the shareholding held in the distributing company does not allow the beneficiary to participate effectively in the management or control of this company or organization, and
- provided that they are subject to a judicial liquidation procedure that is comparable to that mentioned in Article L. 640-1 of the French *Code de commerce* (or where there is no such procedure available, in a situation of cessation of payments with recovery being manifestly impossible) and otherwise meet all the conditions of Article 119 *quinquies* of the French *Code général des impôts*.

Moreover, dividend income distributed to collective investment undertakings incorporated under foreign law which (i) are located in a EU Member State or in another State that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion which meets the conditions specified in Article 119-*bis* 2 of the French *Code général des impôts*, (ii) raise capital from a certain number of investors with the purpose of investing it in the interests of such investors, pursuant to a defined investment policy and (iii) have characteristics similar to those required of collective undertakings fulfilling the conditions set forth in Article 119-*bis* 2, 2 of the French *Code général des impôts* and the guidelines issued by the FTA (BOI-RPPM-RCM-30-30-20-70 dated October 6, 2021), also benefit from a withholding tax exemption.

Existing shareholders of Vivendi may also benefit from a reduction or an exemption of withholding tax pursuant to the provisions of applicable tax treaties.

In addition, Article 235 *quater* of the French *Code général des impôts* provides for a mechanism enabling under certain conditions to obtain a temporary refund of the withholding tax (which triggers a taxation in an equivalent amount that is subject to a payment deferral) which is applicable to Shareholders who are legal entities or organizations (a) whose result of the fiscal year during which the dividends distribution is received generates tax losses, (b) whose registered office or permanent establishment in the result of which the income and profits are included is located (x) in a EU Member State, (y) in another EEA Member State that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a scope similar to that provided for in Council Directive 2010/24/EU of March 16, 2010 or (z) in a State outside the European Union or the European Economic Area, that is not a NCST and that has concluded with France the above-mentioned conventions, provided that the shareholding held in the distributing company does not allow the beneficiary to participate effectively in the management or control of this company or organization and (c) complying with the reporting obligations set forth in Article 235 *quater* of the French *Code général des impôts*. The payment deferral would terminate with respect to the fiscal year in which the concerned shareholder would become profitable as well as in cases set out in Article 235 *quater* of the French *Code général des impôts*.

Furthermore, Article 235 *quinquies* of the French *Code général des impôts*, provides for a refund of a portion of the withholding tax in an amount corresponding to the difference between the upfront withholding tax paid and the withholding tax as determined on a basis net of any acquisition and holding charges directly linked to the dividends received, to the extent that the following conditions are met:

- the beneficiary is a legal entity or an organization (a) whose results are not subject to personal income tax at the level of its shareholder, (b) whose registered office or permanent establishment in which the income and sums are included is located in a EU Member State or

in another EEA Member State that is not a NCST and that has concluded with France a tax treaty providing for administrative assistance against tax fraud and evasion and a mutual assistance agreement on recovery with a scope similar to that provided for in Council Directive 2010/24/EU of March 16, 2010, or in any other State which has concluded the above-mentioned tax treaty with France, provided that (i) this State is not an NCST and that (ii) the shareholding held in the distributing company or organization does not allow the beneficiary to actually participate in the management or control of this company or this organization;

- the acquisition and holding charges relating to such income and amounts would be deductible if the beneficiary were located in France; and
- the taxation rules applicable in its State of residence for tax purposes do not allow the beneficiary to offset the withholding tax.

Prospective shareholders must consult their usual tax advisors to (i) determine whether they are likely to fall within the scope of the legislation relating to NCSTs, and/or to qualify for a reduction to or exemption from the withholding tax by virtue of the provisions of international tax treaties or any of the abovementioned provisions (and under which conditions) and (ii) determine the practical formalities to be complied with to benefit from these tax treaties, including those provided for by BOI-INT-DG-20-20-20-20 dated September 12, 2012 relating to the so-called “standard” or “simplified” procedure for the reduction of or exemption from the withholding tax or from the abovementioned provisions and (iii) more generally to determine the tax regime applicable in the light of their own specific situation.

Moreover, the shareholders’ attention is drawn to the fact that Article 119 *bis* A of the French *Code général des impôts* provides for an anti-abuse measure, whereby the paying agent is required to withhold the withholding tax applicable to dividends in case of temporary sales of Shares or similar transactions around the dividend payment date allowing non-resident shareholders of French companies to avoid the withholding tax normally applicable. In this case, the withholding tax would apply without the beneficiary being able to avail himself of the so-called simplified procedure in order to benefit from the more favorable provisions of the applicable international tax treaties (if any). However, this measure provides, under certain conditions, for a safe-harbor provision in order to obtain reimbursement of all or part of the withholding tax thus levied if the non-resident Shareholder is able to demonstrate that this payment corresponds to a transaction which has mainly a purpose and effect other than to avoid the application of a withholding tax or to obtain the benefit of a tax advantage. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of Article 119 *bis* A of the French *Code général des impôts*; it cannot be excluded that the rules governing the anti-abuse measure provided for by Article 119 *bis* A of the French *Code général des impôts* will change in the future, and more generally that other anti-abuse measures will be adopted.

Prospective shareholders who could be concerned are invited to consult their usual tax advisor in order to determine the consequences of such provisions to their particular situation.

Lastly, non-French tax residents must also comply with the tax laws in force in their state of residence, as may be modified by the tax treaties for the avoidance of double taxation signed between France and such jurisdiction.

Procedures for claiming treaty benefits

Pursuant to the guidelines issued by the FTA BOI-INT-DG-20-20-20-20, shareholders who are entitled to treaty benefits under an applicable tax treaty with France may under certain conditions claim such benefits under a simplified procedure (provided that it is possible under the provisions of the tax treaty) or under the standard procedure. Specific requirements apply to certain investors, such as UCITS or pension funds.

The procedure to be followed generally depends upon whether the application for treaty benefits is filed before or after the dividend payment.

Under the simplified procedure, in order to benefit from the lower rate of withholding tax applicable under the relevant treaty, the shareholder must complete and deliver to the bank or financial institution managing its account or to the paying agent, before the dividend payment, a certificate of residence (Form 5000) stamped by the tax authorities of the jurisdiction of residence of such shareholder stating in particular that the recipient of the dividend:

- is beneficially entitled to the income for which the treaty benefits are being claimed;
- is a resident of the other contracting State for the purposes of the relevant tax treaty;
- does not have any establishment or permanent base in France to which the dividend income is attached; and
- has reported or will report this dividend to the tax authorities of the shareholder's country of residence.

If the Form 5000 is not filed prior to the dividend payment date, the normal procedure is applicable. In such a case, a withholding tax is levied at the ordinary French withholding tax rate, and the shareholder has to claim a refund for the excess withholding tax by filing both Form 5000 and Form 5001, with the FTA, no later than December 31, of the second year following the year during which the dividend is paid or no later than the date provided by the applicable tax treaty.

Copies of Form 5000 and Form 5001 are available on www.impots.gouv.fr. Information on such website is not a part of this offering memorandum.

Vivendi Shareholders must consult their usual tax advisors to determine the practical formalities to be complied with to benefit from these provisions.

14.1.3.2 *Tax treatment of the Return of Capital Component of the Distribution*

The Return of Capital Component of the Distribution will not be subject to any taxation in France.

14.1.4 Taxation in France of dividends derived from the Havas Ordinary Shares

14.1.4.1 *Individual French tax residents*

- (a) Individual French tax residents holding the Havas Ordinary Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a PEA and have not acquired their shares through a company or group share plan or as part of an employee incentive scheme (*e.g.*, free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

The tax treatment described above in Section 14.1.2.1(a)(i), "*Tax treatment of the Distribution Component of the Distribution*", will apply *mutatis mutandis* to the dividends derived from the Havas Ordinary Shares by the individual shareholders of the Company who are French tax residents and who own the Havas Ordinary Shares as part of their private estate and who do not trade on the markets on a regular basis, it being specified that the Company is expected to be treated as a French tax resident company and distributions made by the Company as French-source dividends.

(b) Individual French tax residents holding the Havas Ordinary Shares through a PEA

If the Havas Ordinary Shares are held in a French PEA, the tax treatment described above in Section 14.1.2.1(b)(i), “*Tax treatment of the Distribution Component of the Distribution*”, will apply *mutatis mutandis* to dividends derived from the Havas Ordinary Shares, it being specified that the Company is expected to be treated as a French tax resident company and distributions made by the Company as French-source dividends.

14.1.4.2 *Legal entities that are tax residents in France and subject to CIT and own less than 5% of the share capital of the Company*

The tax treatment described above in Section 14.1.2.2(a), “*Tax treatment of the Distribution Component of the Distribution*”, will apply *mutatis mutandis* to the dividends derived from the Havas Ordinary Shares held by the legal entities that are tax residents and subject CIT in France and, own less than 5% of the share capital of the Company, it being specified that the Company is expected to be treated as a French tax resident company and distributions made by the Company as French-source dividends.

Legal entities owning an interest representing 5% or more of the share capital of the Company or otherwise eligible to the parent subsidiary regime must consult with their usual advisor to determine the tax regime applicable to their particular situation.

14.1.4.3 *Non-French tax residents*

The developments contained in Section 14.1.3.1, “*Tax treatment of the Distribution Component of the Distribution*”, are *mutatis mutandis* applicable to the tax treatment of dividends received from the Havas Ordinary Shares by the Company shareholders who are not French residents for tax purposes, it being specified that the Company is expected to be treated as a French tax resident company and distributions made by the Company as French-source dividends.

14.1.5 Taxation in France of capital gains derived from the Havas Ordinary Shares

14.1.5.1 *Individual French tax residents*

- (a) Individual French tax residents holding the Havas Ordinary Shares as part of their private estate, who do not trade on the markets on a regular basis, do not hold their shares through a PEA and have not acquired their shares through a company or group share plan or as part of an employee incentive scheme (*e.g.*, free shares, performance share units, restricted share units or shares acquired pursuant to the exercise of stock options or pursuant to an employee share purchase plan)

Net gains from the sale of the Havas Ordinary Shares by individuals who are French tax residents are subject to a 12.8% flat tax, without rebate.

However, taxpayers may elect, before the deadline for filing their income tax return for the year in question, that such net capital gains be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale (with a top marginal tax rate of 45%). The election is global, irrevocable, express and applies on a yearly basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the 12.8% flat tax and earned during said year.

Persons with reportable net capital losses or recognizing capital losses on the sale of the Havas Ordinary Shares must consult with their usual tax advisor in order to review the conditions for the use of such capital losses.

Net capital gains are also included in the taxpayer’s reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%, as well as to the new incremental surtax on high income contemplated by the draft finance law for 2025, as described in paragraph “Exceptional

contributions on high income” under Section 14.1.2.1(a)(i), “*Tax treatment of the Distribution Component of the Distribution*”.

In addition, capital gains resulting from the sale of the Havas Ordinary Shares will also be subject to social levies as described in paragraph “Social levies” under Section 14.1.2.1(a)(i) “*Tax treatment of the Distribution Component of the Distribution*”, (it being specified that in the case of capital gains, social levies are collected by assessment).

(b) Individual French tax residents holding the Havas Ordinary Shares through a PEA

If the Havas Ordinary Shares are held in a French PEA, the tax treatment described above in Section 14.1.2.1(b)(i), “*Tax treatment of the Distribution Component of the Distribution*”, will apply *mutatis mutandis* to capital gains made upon the sale of the Havas Ordinary Shares.

14.1.5.2 *Legal entities that are tax residents in France and subject to CIT and own less than 5% of the share capital of the Company*

Except where a specific regime applies, net capital gains resulting from the sale of the Havas Ordinary Shares generated by legal entities subject to CIT in France and that do not own their shares as *titres de participation et titres assimilés* shall be included in the income subject to CIT at the standard rate plus the 3.3% social levy (Article 235 *ter* ZC of the French *Code général des impôts*), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of EUR 763,000 per twelve-month period. The standard CIT rate for fiscal years opened on or after January 1, 2022 is currently 25%. However, the applicable CIT rate may depend on the legal entity’s turnover and the amount of its taxable income (notably, under certain conditions, for legal entities which qualify as SMEs). Shareholders must consult with their usual tax advisor in order to determine the tax rate applicable to them. In addition, the finance law for 2025 contemplates the implementation of additional surtax for large companies, which may therefore apply on top of the CIT and the 3.3% social contribution. Concerned entities must liaise with their usual tax advisor.

In principle, and except where a specific regime applies (such as the regime of *titres de participation et titres assimilés*), capital losses resulting from the sale of the Havas Ordinary Shares are deductible from the legal entity’s taxable income.

Legal entities that are residents in France for which the Havas Ordinary Shares qualify as equity investment or assimilated securities for the purposes of Article 219 I-a *quinquies* of the French *Code général des impôts* (*titres de participation et titres assimilés*) must consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

14.1.5.3 *Non-French tax residents*

Subject to the provisions of applicable double tax treaties, as a matter of principles, under French tax law, capital gains arising from the disposal of shares or rights by individuals who are not residents of France for tax purposes within the meaning of Article 4 B of the French *Code général des impôts* or by legal entities whose seat is located outside France (and who do not own their shares in connection with a fixed base or a permanent establishment subject to tax in France and on the balance sheet of which the shares are recorded), and provided that the seller has not held directly or indirectly, alone or together with relatives in the case of individuals, a stake representing more than 25% of the rights in the Company’s earnings (*droits aux bénéfices sociaux*) at any point in time during the five-year period preceding the disposal, are not subject to French tax under Articles 244-*bis* B and C of the French *Code général des impôts*.

However, pursuant to Article 244-*bis* B of the French *Code général des impôts* and subject to any applicable double tax treaties, capital gains realized on the sale of securities for consideration of a company subject to corporate tax and having its seat in France by persons, who are not resident in France for tax purposes within the meaning of Article 4 B of the French *Code général des impôts* or whose registered office is located outside France, are subject to a tax in France when such persons:

- have held, at any time during the five years preceding the sale, directly or indirectly, with their spouse, ascendants and descendants, more than 25% of the rights in the Company's profits, in which case the levy is fixed at (i) the standard rate of corporate income tax set out in the second paragraph of Article 219, I of the CGI (*i.e.*, 25% for fiscal years beginning as from January 1, 2022) when due by a legal person or entity in any form or (ii) the rate of 12.8% when due by an individual; or
- are domiciled, established or incorporated outside France in an NCST other than those mentioned in Article 238-0 A, 2 *bis*, 2° of the CGI (whatever the percentage of rights held in the profits of the concerned company), in which case the levy is fixed at the rate of 75%, unless they provide proof that the transactions to which these profits correspond mainly have an object and an effect other than to allow them to be located in an NCST.

Persons falling in the scope of one of these two categories should consult their usual tax advisors to assess the possible impact of the provisions of Article 244-bis B of the French *Code général des impôts*, in particular in light of the fact that despite having its registered office in the Netherlands, the Company is expected to be French tax resident.

Furthermore, upon disposal of their shares, foreign shareholders are invited to consult appropriate counsel so as to assess their tax obligations in their country of residence as well as possibly in France in case the Company could then be considered as a real estate rich entity pursuant to Article 244-bis A of the French *Code général des impôts* or in case Article 244-bis B of the French *Code général des impôts* applies or whether they may be able to claim an exemption.

14.1.6 French transfer taxes and financial transaction tax

In principle, the Havas Ordinary Shares should not fall within the scope of the French FTT since the Company's registered office is not located in France but in the Netherlands. However, it cannot be excluded that the FTA take the view that the Company should be considered a French company for French FTT purposes and, in such case, the shares of the Company might fall within the scope of the French FTT provided by Article 235 *ter* ZD of the French *Code général des impôts*, which is applicable, under certain circumstances, to the acquisition of equity securities or assimilated securities admitted to trading on a regulated market, which are issued by a company whose registered office is located in France and whose market capitalization as of December 1st of the preceding year exceeds EUR 1 billion. Transactions on the Havas Ordinary Shares undertaken in 2024 and 2025 will not be subject to the French FTT in any case (since the completion of the Distribution is expected to occur after December 1, 2024). A list of the companies within the scope of the French FTT is published every year. The Company might be on that list with effect as from January 1, 2026, if its market capitalization as of December 1, 2025 exceeds EUR 1 billion. In this case, the French FTT will be due in an amount equal to 0.3% of the consideration paid for the equity instruments of the Company acquired on the secondary market as from January 1, 2026 (subject to certain exceptions). Acquisitions of equity or similar securities subject to this tax are exempt from registration taxes provided for by Article 726 of the French *Code général des impôts*. As part of the ongoing discussions on the draft finance law for 2025, several proposals emerged to amend the scope of the French FTT and its rate; it cannot be excluded that the rules governing the application of the French FTT will change in the future.

Pursuant to Articles 718 and 726 of the French *Code général des impôts*, the sale of shares of companies whose registered office are not located in France and that do not qualify as real estate companies in France are subject to French transfer taxes only where the sale of such shares is evidenced by a deed executed in France. As Havas is a company governed by the laws of the Netherlands, it is not expected that the sale of the Havas Ordinary Shares will be subject to such French transfer taxes provided that such sale is not evidenced by a deed executed in France. However, it cannot be excluded that, as a result of Havas N.V's effective place of management and headquarters being located in France, the FTA take a contrary position and try to subject transactions on the Havas Ordinary Shares to French transfer taxes

irrespective of the place of execution of the deed evidencing the sale. In such case, a 0.1% French transfer tax would be applicable.

14.1.7 French inheritance and gift tax

Subject to the provisions contained in the inheritance double tax treaties (which may provide for certain exemptions or grant credits), the Havas Ordinary Shares received by individuals by way of inheritance or gift will generally be subject to inheritance or gift taxes in France, irrespective of the residence of the donor/deceased or the donee/heir, since they are expected to qualify as French assets for such purposes. Indeed, pursuant to the administrative guidelines (BOI-ENR-DMTG-10-10-30 para. 100), shares of a company having its place of effective management in France are deemed French assets. Shareholders must consult with their usual tax advisor to assess the possible impact on them.

14.2 Material Dutch tax considerations

The summary provided in this Section 14.2 solely addresses the principal Dutch tax consequences of the acquisition, ownership and disposal of Havas Shares and does not purport to describe every aspect of taxation that may be relevant to a particular holder. This summary does not describe any Dutch tax considerations or consequences arising from the Dutch Minimum Tax Act 2024 (the Dutch implementation of Council Directive (EU) 2022/2523 of December 14, 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the EU). Tax matters are complex, and the tax consequences of the Admission to a particular holder of Havas Shares will depend in part on such holder's circumstances. Accordingly, a holder must consult his own tax advisor for a full understanding of the tax consequences of the Admission to him, including the applicability and effect of Dutch tax laws.

Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this summary the terms "the Netherlands" and "Dutch" are used, these refer solely to the European part of the Kingdom of the Netherlands. This summary assumes that the Company is organized, and that its business will be conducted, in the manner outlined in this Prospectus, including that the Company's place of effective management is in, and as a consequence, that it is solely a tax resident of, France. A change to such organizational structure, including its place of effective management or to the manner in which the Company conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of the Netherlands (unpublished case law not included) as it stands as at the date of this Prospectus. The tax law upon which this summary is based, is subject to changes, possibly with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

The summary in this Material Dutch tax considerations paragraph does not address the Dutch tax consequences for a holder of Havas Shares who:

- (i) is a person who may be deemed an owner of Havas Shares for Dutch tax purposes pursuant to specific statutory attribution rules in Dutch tax law;
- (ii) is, although in principle subject to Dutch corporation tax, in whole or in part, specifically exempt from that tax in connection with income from Havas Shares;
- (iii) is an investment institution as defined in the Dutch Corporation Tax Act 1969;
- (iv) is an entity that, although in principle subject to Dutch corporation tax, is fully or partly exempt from Dutch corporation tax;

- (v) owns Havas Shares in connection with a membership of a management board or a supervisory board, an employment relationship, a deemed employment relationship or management role;
- (vi) has a substantial interest in the Company or a deemed substantial interest in the Company for Dutch tax purposes. Generally, a person holds a substantial interest if (a) such person – either alone or, in the case of an individual, together with his partner or any of his relatives by blood or by marriage in the direct line (including foster-children) or of those of his partner for Dutch tax purposes – owns or is deemed to own, directly or indirectly, 5% or more of the shares or of any class of shares of the Company, or rights to acquire, directly or indirectly, such an interest in the shares of the Company or profit participating certificates relating to 5% or more of the annual profits or to 5% or more of the liquidation proceeds of the Company, or (b) such person’s shares, rights to acquire shares or profit participating certificates in the Company are held by him following the application of a non-recognition provision; or
- (vii) is for Dutch tax purposes taxable as a corporate entity and resident of Aruba, Curaçao or Sint Maarten.

14.2.1 Taxes on income and capital gains

14.2.1.1 *Resident holders of Havas Shares*

A holder of Havas Shares who is resident or deemed to be resident in the Netherlands for Dutch tax purposes is fully subject to Dutch income tax if such holder is an individual or fully subject to Dutch corporation tax if it is a corporate entity, or an entity, including an association, a partnership and a mutual fund, taxable as a corporate entity, as described in the summary below.

(a) Individuals deriving profits or deemed to be deriving profits from an enterprise

Any benefits derived or deemed to be derived from or in connection with Havas Shares that are attributable to an enterprise from which an individual derives profits, whether as an entrepreneur or pursuant to a co-entitlement to the net value of an enterprise, other than as a shareholder, are generally subject to Dutch income tax at progressive rates up to 49.5%.

(b) Individuals deriving benefits from miscellaneous activities

Any benefits derived or deemed to be derived from or in connection with Havas Shares that constitute benefits from miscellaneous activities by an individual are generally subject to Dutch income tax at progressive rates up to 49.5%.

An individual may, *inter alia*, derive, or be deemed to derive, benefits from or in connection with Havas Shares that are taxable as benefits from miscellaneous activities if his investment activities go beyond regular active portfolio management.

(c) Other individuals

If a holder of Havas Shares is an individual whose situation has not been discussed before in this Section 14.2.1.1, “*Resident holders of Havas Shares*”, the value of his Havas Shares forms part of the yield basis for purposes of tax on benefits from savings and investments. A deemed benefit, which is calculated on the basis of a holder’s actual bank savings plus his actual other investments (including the value of his Havas Shares), minus his actual liabilities while taking into account a deemed benefit for each of these categories, is taxed at the rate of 36%. For the year 2024, the estimated deemed benefit rate for actual bank savings is 1.03%, the deemed benefit rate for actual other investments is 6.04% and the estimated deemed benefit rate for actual liabilities is 2.47%. The estimated deemed return percentages will be confirmed later. Actual benefits derived from or in connection with his Havas Shares are not subject to Dutch income tax.

The Dutch Supreme Court has ruled that the regime as set out hereinabove is incompatible with the European Convention on Human Rights as well as the First Protocol to this Convention in cases where the deemed benefit is higher than the actual nominal return on the assets and liabilities of the holder of Havas Shares, which includes unrealized changes in value of such assets and liabilities. In these cases, restoration rights must be granted to such holder of Havas Shares. The Dutch legislator has announced to introduce new legislation to take away the incompatibilities referred to above.

(d) Corporate entities

Any benefits derived or deemed to be derived from or in connection with Havas Shares that are held by a corporate entity, or an entity, including an association, a partnership and a mutual fund, taxable as a corporate entity, are generally subject to Dutch corporation tax.

(e) General

A holder of Havas Shares will not be deemed to be resident in the Netherlands for Dutch tax purposes by reason only of the execution and/or enforcement of the documents relating to the issue of Havas Shares or the performance by the Company of its obligations under such documents or under the Havas Shares.

14.2.1.2 *Non-resident holders of Havas Shares*

(a) Individuals

If a holder of Havas Shares is an individual who is neither resident nor deemed to be resident in the Netherlands for purposes of Dutch income tax, such holder will not be subject to Dutch income tax in respect of any benefits derived or deemed to be derived from or in connection with Havas Shares, except if:

- (i) such holder derives profits from an enterprise, whether as an entrepreneur or pursuant to a co-entitlement to the net value of such enterprise, other than as a shareholder, and such enterprise is carried on, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands, and such holder's Havas Shares are attributable to such permanent establishment or permanent representative;
- (ii) such holder derives benefits or is deemed to derive benefits from or in connection with Havas Shares that are taxable as benefits from miscellaneous activities performed in the Netherlands; or
- (iii) such holder derives profits pursuant to the entitlement to a share in the profits of an enterprise, other than as a holder of securities, which is effectively managed in the Netherlands and to which enterprise such holder's Havas Shares are attributable.

(b) Corporate entities

If a holder of Havas Shares is a corporate entity, or an entity including an association, a partnership and a mutual fund, taxable as a corporate entity, which is neither resident, nor deemed to be resident in the Netherlands for purposes of Dutch corporation tax, it will not be subject to Dutch corporation tax in respect of any benefits derived or deemed to be derived from or in connection with Havas Shares, except if:

- (i) it derives profits from an enterprise directly which is carried on, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands, and to which permanent establishment or permanent representative its Havas Shares are attributable; or

- (ii) it derives profits pursuant to a co-entitlement to the net value of an enterprise which is managed in the Netherlands, other than as a holder of securities, and to which enterprise its Havas Shares are attributable.

(c) General

If a holder of Havas Shares is neither resident nor deemed to be resident in the Netherlands, such holder will for Dutch tax purposes not carry on or be deemed to carry on an enterprise, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands by reason only of the execution and/or enforcement of the documents relating to the issue of Havas Shares or the performance by the Company of its obligations under such documents or under the Havas Shares.

14.2.2 Withholding taxes from dividends

Payments of dividends by the Company under the Havas Shares may be made free from withholding or deduction of or for any taxes of whatever nature imposed, levied, withheld or assessed by the Netherlands or any political subdivision or taxing authority of or in the Netherlands. This position has been confirmed by the Dutch tax authorities in an advance tax ruling issued on September 11, 2024 and valid from June 13, 2024 until December 31, 2028.

14.2.3 Gift and inheritance taxes

No Dutch gift tax or Dutch inheritance tax will arise with respect to an acquisition or deemed acquisition of Havas Shares by way of gift by, or upon the death of, a holder of Havas Shares who is neither resident nor deemed to be resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax except if, in the event of a gift while not being a resident nor being a deemed resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax, the holder of Havas Shares becomes a resident or a deemed resident in the Netherlands and dies within 180 days after the date of the gift.

For purposes of Dutch gift tax and Dutch inheritance tax, a gift of Havas Shares made under a condition precedent is deemed to be made at the time the condition precedent is satisfied.

14.2.4 Registration taxes and duties

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands in respect of or in connection with the execution and/or enforcement (including by legal proceedings and including the enforcement of any foreign judgment in the courts of the Netherlands) of the documents relating to the issue of Havas Shares, the performance by the Company of its obligations under such documents, or the transfer of Havas Shares, except that Dutch real property transfer tax may be due upon an acquisition in connection with Havas Shares of real property situated in the Netherlands, (an interest in) an asset that qualifies as real property situated in the Netherlands, or (an interest in) a right over real property situated in the Netherlands, for the purposes of Dutch real property transfer tax.

14.3 Certain U.S. federal income tax consequences

The following is a summary of certain U.S. federal income tax considerations that are likely to be relevant to the receipt, ownership and disposition of Havas Shares by a U.S. Holder (as defined in this Section 14.3).

This summary is based on provisions of the Internal Revenue Code of 1986 (as amended, the “**Code**”), and regulations, rulings and judicial interpretations thereof, in force as of the date hereof and the Convention Between the Government of the United States of America and the Government of the French Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital (the “**Treaty**”). Those authorities are subject to change and

differing interpretation at any time, perhaps retroactively, so as to result in U.S. federal income tax consequences different from those summarized below.

This summary is not a comprehensive discussion of all of the tax considerations that may be relevant to a particular investor's receipt, holding or disposition of Havas Shares. In particular, this summary is directed only to U.S. Holders that hold Havas Shares and their Vivendi Shares as capital assets and does not address tax consequences that may be applicable to holders that are not U.S. Holders or U.S. Holders who may be subject to special tax rules, such as banks, brokers or dealers in securities or currencies, traders in securities electing to mark to market, financial institutions, life insurance companies, tax-exempt entities, regulated investment companies, entities or arrangements that are treated as partnerships for U.S. federal income tax purposes (or partners therein), holders that own or are treated as owning 5% or more of Vivendi's stock by vote or value, persons holding Vivendi Shares as part of a hedging or conversion transaction or a straddle, persons required to accelerate any item of income as a result of such item's inclusion on any applicable financial statement or persons whose functional currency is not the U.S. dollar. This summary assumes that Havas will be respected as a French tax resident for all applicable tax purposes (including for purposes of the Treaty), though, as discussed above in Section 1.5.2, "*The Company intends to be treated exclusively as a resident of the Republic of France for tax purposes, but other tax authorities may seek to treat it as a tax resident of another jurisdiction*", there can be no guarantee that the IRS, the French and Dutch taxing authorities or any other taxing authority would agree with such position. Moreover, this summary does not address state, local or non-U.S. taxes, any U.S. tax other than income taxes, such as U.S. federal estate and gift taxes, the Medicare contribution tax applicable to net investment income of certain non-corporate U.S. Holders, or any alternative minimum tax consequences of receiving, acquiring, holding or disposing of Havas Shares.

For purposes of this summary, a "**U.S. Holder**" is a beneficial owner of Vivendi Shares and/or Havas Shares (as applicable) that is a citizen or resident of the United States or a U.S. domestic corporation or that otherwise is subject to U.S. federal income taxation on a net income basis in respect of such Vivendi Shares and/or Havas Shares (as applicable) and that is fully eligible for benefits under the Treaty (including pursuant to its "Limitation on Benefits" article).

U.S. Holders should consult their own tax advisors about the consequences of the receipt, acquisition, ownership, and disposition of the Havas Shares, including the relevance to their particular situations of the considerations discussed below and any consequences arising under non-U.S., state, local or other tax laws.

14.3.1 U.S. federal income taxation of the Distribution

Generally, the distribution of property by a corporation in respect of its stock, such as the distribution of the Havas Shares in the Distribution, is taxable to U.S. stockholders. However, under Sections 368 and 355 of the Code, if numerous requirements are met, the distribution by one corporation of an amount of stock constituting "control" (within the meaning of Section 368(c) of the Code) of another corporation may be made on a tax-free basis. While the matter is not free from doubt, Havas and Vivendi believe, based on currently applicable tax law (including the administrative guidance and interpretation thereof), that the Distribution would likely not satisfy certain of such requirements and that, accordingly, it likely constitutes a taxable transaction for U.S. federal income tax purposes. The remainder of this discussion assumes such treatment is respected, and, accordingly, each U.S. Holder who receives Havas Shares in the Distribution will be treated as receiving a taxable distribution in an amount equal to the fair market value of the Havas Shares received (determined at the time of the Distribution). There can be no assurance that the Distribution will qualify for such treatment. Furthermore, U.S. law does not prescribe any particular methodology for determining fair market value for tax purposes, and any methodology chosen by a taxpayer is not binding on the IRS or any other taxing authority. U.S. Holders should consult their own tax advisors with respect to the consequences to them of the Distribution.

Assuming that the Distribution is a taxable distribution, then such distribution will be treated as a dividend for U.S. federal income tax purposes to the extent of Vivendi's current and accumulated earnings and profits, as determined for U.S. federal income tax purposes. To the extent that the amount of the taxable distribution exceeds such earnings and profits, the distribution will be treated to each U.S. Holder first as a non-taxable return of capital until such U.S. Holder's adjusted tax basis in its Vivendi Shares is \$0, and thereafter as gain from the taxable sale or exchange of a capital asset. Vivendi does not maintain calculations of its earnings and profits for U.S. federal income tax purposes, and, accordingly, U.S. Holders should expect that the Distribution will be treated as a dividend in its entirety.

Subject to certain exceptions for short-term positions, the dividends received by an individual with respect to the Vivendi Shares would be subject to taxation at a preferential rate if (i) Vivendi is eligible for the benefits of a comprehensive tax treaty with the United States that the U.S. Treasury determines is satisfactory for purposes of this provision and that includes an exchange of information program (including the Treaty), and (ii) Vivendi was not a passive foreign investment company (a "PFIC") in the year prior to the Distribution or in the year of the Distribution. Vivendi believes it is eligible for the benefits of the Treaty, and, based on its financial statements and relevant market and shareholder data, Vivendi believes that it was not treated as a PFIC for US federal income tax purposes with respect to its 2023 taxable year. In addition, based on Vivendi's financial statements and its current expectations regarding the value and nature of its assets, and the sources and nature of its income, Vivendi does not anticipate becoming a PFIC for its 2024 taxable year.

Because Vivendi is not a U.S. corporation, U.S. Holders that are corporations will generally not be entitled to claim a dividends received deduction with respect to the Distribution. Moreover, each U.S. Holder's tax basis in the Havas Shares received in the Distribution will be equal to the fair market value of such Havas Shares (determined at the time of the Distribution).

Subject to generally applicable limitations and conditions and the discussion above at Section 14.1.2.1(a)(i), "*Tax treatment of the Distribution Component of the Distribution*", French withholding tax with respect to the Distribution paid at the appropriate rate applicable to a U.S. Holder may be eligible for a credit against such U.S. Holder's U.S. federal income tax liability. These generally applicable limitations and conditions include requirements adopted by the IRS in regulations promulgated in December 2021, and any French tax will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. Holder. In the case of a U.S. Holder that consistently elects to apply a modified version of these rules under recently issued temporary guidance and complies with specific requirements set forth in such guidance, the French tax on dividends will be treated as meeting the requirements promulgated in December 2021 and therefore as a creditable tax. In the case of all other U.S. Holders, the application of these requirements to the French tax on dividends is uncertain and Havas has not determined whether these requirements have been met. If the French dividend tax is not a creditable tax for a U.S. Holder or the U.S. Holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. Holder may be able to deduct the French tax in computing such U.S. Holder's taxable income for U.S. federal income tax purposes. Distributions treated as dividends for U.S. federal income tax purposes (including the Distribution as described above) will generally constitute income from sources without the United States and, for U.S. Holders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. Holder's particular circumstances and involve the application of complex rules to those circumstances. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. Holders should consult their own tax advisors regarding the application of these rules to their particular situations.

Holders should consult their personal tax advisors regarding the U.S. federal income tax consequences of the Distribution to them.

14.3.2 Certain U.S. federal income tax considerations relating to the Havas Shares

14.3.2.1 *Taxation of dividends*

Havas does not expect to maintain calculations of its earnings and profits in accordance with U.S. federal income tax principles. U.S. Holders therefore should expect that distributions generally will be treated as dividends for U.S. federal income tax purposes.

For a U.S. Holder, cash dividends paid in a currency other than U.S. dollars generally will be includible in such U.S. Holder's income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such U.S. Holder receives the dividends. Any gain or loss on a subsequent sale, conversion or other disposition of such non-U.S. currency by such U.S. Holder generally will be treated as ordinary income or loss and generally will be income or loss from sources within the United States.

Subject to certain exceptions for short-term positions, the U.S. dollar amount of dividends received by an individual with respect to Havas Shares will be subject to taxation at a preferential rate if the dividends are "qualified dividends." Dividends paid on the Havas Shares will be treated as qualified dividends if (i) the Havas Shares are readily tradable on an established securities market in the United States or Havas, as applicable, is eligible for the benefits of a comprehensive tax treaty with the United States that the U.S. Treasury Department determines is satisfactory for purposes of this provision and that includes an exchange of information program, and (ii) Havas was not, in the year prior to the year in which the dividend was paid, and is not, in the year in which the dividend is paid, PFIC.

The U.S. Treasury has determined that the Treaty meets the requirements for reduced rates of taxation, and Havas expects to be eligible for the benefits of the Treaty. Based on Havas's financial statements and relevant market and shareholder data, Havas believes that neither it nor any predecessor of it was treated as a PFIC for U.S. federal income tax purposes with respect to its 2023 taxable year. In addition, based on its financial statements and current expectations regarding the value and nature of their assets, the sources and nature of their income, and relevant market and shareholder data, Havas does not anticipate becoming a PFIC for its 2024 taxable year or in the foreseeable future. Holders should consult their own tax advisors regarding the availability of the reduced dividend tax rate in light of their own particular circumstances.

Subject to generally applicable limitations and conditions and the discussion above in Section 14.1.2.1(a)(i), "*Tax treatment of the Distribution Component of the Distribution*", French dividend withholding tax paid at the appropriate rate applicable to the U.S. Holder may be eligible for a credit against such U.S. Holder's U.S. federal income tax liability. The limitations and conditions applicable to claiming a foreign tax credit for U.S. federal income tax purposes in respect of such dividends are generally the same as those discussed above in Section 14.3.1, "*U.S. federal income taxation of the Distribution*", in connection with the availability of foreign tax credits for French dividend withholding tax on the Distribution, *mutatis mutandis*.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. Holder's particular circumstances and involve the application of complex rules to those circumstances. U.S. Holders should consult their own tax advisors regarding the application of these rules to their particular situations.

U.S. Holders that receive distributions of additional shares or rights to subscribe for shares as part of a pro rata distribution to all Havas's shareholders generally will not be subject to U.S. federal income tax in respect of the distributions, unless the U.S. Holder has the right to receive cash or property other than such additional shares or rights to subscribe for shares, in which case the U.S. Holder will be treated as if it received cash equal to the fair market value of the distribution.

14.3.2.2 *Taxation of dispositions of shares*

Subject to the discussion below in Section 14.3.2.3, “*Passive Foreign Investment Company status*”, upon a sale, exchange or other taxable disposition of Havas Shares, U.S. Holders will realize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realized on the disposition and the U.S. Holder’s adjusted tax basis in the Havas Shares, as determined in U.S. dollars as discussed below. Such gain or loss will be capital gain or loss, and will generally be long-term capital gain or loss if the Havas Shares have been held for more than one year. Long-term capital gain realized by a U.S. Holder that is an individual generally is subject to taxation at a preferential rate. The deductibility of capital losses is subject to limitations.

If a U.S. Holder sells or otherwise disposes of Havas Shares in exchange for currency other than U.S. dollars, the amount realized generally will be the U.S. dollar value of the currency received at the spot rate in effect on the date of sale or other disposition (or, if the Havas Shares are traded on an established securities market at such time, in the case of cash basis and electing accrual basis U.S. Holders, the settlement date). An accrual basis U.S. Holder that does not elect to determine the amount realized using the spot exchange rate on the settlement date will recognize foreign currency gain or loss equal to the difference between the U.S. dollar value of the amount received based on the spot exchange rates in effect on the date of the sale or other disposition and the settlement date. A U.S. Holder generally will have a tax basis in the currency received equal to the U.S. dollar value of the currency received at the spot rate in effect on the settlement date. Any currency gain or loss realized on the settlement date or the subsequent sale, conversion, or other disposition of the non-U.S. currency received for a different U.S. dollar amount generally will be U.S.-source ordinary income or loss, and will not be eligible for the reduced tax rate applicable to long-term capital gains. If an accrual basis U.S. Holder makes the election described in the first sentence of this paragraph, it must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

Additionally, capital gain or loss recognized by a U.S. Holder on the sale or other disposition of Havas Shares generally will be U.S. source gain or loss for U.S. foreign tax credit purposes. A U.S. Holder should consult its own tax advisors regarding the treatment of any foreign currency gain or loss realized with respect to any currency received in a sale or other disposition of Havas Shares.

14.3.2.3 *Passive Foreign Investment Company status*

Special U.S. tax rules apply to companies that are considered to be PFICs. Havas will be classified as a PFIC in a particular taxable year if, taking into account its proportionate share of the income and assets of its subsidiaries under applicable “look-through” rules, either:

- 75 percent or more of its gross income for the taxable year is passive income; or
- the average percentage of the value of its assets that produce or are held for the production of passive income is at least 50 percent.

For this purpose, passive income generally includes dividends, interest, gains from certain commodities transactions, rents, royalties and the excess of gains over losses from the disposition of assets that produce passive income.

Based on Havas’s financial statements and expectations about the nature and amount of its income, assets, activities and the market value of its equity, Havas and Vivendi do not believe that Havas (or any predecessor thereof) was a PFIC in 2023 and do not expect Havas to become a PFIC in the foreseeable future. In the event that, contrary to such expectation, Havas is classified as a PFIC in any year, and a U.S. Holder does not make a mark-to-market election, as described below, such U.S. Holder will be subject to a special tax at ordinary income tax rates on “excess distributions,” including certain distributions by us and gain that such U.S. Holder recognizes on the sale of Havas Shares. The amount

of income tax on any excess distributions will be increased by an interest charge to compensate for tax deferral, calculated as if the excess distributions were earned ratably over the period the relevant U.S. Holder holds such U.S. Holder's Havas Shares.

If Havas is a PFIC, U.S. Holders can avoid the unfavorable rules described above by electing to mark Havas Shares to market, provided the Havas Shares are considered "marketable." Havas Shares will be marketable if they are regularly traded on certain qualifying U.S. stock exchanges or on a foreign stock exchange that meets certain requirements. A U.S. Holder who makes this mark-to-market election will be required in any year in which Havas is a PFIC to include as ordinary income the excess of the fair market value of such U.S. Holder's Havas Shares at the end of such U.S. Holder's taxable year over such U.S. Holder's basis in those Havas Shares. If at the end of a U.S. Holder's taxable year, such U.S. Holder's basis in the Havas Shares exceeds their fair market value, such U.S. Holder will be entitled to deduct the excess as an ordinary loss, but only to the extent of such U.S. Holder's net mark-to-market gains from previous years. A U.S. Holder's adjusted tax basis in Havas Shares will be adjusted to reflect any income or loss recognized under these rules. In addition, any gain recognized upon the sale of Havas Shares by a U.S. Holder will be taxed as ordinary income in the year of sale and any loss will be treated as an ordinary loss to the extent of such U.S. Holder's net mark-to-market gains from previous years.

Havas Shares will be considered to be regularly traded (i) during the current calendar year if they are traded, other than in *de minimis* quantities, on at least 1/6 of the days remaining in the quarter in which the Distribution occurs, and on at least 15 days during each remaining quarter of the calendar year; and (ii) during any other calendar year if they are traded, other than in *de minimis* quantities, on at least 15 days during each calendar quarter.

Once made, the election cannot be revoked without the consent of the IRS unless the Havas Shares cease to be marketable.

Classification as a PFIC may also have other adverse tax consequences, including, in the case of individuals, the denial of a step-up in the basis of Havas Shares at death.

A U.S. Holder that owns an equity interest in a PFIC generally must annually file IRS Form 8621 and may be required to file other IRS forms. A failure to file one or more of these forms as required may toll the running of the statute of limitations in respect of each of taxable years for which such form is required to be filed. As a result, the taxable years with respect to which a U.S. Holder fails to file the form may remain open to assessment by the IRS indefinitely, until the form is filed.

The U.S. federal income tax rules relating to PFICs are complex. U.S. Holders should consult their own tax advisors regarding the U.S. federal income tax considerations discussed above and the desirability of making a mark-to-market election.

14.3.2.4 *Foreign financial asset reporting.*

Individual U.S. Holders that own "specified foreign financial assets" with an aggregate value in excess of U.S.\$50,000 on the last day of the taxable year, or U.S.\$75,000 at any time during the taxable year, are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. "Specified foreign financial assets" include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on objective criteria. U.S. Holders who fail to report the required information could be subject to substantial penalties. In addition, the statute of limitations for assessment of tax would be suspended, in whole or part. Prospective investors are encouraged to consult with their own tax advisors regarding the possible application of these rules, including the application of the rules to their particular circumstances.

14.3.3 Backup withholding and information reporting

Dividends paid to, and proceeds from a sale or other disposition by, a U.S. Holder in respect of the Vivendi Shares or the Havas Shares generally may be subject to the information reporting requirements of the Code and may be subject to backup withholding unless the U.S. Holder provides an accurate taxpayer identification number and makes any other required certification or otherwise establishes an exemption. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a refund or credit against the U.S. Holder's U.S. federal income tax liability, provided the required information is furnished to the IRS in a timely manner.

A holder that is not a U.S. Holder may be required to comply with certification and identification procedures in order to establish its exemption from information reporting and backup withholding.

15. INDEPENDENT AUDITORS

15.1 Statutory auditors

Deloitte Accountants B.V., having its registered office at Flight Forum 1, 5657 DA Eindhoven, The Netherlands, member of the Netherlands Institute of Chartered Accountants (*Nederlandse Beroepsorganisatie van Accountants*), and represented by Mr. Barry Beemer, has been appointed as statutory auditor of the Company on October 29, 2024 for the financial year ended December 31, 2024.

15.2 Additional auditors

The Consolidated Financial Statements, prepared in accordance with IFRS, have been jointly audited by Constantin and Grant Thornton, as independent statutory auditors of Havas S.A. Constantin and Grant Thornton issued an independent auditors' report on the Consolidated Financial Statements.

The Unaudited Condensed Consolidated Interim Financial Statements, prepared in accordance with IAS 34, have been jointly reviewed by Constantin and Grant Thornton, as independent statutory auditors of Havas S.A. Constantin and Grant Thornton issued an independent auditors' report on the Unaudited Condensed Consolidated Interim Financial Statements.

Constantin has its address at Tour Majunga, 6 place de la Pyramide, 92800 Puteaux, France. Constantin, represented by Thierry Queron, is a member of the *Compagnie régionale des Commissaires aux Comptes de Versailles et du Centre*. Constantin is a member of the Deloitte Touche Tohmatsu Limited network.

Grant Thornton has its address at 29 rue du Pont, 92200 Neuilly-sur-Seine, France. Grant Thornton, represented by Jean-François Baloteaud, is a member of the *Compagnie régionale des Commissaires aux Comptes de Versailles et du Centre*.

Constantin has not resigned, been removed or not been reappointed as Havas S.A.'s statutory auditor during the years ended on December 31, 2023, December 31, 2022 and December 31, 2021. Grant Thornton has not resigned, been removed or not been reappointed as Havas S.A.'s statutory auditor during the years ended on December 31, 2023, December 31, 2022 and December 31, 2021.

16. GENERAL INFORMATION

16.1 Expenses of the Admission

The aggregate expenses related to the Admission to be borne by the Company are estimated at approximately EUR 5 million and include, among other items, the fees due to the AFM and Euronext Amsterdam and legal and administrative expenses, as well as publication costs and applicable taxes, if any.

No expenses have been or will be charged to investors by the Company in relation to the Admission.

16.2 Availability of documents

Pursuant to Article 21 of the Prospectus Regulation, the electronic version of this Prospectus is also available on the Company's website (www.havas.com/listing-documents/). The posting of this Prospectus on the Internet does not constitute an offer to sell or a solicitation of an offer to buy any of the Havas Shares directed to any person in any jurisdiction in which it is unlawful to make such offer or solicitation to such person.

The following documents (or copies thereof) may be obtained free of charge from the Company's website (www.havas.com) from the date of this Prospectus until at least twelve (12) months thereafter:

- the Articles of Association (including the Articles of Association as in force as at the date of this Prospectus);
- the Board Regulations;
- the SVS T&C;
- the charter of the Audit & Sustainability Committee; and
- the charter of the Corporate Governance, Nominations and Remuneration Committee.

17. DEFINITIONS AND GLOSSARY

The following definitions are used in this Prospectus:

“ Account Holder ”	A financial intermediary institution entitled to hold, directly or indirectly, accounts on behalf of its customers with Euroclear France, such as Euroclear Bank S.A./N.V.
“ Admission ”	The admission to listing and trading of all Havas Ordinary Shares on Euronext Amsterdam.
“ ADR ”	American Depositary Receipt.
“ ADSs ”	American Depositary Shares.
“ AFM ”	The Dutch Authority for the Financial Markets (<i>Stichting Autoriteit Financiële Markten</i>).
“ AI ”	Artificial intelligence.
“ AI Charter ”	The internal charter establishing guidelines for Group use of AI, adopted by the Group in late 2023.
“ AI Policy ”	The internal policy implementing aspects of the AI Charter, adopted by the Group in the latter half of 2024.
“ Allocation Ratio ”	The exchange ratio (determined on a 1:1 basis) used to calculate the number of Havas Shares that will be distributed to the Vivendi Shareholders pursuant to the Distribution.
“ Alternative Performance Measures ”	Measures of performance that are not required by, nor are presented in accordance with, IFRS, including (as defined in Section 8.4, “ <i>Alternative Performance Measures</i> ”) net revenue (including net revenue presented on a constant currency basis and on an “organic” basis), Adjusted EBIT, Adjusted EBIT margin, net financial debt/(net cash and cash equivalents), cash conversion rate and free cash flow.
“ AMF ”	The French Financial Markets Authority (<i>Autorité des Marchés Financiers</i>).
“ Annual Accounts ”	The annual accounts of the Company referred to in Section 2:361 DCC.
“ APAC and Africa ”	Asia-Pacific, Middle East and Africa.
“ APRA ”	The U.S. American Privacy Rights Act.
“ Articles of Association ”	The articles of association of the Company as they will read on or prior to the Admission.
“ Board ”	The board of directors (<i>raad van bestuur</i>) of the Company.
“ Board Regulations ”	The written rules and regulations adopted by the Board regarding its internal organization, the manner in which decisions are taken, any quorum requirements, the composition, duties and organization of committees and any other matters concerning the Board, the Executive Directors, the Non-Executive Directors and committees established by the Board.

“Bolloré Concert” and each party thereto a “Concert Party”	The concert between Bolloré SE, Compagnie de l’Odet SE, Mr. Yannick Bolloré and YB6 for reasons described in Section 13.2, <i>“Relationship Agreement”</i> .
“Bolloré SE”	Bolloré SE, a <i>Societas Europaea</i> governed by the laws of France, with its registered office at Odet, 29500 Ergué-Gabéric, France, registered with the Quimper Trade and Companies Register under number 055 804 124. The LEI of Bolloré SE is 969500LEKCHH6VV86P94.
“Bonus”	The annual, performance related bonus in cash, as described in Section 11.10.2.2 <i>“Annual variable remuneration – STP”</i> .
“Canal+ Partial Demerger”	The transaction necessary to effect the separation from Vivendi of the Canal+ businesses, as described in Section 3.2.2.2, <i>“The Canal+ Partial Demerger”</i> .
“CCPA”	The California Consumer Privacy Act, as amended.
“CET”	Central European Time or Central European Summer Time, as the case may be.
“Co-Financial Advisors”	Bank of America, Banque Hottinguer, Barclays, BNP Paribas, CIC, Crédit Agricole CIB, Evercore, Goldman Sachs Bank Europe SE, HSBC, Lazard and Natixis.
“Committee”	The Audit & Sustainability Committee, the Corporate Governance, Nominations and Remuneration Committee and such other committee as the Board may establish from time to time.
“Compagnie Hoche”	Compagnie Hoche SAS, a wholly-owned subsidiary of Vivendi organized as a <i>société par actions simplifiée</i> governed by the laws of France, with its registered office at 59 bis avenue Hoche, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 592 064 992.
“Company”	Havas B.V., a private limited liability company (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) to be converted into a public limited liability company (<i>naamloze vennootschap</i>) governed by the laws of the Netherlands prior to the Admission, with its registered office (<i>statutaire zetel</i>) in Amsterdam, the Netherlands, and its headquarters at 29-30, quai de Dion Bouton, 92800 Puteaux, France.
“Consolidated Financial Statements”	The audited consolidated financial statements of Havas S.A., prepared in accordance with IFRS, as of and for the years ended on December 31, 2023, December 31, 2022 and December 31, 2021, as presented in Section 18, <i>“Historical Financial Information”</i> of this Prospectus. The audit report of the statutory auditors of Havas S.A. on the Consolidated Financial Statements is included in Section 18, <i>“Historical Financial Information”</i> of this Prospectus.

“Constantin”	Constantin & Associés, a member of the Deloitte Touche Tohmatsu Limited network.
“Conversion”	The conversion of the Company into a public limited liability company (<i>naamloze vennootschap</i>) governed by the laws of the Netherlands, prior to the Admission.
“Cross-Border Conversion”	The cross-border conversion of the Company from a simplified joint-stock company (<i>société par actions simplifiée</i>) governed by the laws of France to a private limited liability company (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) governed by the laws of the Netherlands, completed on September 18, 2024.
“CS DDD”	Directive (EU) 2024/1760 of the European Parliament and of the Council of June 13, 2024 on corporate sustainability due diligence (also known as the Corporate Sustainability Due Diligence Directive).
“CSRD”	Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.
“DCC”	Dutch Civil Code (<i>Burgerlijk Wetboek</i>).
“DCGC”	The Dutch corporate governance code, dated December 20, 2022.
“Deed of Conversion and Amendment”	The notarial deed to be executed prior to the Distribution through which the Company will be converted from a Dutch private limited liability company (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) into a Dutch public limited liability company (<i>naamloze vennootschap</i>) and through which the Articles of Association will be amended.
“Delegated Prospectus Regulation”	Commission Delegated Regulation (EU) 2019/980 of March 14, 2019, as amended.
“Dentsu Global Ad Spend 2024”	Dentsu’s May 2024 Global Ad Spend Forecasts.
“DFSA”	The Dutch Financial Supervision Act (<i>Wet op het financieel toezicht</i>).
“Director”	A member of the Board.
“Distribution”	The distribution by Vivendi of all of the Havas Ordinary Shares held by Vivendi to the Vivendi Shareholders, as described in Section 3.3, “ <i>The Distribution</i> ”.
“DPF”	The EU-U.S. Data Privacy Framework.
“DPO”	Data protection officer.
“Duty of Vigilance Law”	French Law No. 2017-399 of March 27, 2017 on the duty of vigilance, as amended.
“D&O”	Directors and officers.

“EEA”	European Economic Area.
“EEA Member State”	Member state of the European Economic Area
“Effective Date”	December 13, 2024 at 11:59 p.m. (CET).
“Enterprise Chamber”	The enterprise chamber of the Court of appeal in Amsterdam (<i>Ondernemingskamer van het Gerechtshof te Amsterdam</i>).
“EPN”	The Group’s Edge Performance Network.
“ePrivacy Directive”	Directive 2002/58/EC of the European Parliament and of the Council of July 12, 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector, as amended.
“ePrivacy Regulation”	The proposed EU regulation on ePrivacy.
“Equity Incentive Plan”	The equity-based long-term incentive plans to be established by the Company.
“ESG”	Environmental, social and governance.
“ESG Matters”	Sustainability, environmental, social, corporate governance and other human capital matters.
“ESRS”	The European Sustainability Reporting Standards set out in Commission Delegated Regulation (EU) 2023/2772 of July 31, 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council as regards sustainability reporting standards, as amended.
“EU”	European Union.
“EU AI Act”	Regulation (EU) 2024/1689 of the European Parliament and of the Council of June 13, 2024 laying down harmonised rules on artificial intelligence (also known as the EU Artificial Intelligence Act).
“EU AI Liability Directive”	The proposal for a directive on adapting non-contractual civil liability rules to AI, published by the European Commission on September 28, 2022, as it may be subsequently amended and adopted by the European Parliament and the Council.
“EU Member States”	Member states of the European Union.
“EUR” or “euro” or “€”	The lawful currency of the European Economic and Monetary Union.
“Euroclear France”	Euroclear France S.A.
“Euronext Amsterdam”	The regulated market operated by Euronext Amsterdam N.V. in Amsterdam.
“Euronext Paris”	The regulated market operated by Euronext Paris S.A. in Paris.
“Ex Date”	The detachment date (for trading purposes) for the Distribution, <i>i.e.</i> , December 16, 2024, which is the date on

which the right for the holders of Vivendi Shares to receive, for each Vivendi Share they hold, one (1) Havas Ordinary Share will detach.

“Exceptional Award”	The exceptional cash performance award granted by the Company or Group Companies in relation to the Distribution and the Admission, as described in Section 11.10.5, “ <i>Awards in relation to the Distribution and the Admission</i> ”.
“Excluded Vivendi Shares”	The Vivendi Shares held by Vivendi or any persons acting in their own name but on behalf of Vivendi on the Effective Date.
“Executive Director”	A Director appointed as executive director.
“Facility”	The revolving credit facility in an aggregate principal amount of up to €700 million under the Facility Agreement.
“Facility Agreement”	The French-law governed unsecured senior facility agreement entered into among Havas S.A. and a syndicate of credit institutions on September 6, 2024.
“FCA”	The United Kingdom Financial Conduct Authority.
“FCPA”	The U.S. Foreign Corrupt Practices Act.
“Financial Advisors”	Each of the Lead Financial Advisors, the Co-Financial Advisors and the Other Financial Advisors.
“Foundation”	Stichting Continuity Havas, a foundation (<i>stichting</i>) governed by Dutch law and established by the Company on October 22, 2024.
“French Data Protection Act”	French Law No. 78-17 of January 6, 1978 on data processing, data files and individual liberties, as amended.
“French FTT”	French financial transaction tax.
“FRSA”	The Dutch Financial Reporting Supervision Act (<i>Wet toezicht financiële verslaggeving</i>).
“FTA”	French tax authorities.
“GDPR”	Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, as amended.
“General Meeting”	General meeting of the Company, being the corporate body, or where the context so requires, the physical meeting of the Company’s shareholders.
“General Secretary”	General secretary of the Company
“GHG”	Greenhouse gas.
“Group”	The Company, Havas S.A.S. and their consolidated direct and indirect subsidiaries.

“Group Company”	a group company of the Company as referred to in Section 2:24b DCC.
“Havas”	The Company.
“Havas Business”	The businesses of Havas described in Section 7, “ <i>Business</i> ” of this Prospectus, which, prior to the completion of the Distribution, formed the Havas business segment of Vivendi.
“Havas Contribution”	The contribution by Vivendi of the Havas Business to Havas, by way of an equity contribution of all issued and outstanding ordinary shares in the capital of Havas S.A. to Havas, completed on October 28, 2024.
“Havas CX”	Havas Customer Experience.
“Havas Ordinary Shares”	The ordinary shares in the Company’s share capital, with a nominal value of EUR 0.20 each.
“Havas S.A.”	Havas S.A., a limited liability company (<i>société anonyme</i>) governed by the laws of France, with its registered office at 29-30, quai de Dion Bouton, 92800 Puteaux, France, registered with the Nanterre Trade and Companies Register under number 335 480 265.
“Havas S.A.S.”	Havas S.A. after its conversion into a simplified joint-stock company (<i>société par actions simplifiée</i>) governed by the laws of France.
“Havas Shares”	The Havas Ordinary Shares and the Havas Special Voting Shares.
“Havas Special Voting Shares”	The Havas Special Voting Shares A and the Havas Special Voting Shares B.
“Havas Special Voting Shares A”	The special voting shares A in the Company’s share capital, with a nominal value of EUR 0.20 each.
“Havas Special Voting Shares B”	The special voting shares B in the Company’s share capital, with a nominal value of EUR 0.60 each.
“IFRS”	International Financial Reporting Standards as adopted by the European Union.
“IP”	Intellectual property.
“ISIN”	International Securities Identification Number.
“IT”	Information technology.
“Klareco”	Klareco Communication Pte Ltd.
“Lead Financial Advisors”	Citi, Morgan Stanley and Société Générale.
“Lead Independent Director”	The lead independent director of the Board.
“LEI”	Legal entity identifier.
“Listing Act”	A European legislative package aiming to make public capital markets in the Union more attractive for companies and to facilitate access to capital for small and medium-

sized enterprises, adopted by the Council of the European Union on October 8, 2024.

“Listing Agent”	Société Générale.
“Listing Date”	The date on which the Havas Ordinary Shares will be admitted to trading on Euronext Amsterdam, initially on an “ <i>if-and-when-delivered</i> ” basis, expected to be on December 16, 2024 at 9:00 a.m. (CET).
“Louis Hachette Group Partial Demerger”	The transaction necessary to effect the separation from Vivendi of the Louis Hachette Group businesses, as described in Section 3.2.2.3, “ <i>The Louis Hachette Group Partial Demerger</i> ”.
“Loyalty Register”	The loyalty register of the Company.
“Mandatory Offer Prevention Obligation”	The obligation of the Concert Parties described in Section 13.2, “ <i>Relationship Agreement</i> ”.
“Market Abuse Regulation”	Regulation (EU) No. 596/2014 of the European Parliament and the Council of April 16, 2014, on market abuse, as amended.
“Mx”	Media Experience.
“Non-Executive Director”	A Director appointed as non-executive director.
“OS”	Operating System.
“Other Financial Advisors”	Banco Santander, COMMERZBANK, Intesa Sanpaolo, J.P. Morgan and Mizuho.
“Paris Agreement”	The agreement adopted under the United Nations Framework Convention on Climate Change and signed on April 22, 2016, and which entered into force on November 4, 2016.
“Partial Demergers”	The Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger.
“PDMR”	Persons discharging managerial responsibilities within the meaning of the Market Abuse Regulation.
“PEA”	French share savings plan (<i>plan d’épargne en actions</i>).
“POP Network”	Prose on Pixels, <i>i.e.</i> , the Group’s global content-at-scale network.
“Preferred Share”	The preferred share in the capital of Havas S.A.S. resulting from the conversion of a ordinary share of Havas S.A.S. acquired by the Foundation.
“Prospectus”	This prospectus dated October 30, 2024.
“Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended.

“Record Date”	December 17, 2024.
“Relationship Agreement”	The relationship agreement to be entered into by Bolloré SE, Compagnie de l’Odet SE and Mr. Yannick Bolloré prior to the Admission, in order to establish certain arrangements between them as shareholders of the Company.
“Reorganization Transactions”	Certain transactions required to effect the Vivendi Spin-Off and described in Section 3.3.1.1, “ <i>The Reorganization Transactions</i> ”.
“R&D”	Research and development.
“Sapin I Law”	French Law No. 93-122 of January 29, 1993 on anticorruption and transparency of the economy and public procedures, as amended.
“Sapin II Law”	French Law No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of the economy, as amended.
“SBTi”	The Science Based Targets initiative.
“SEC”	The United States Securities Exchange Commission.
“Senior Management Team”	The senior managers of the Group listed under Section 11.5 “ <i>Senior Management Team</i> ”.
“Settlement and Paying Agent”	Uptevia S.A.
“Settlement Date”	The date on which the Havas Ordinary Shares distributed pursuant to the Distribution will be settled and delivered to the securities accounts of the Vivendi Shareholders entitled to receive them.
“Shareholder Rights Directive II”	Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 as regards the encouragement of long-term shareholder engagement.
“Significant Influence”	Significant influence (<i>overwegende zeggenschap</i>) exclusively within the meaning of Section 1:1 DFSA.
“Special Capital Reserve”	The special capital reserve to be credited against the Company’s share premium reserve exclusively for the purpose of facilitating any issuance or conversion of Special Voting Shares pursuant to the Articles of Association.
“Special Dividend Reserve”	The separate dividend reserve for the Special Voting Shares that the Company shall maintain pursuant to the Articles of Association.
“SVS T&C”	The terms and conditions that apply to the issuance, allocation, acquisition, holding, transfer and repurchase of Havas Special Voting Shares, as amended from time to time.
“TMT”	Technology, media and telecom.

“TSA”	That certain transition services agreement to be entered into between the Company and Vivendi in the context of the Vivendi Spin-Off.
“U.S.”	The United States of America.
“U.S. Exchange Act”	The United States Securities Exchange Act of 1934, as amended.
“U.S. Securities Act”	The United States Securities Act of 1933, as amended.
“UK Bribery Act”	The UK Bribery Act 2010.
“UK GDPR”	The GDPR as it forms part of retained EU law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and as amended by the Data Protection, Privacy and Electronic Communications (Amendments etc.) (EU Exit) Regulations 2019 (SI 2019/419).
“Unaudited Condensed Consolidated Interim Financial Statements”	The unaudited condensed consolidated interim financial statements of Havas S.A. as of and for the six months ended on June 30, 2024, prepared in accordance with IAS 34 “ <i>Interim Financial Reporting</i> ” as adopted by the European Union, and presented in Section 18, “ <i>Historical Financial Information</i> ” of this Prospectus. The review report of the statutory auditors of Havas S.A. on the Unaudited Condensed Consolidated Interim Financial Statements is included in Section 18, “ <i>Historical Financial Information</i> ” of this Prospectus.
“Vivendi”	Vivendi SE, a <i>Societas Europaea</i> governed by the laws of France, with its registered office at 42 avenue de Friedland, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 343 134 763. The LEI of Vivendi SE is 969500FU4DRAEVJW7U54.
“Vivendi General Meeting”	The combined general meeting of the shareholders of Vivendi, expected to be held on or around December 9, 2024.
“Vivendi Group”	Vivendi, together with its consolidated subsidiaries and its direct and indirect equity interests including, when referring to historical activities prior to the completion of the Distribution, the Havas Business.
“Vivendi Shareholders”	The holders of the Vivendi Shares on the relevant date.
“Vivendi Shares”	The issued and outstanding ordinary shares with a nominal value of EUR 5.50 per share composing the share capital of Vivendi, and admitted to trading on Euronext Paris under the ticker symbol “VIV” with ISIN FR0000127771.
“Vivendi Spin-Off”	The transactions necessary to effect the separation from Vivendi of the Havas Business (including Havas S.A.), the Canal+ businesses (including Group Canal+ S.A.), and the Publishing and Travel Retail businesses, as described in Section 3.2, “ <i>The Vivendi Spin-Off</i> ”, and including the

Distribution, the Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger.

“WARC”

World Advertising Research Center.

“YB6”

YB6, a simplified joint-stock company (*société par actions simplifiée*) to be incorporated prior to the Vivendi General Meeting, the ordinary shares of which will all be held by Mr. Yannick Bolloré upon Admission.

18. HISTORICAL FINANCIAL INFORMATION

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CONSOLIDATED FINANCIAL STATEMENTS

HAVAS

Société Anonyme

29/30, quai de Dion Bouton

92800 - PUTEAUX

Statutory Auditors' audit report on HAVAS Consolidated Financial Statements

Years ended December 31, 2023, 2022 and 2021

Constantin Associés

Member of Deloitte Touche Thomatsu Limited

6, place de la Pyramide
92908 - Paris-La Défense Cedex
S.A.S. au capital de 2 188 160 €
572 028 041 RCS Nanterre

Grant Thornton

Membre de Grant Thornton International

29, rue du Pont
92200 - Neuilly-Sur-Seine
S.A.S au capital de 2 297 184 €
632013 843 RCS Nanterre

HAVAS

Société Anonyme

29/30, quai de Dion Bouton

92800 - PUTEAUX

Statutory Auditors' audit report on HAVAS Consolidated Financial Statements

Years ended December 31, 2023, 2022 and 2021

To the Board of Directors of Havas S.A.,

Opinion

In our capacity as Statutory Auditors of Havas S.A. and in accordance with Regulation (EU) 2017/1129 supplemented with Commission Delegated Regulation (EU) 2019/980, we have audited the consolidated financial statements of Havas S.A. and its subsidiaries (the "Group") prepared for the purpose of inclusion in the prospectus and which comprise the consolidated balance sheets as at December 31, 2023, 2022 and 2021, and the consolidated income statements, the consolidated statements of comprehensive income, the consolidated statements of changes in shareholders' equity and the consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereafter the "Consolidated Financial Statements").

The Board of Directors is responsible for the preparation and presentation of the Consolidated Financial Statements in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union. These Consolidated Financial Statements were approved and authorized for issuance on 25 October 2024 by the Board of Directors of Havas S.A.

In our opinion, the accompanying Consolidated Financial Statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, 2022 and 2021 and of its consolidated financial performance and consolidated cash flows for the years then ended, in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the “Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the International Ethics Standard Board for Accountants’ *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in France, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 (IFRS) as adopted by the EU, 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 Group’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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group’s financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs 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 Consolidated Financial Statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our 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.
- Obtain 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain 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. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Restriction on use and distribution

The Consolidated Financial Statements have been prepared in the context of the admission to listing and trading of all the ordinary shares of HAVAS NV on Euronext Amsterdam. As a result, the Consolidated Financial Statements may not be suitable for another purpose. Therefore, our report is addressed to and intended for the exclusive use of the Board of Directors of Havas S.A. to be included, together with the Consolidated Financial Statements, in the prospectus for the listing of Havas N.V. on Euronext Amsterdam and may not be suitable for any other purpose as third parties are not aware of the purpose of the services and they could interpret the results incorrectly.

This report shall be governed by, and construed in accordance with, French law and professional standards applicable in France. The Courts of France shall have exclusive jurisdiction in relation to any claim, difference or dispute which may arise out of or in connection with our engagement letter or this report.

Paris-La Défense and Neuilly-Sur Seine, October 28, 2024

The Statutory Auditors

Constantin Associés

Member of Deloitte Touche Tohmatsu Limited

Grant Thornton

Membre de Grant Thornton International

Thierry QUERON

Jean-François BALOTEAUD

Consolidated Financial Statements

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1. CONSOLIDATED BALANCE SHEET

ASSETS

(in millions of euros)	Notes	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Non-current assets					
Goodwill	5.2.3	2,428	2,274	2,135	2,027
Intangible assets	5.2.4	51	50	50	52
Property and equipment	5.2.5	220	244	254	268
Rights-of-use assets	5.2.11	284	330	381	402
Equity Investments	5.2.6	19	19	2	2
Financial assets measured at FV through OCI ⁽¹⁾	5.2.7	39	8	9	20
Deferred tax assets	5.2.19	95	98	95	102
Other non-current financial assets	5.2.8	11	12	14	10
Total non-current assets		3,147	3,035	2,940	2,883
Current assets					
Inventories and work in progress		91	114	108	158
Customer receivables ⁽²⁾	5.2.9	2,787	2,734	2,598	2,185
Current tax receivables		81	59	52	64
Other receivables	5.2.9	349	369	328	342
Loan to Vivendi SE	5.2.13	116	130	0	0
Other current financial assets	5.2.8	8	10	7	7
Cash and cash equivalents	5.2.12	322	345	775	339
Total current assets		3,754	3,761	3,868	3,095
TOTAL ASSETS		6,901	6,796	6,808	5,978

(1) Assets measured at fair value through "OCI" (Other Comprehensive Income)

(2) Including accounts from media buying transactions

EQUITY AND LIABILITIES

(in millions of euros)	Notes	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Shareholders' equity -Group share		1,931	1,863	1,700	1,559
Capital		170	170	170	170
Share premium account		1,401	1,401	1,401	1,401
Currency translation adjustments		(40)	(14)	(49)	(108)
Other reserves and retained earnings		400	306	178	95
Non-controlling interests		28	25	38	29
Total equity		1,959	1,888	1,738	1,588
Non-current liabilities					
Long-term borrowings	5.2.15	3	3	4	5
Lease liabilities over 1 year	5.2.11	286	347	381	405
Earn-out and non-controlling interest buy-out obligations	5.2.14	194	152	126	96
Other long-term provisions	5.2.16	122	117	132	157
Deferred tax liabilities	5.2.19	66	55	57	79
Other non-current liabilities		19	11	8	20
Total non-current liabilities		690	685	708	762
Current Liabilities					
Short-term borrowings	5.2.15	4	5	6	7
Lease liabilities under 1 year	5.2.11	81	79	74	70
Short-term borrowing from Vivendi SE	5.2.13	0	0	390	115
Earn-out and non-controlling interest buy-out obligations	5.2.14	84	55	41	29
Short-term provisions	5.2.16	63	62	63	62
Trade payables ⁽¹⁾		2,844	2,867	2,637	2,388
Tax payables		31	26	29	26
Other payables	5.2.20	1,145	1,129	1,122	931
Total current liabilities		4,252	4,223	4,362	3,628
TOTAL LIABILITIES		6,901	6,796	6,808	5,978

(1) Including accounts from media buying transactions.

2. CONSOLIDATED INCOME STATEMENT

(in millions of euros)	Notes	2023	2022	2021
Revenue		2,872	2,765	2,341
Costs rebilled to customers		(177)	(175)	(103)
Personnel costs	5.2.22	(1,833)	(1,756)	(1,502)
Other operating income	5.2.23	89	103	59
Other operating expenses	5.2.23	(500)	(491)	(426)
Depreciation and amortization	5.2.23	(121)	(145)	(118)
Performance shares	5.2.18	(3)	(4)	(4)
Impairment goodwill / Earn-out updated		2	6	(3)
Restructuring		(19)	(17)	(5)
Operating income (EBIT)		310	286	239
Interest		8	10	5
Other financial income		31	40	32
Other financial expenses		(70)	(63)	(81)
Net financial expense	5.2.25	(31)	(13)	(44)
Income before tax		279	273	195
Income taxes	5.2.19	(95)	(80)	(58)
Net Income		184	193	136
Non-controlling interests		17	22	23
Net income attributable to the shareholders of Havas		167	171	113
Basic and diluted net income per share attributable to the shareholders of Havas (in euros)	5.2.26	0.39	0.40	0.27

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in millions of euros)	2023	2022	2021
Net income	184	193	136
Actuarial gains/(losses) related to defined benefit plans	(8)	14	32
Deferred taxes on actuarial gains/(losses) related to defined benefit plans	2	(3)	(6)
Financial assets at fair value through other comprehensive income	9	(1)	
Total items that will not be reclassified subsequently	3	10	26
Foreign currency translation adjustments	(30)	38	61
Total items that may be reclassified subsequently	(30)	38	61
Other comprehensive income (loss)	(27)	48	87
TOTAL COMPREHENSIVE INCOME	157	241	223
Group share	140	219	200
Non-controlling interests	17	22	23

3. CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Group share											
(in millions of euros)	Number of shares (in thousands)	Capital	Share premium account	Retained and consolidated earnings	Transactions between shareholders	Unrealized losses/ financial instruments	Actuarial gains/(losses)	Currency translation adjustments	Total	Non- controlling interests	Total Equity
Consolidated shareholders' equity at											
01.01.2021	426,138	170	1,401	148	18	(1)	(70)	(108)	1,559	29	1,588
Dividends distributed	-	-	-	(33)	-	-	-	-	(33)	(14)	(47)
Net income	-	-	-	113	-	-	-	-	113	23	136
Other comprehensive income net of tax	-	-	-	-	-	-	26	61	87	-	87
Change in ownership interests, other (1)	-	-	-	7	(31)	-	-	(2)	(27)	-	(27)
Consolidated shareholders' equity at											
12.31.2021	426,138	170	1,401	236	(13)	(1)	(44)	(49)	1,700	38	1,738
Dividends distributed	-	-	-	(77)	-	-	-	-	(77)	(18)	(95)
Net income	-	-	-	171	-	-	-	-	171	22	193
Other comprehensive income net of tax	-	-	-	(1)	-	-	11	38	48	-	48
Change in ownership interests, other (1)	-	-	-	8	16	-	-	(3)	21	(17)	4
Consolidated shareholders' equity at											
12.31.2022	426,138	170	1,401	337	3	(1)	(33)	(14)	1,863	25	1,888
Dividends distributed	-	-	-	(85)	-	-	-	-	(85)	(16)	(101)
Net income	-	-	-	167	-	-	-	-	167	17	184
Other comprehensive income net of tax	-	-	-	8	-	1	(6)	(30)	(27)	-	(27)
Change in ownership interests, other (1)	-	-	-	7	2	-	-	4	13	2	15
Consolidated shareholders' equity at 12.31.2023											
	426,138	170	1,401	434	5	-	(39)	(40)	1,931	28	1,959

(1) Mainly relates to hyperinflation in Argentina and buy-out adjustments.

4. CONSOLIDATED STATEMENT OF CASH FLOWS

(in millions of euros)	Notes	2023	2022	2021
Operating activities				
Net income		184	193	136
Elimination of non-cash items		235	228	220
Amortization, depreciation and impairment		122	138	125
Current income taxes		79	90	81
Changes in deferred taxes		16	(10)	(23)
Gains/(losses) on disposals of fixed assets		5	5	(2)
Other non-cash transactions		(2)	(7)	3
Finance costs		15	12	36
Tax paid		(89)	(91)	(63)
Changes in working capital		11	40	39
Decrease/(increase) inventories and work in progress		20	(6)	56
Decrease/(increase) in customer receivables		(57)	(60)	(328)
Decrease/(increase) in other receivables		36	(28)	20
Increase/(decrease) in trade payables		10	174	157
Increase/(decrease) in other payables		2	(40)	134
Net cash provided by operating activities		341	370	332
Investing activities				
Purchases of fixed assets		(133)	(80)	(46)
Intangible and tangible	5.2.4 / 5.2.5	(35)	(37)	(26)
Payment for acquisition of subsidiaries, net of cash acquired		(96)	(41)	(14)
Loans granted		(2)	(2)	(6)
Proceeds from sale and repayment of fixed assets		1	8	7
Intangible and tangible		1	1	-
Proceeds from disposal of subsidiaries, net of cash disposed		-	5	4
Repayment of loans granted		-	2	3
Loan to Vivendi SE		14	(130)	-
Interest received		24	18	23
Net cash used in investing activities		(94)	(184)	(16)
Financing activities				
Dividends paid to Havas shareholders	3	(85)	(77)	(33)
Dividends paid to non-controlling interests	3	(16)	(18)	(14)
Short-term borrowing from Vivendi SE		-	(390)	275
Increase / (decrease) in share equity		1	-	1
Repayment of borrowings		(2)	(8)	(3)
Repayment of lease borrowings		(83)	(82)	(73)
Payments for buy-out of non-controlling interests	5.2.14	(18)	(33)	(18)
Interest paid		(27)	(16)	(45)
Interest paid on lease liabilities		(12)	(14)	(14)
Net cash used in financing activities		(242)	(638)	76
Effect of exchange rate changes		(28)	22	44
Net increase/(decrease) in cash and cash equivalents		5	(452)	392
CASH AND CASH EQUIVALENTS AT OPENING	5.2.12	345	775	339
CASH AND CASH EQUIVALENTS AT CLOSING	5.2.12	322	345	775

5. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5.1. Basis of Preparation and Accounting Principles

5.1.1. Introduction

Havas SA (“Havas”) and its subsidiaries (together “Havas” or “the Group”), one of the world’s largest and most established global communications and marketing group, operates in more than 100 countries and employs over 23,000 people.

Havas is a French limited liability Company (société anonyme) with a Board of Directors. It is subject to the provisions of French commercial company law that are applicable to it in France, including the French Commercial Code (*Code de commerce*). Its registered office is located at 29/30 quai de Dion Bouton (92800) Puteaux.

The controlling shareholder of the Group is Vivendi SE (“Vivendi” or together with its subsidiaries “Vivendi Group”), a European company, which since January 7, 2020, has been subject to the provisions of French commercial company law that are applicable to it in France, including the Council Regulation EC No. 2157 /2001 of October 8, 2001 on the statute for a European company and the French Commercial Code (Code de commerce).

At its meetings held on December 13, 2023 and January 30, 2024, Vivendi’s Supervisory Board authorized, upon the recommendation of the Management Board, the possibility to study the feasibility of a project to split Vivendi into several entities, each of which would be listed separately on stock exchanges.

On July 22, 2024, Vivendi announced that it would study (i) the transfer of its share ownership in Havas to Havas N.V., a public company (naamloze vennootschap) governed by the laws of the Netherlands, (ii) the distribution of 100% of Havas N.V. share capital to Vivendi’s shareholders and (iii) the listing of Havas N.V. by the end of 2024. This distribution, exclusively in kind, would take the form of an exceptional distribution (“special dividend”) to Vivendi’s shareholders. The application for listing and admission to trading of Havas N.V.’s shares will be made on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V.

The Consolidated Financial Statements are presented in euros, which is the Group’s presentation currency, and all values are rounded to the nearest million, except as otherwise indicated.

5.1.2. Basis of preparation and statement of compliance

The Consolidated Financial Statements, consist of the consolidated balance sheet as of December 31, 2023, 2022, 2021, and as of January 1, 2021, the consolidated income statements, the consolidated cash flows statements and the consolidated statements of shareholders’ equity for the years ended December 31, 2023, 2022 and 2021.

They have been prepared in accordance with International Financial Reporting Standards (“IFRS Accounting Standards”) as adopted by the European Union (“EU”) regulation n°1606/2002 of July 19, 2002. The term “IFRS Accounting Standards” refers collectively to International Accounting Standards (“IAS”) and IFRS Accounting Standards as well as the interpretations issued by the Standing Interpretations Committee (“SIC”) and the International Financial Reporting Interpretations Committee (“IFRIC”), whose application is mandatory for the year ended December 31, 2023.

The Group first applied IFRS 1 (First-time Adoption of International Financial Reporting Standards) as of January 1, 2004 and while consolidated by Vivendi SE since 2017, the Group continued to publish consolidated financial statements for its bond holders until December 31, 2019.

As the Group did not publish consolidated financial statements under IFRS for the year and as of December 31, 2020, the management of Havas decided to apply the provision of the Paragraph 4A of IFRS1, and thus elected to apply IFRS Accounting Standards retrospectively in accordance with IAS 8 (Accounting Policies, Changes in Accounting Estimates and Errors) as if it had never stopped applying IFRS Accounting Standards.

The management elected for the option provided by the paragraph 4A of IFRS1 in order to disclose financial information consistent with the publications previously made.

These consolidated financial statements have been prepared on the basis of and consistent with estimates as of and for years ended December 31, 2023, December 31, 2022, December 31, 2021 and December 31, 2020, made by the management of Havas SA as of March 7, 2024, March 6, 2023, March 7, 2022, March 3 2021, respectively. Subsequent developments from March 7, 2024 to October 25, 2024 did not result in adjusting events in the consolidated financial statements.

The consolidated financial statements were prepared on a historical cost basis, with the exception of certain asset and liability categories and in accordance with the provisions set out in IFRS such as employee benefits measured using the projected unit credit method, borrowings measured at amortized cost and financial assets measured at fair value through OCI.

5.1.3. Approval of the Consolidated Financial Statements

The consolidated financial statements were prepared under the supervision of the Chief Financial Officer of the Group and were approved and authorized for issuance by the Board of Directors of Havas on October 25, 2024.

5.1.4. Consolidation accounting methods and principles

5.1.4.1. Standards and interpretations applicable from January 1, 2023 and applied from January 1, 2023

The following standards have mandatory application and were applied for periods beginning on or after January 1, 2023:

- Amendments to IAS 12 (Income Tax), International Tax Reform – Pillar Two Model Rules, effective on or after January 1, 2023,
- Amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2 titled Disclosure of Accounting Policies, effective on or after January 1, 2023,
- Amendments to IAS 8 (Accounting Policies, Changes in Accounting Estimates and Errors) – Definition of Accounting Estimates, effective on or after January 1, 2023,
- Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single Transaction, effective for annual periods beginning on or after January 1, 2023.

The application of the amendments had no material impact on the amounts recognized or on the disclosures in the Consolidated Financial Statements.

Havas applies the exception to the amendment to IAS 12 - Income Taxes, relating to the international tax reform referred to as “Pillar 2”, regarding the non-recognition of deferred tax assets and liabilities related to Pillar 2 income taxes. The preliminary assessment by Havas management of the application of such international tax reform indicates that no significant impact should be expected.

5.1.4.2. Standards and interpretations not yet applied

Havas has not early adopted the following standards and interpretations, for which application is not mandatory for periods starting from January 1, 2024, and that may impact the amounts reported:

- Amendments to IAS 7 – (Statement of Cash Flows) – Supplier Finance Arrangements and IFRS 7 – Financial Instruments: Disclosures), effective on or after January 1, 2024,
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current, effective on or after January 1, 2024,
- Amendments to IFRS 16 (Leases) – Lease Liability in a Sale and Leaseback, effective on or after January 1, 2024,

- Amendments to IFRS 10 – Consolidated Financial Statements and IAS 28 (Investments in Associates and Joint Ventures) – Sale or Contribution of Assets between an Investor and its Associate, effective date of the amendments has not yet been determined by the IASB,
- Amendments to IAS 21 (The Effects of Changes in Foreign Exchange Rates) – Lack of Exchangeability, effective on or after January 1, 2025,
- Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments, effective on or after January 1, 2026 (not yet endorsed for use in the European Union, or “EU”), and
- IFRS 18 Presentation and Disclosures in Financial Statements effective on or after January 1, 2027 (not yet endorsed for use in the EU).

5.1.4.3. Key judgement and estimates

The preparation of the Consolidated Financial Statements in compliance with IFRS Accounting Standards requires Havas Group management to make certain estimates and assumptions which it considers reasonable and realistic. Although these estimates and assumptions are regularly reviewed, based in particular on past or anticipated achievements, facts and circumstances may lead to changes in these estimates and assumptions which could have an impact on the reported amount of Canal+ Group’s assets, liabilities, equity or earnings.

The following areas key assumptions and other key sources of estimation uncertainty and that may have a significant risk of causing a material adjustment on the consolidated financial statements in the next 12 months:

- Litigations: risk estimates performed on an individual basis, noting that the occurrence of certain events during the course of procedures may lead to a risk reassessment at any time (please refer to Note 5.2.16);
- Earn-out and non-controlling interest buy-out obligations: valuation methods used and assumptions to measure earn-out and non-controlling interest buy-out obligations (please refer to Note 5.1.4.23 and 5.1.4.24).

In addition to the above, the following areas involve key assumptions and other key sources of estimation uncertainty and that may have a significant risk of causing a material adjustment on the consolidated financial statements, but are not expected to have a material impact on them in the next 12 months:

- goodwill and other intangible assets: valuation methods used to identify intangible assets acquired through business combinations (please refer to Note 5.1.4.9 and 5.2.4);
- goodwill, intangible assets with indefinite useful lives and assets in progress: assumptions relating to impairment tests performed on each of the group’s cash-generating units (CGUs), future cash flows and discount rates are updated annually (please refer to Note 5.1.4.10 and 5.2.3).

The following are the critical judgements, apart from those involving estimations (which are presented separately above), that management has made in the process of applying the Havas Group accounting policies and that have the most significant effect on the amounts recognized in its consolidated financial statements:

- Provisions and litigation: the management has carefully assessed the facts and circumstances regarding legal obligation (statutory, regulatory or contractual) or constructive obligation resulting from past events, as well as relevant legal documents, to determine whether it is probable that an outflow of resources will be required to settle the obligation.

5.1.4.4. Consideration of climate change issues

The management of Havas considered the potential impacts of climate change and the commitments made by the Group on its estimates and assumptions when preparing the Consolidated Financial Statements.

While Havas’ management ensured that the assumptions used in the goodwill impairment tests took into consideration the most likely future effects related to climate change issues, it determined that the consequences of climate change and the commitments made by the group are not likely to have a material impact on its activities in the medium term. While currently immaterial, the risks related to climate change continue to evolve and these will continue to be assessed against the Group’s judgments and estimates.

5.1.4.5. Principle of consolidation

Consolidation

All companies in which Havas has a controlling interest, namely those in which it has the power to govern financial and operational policies to obtain benefits from their operations, are fully consolidated.

Control as defined by IFRS 10 – Consolidated Financial Statements is based on the following three criteria to be fulfilled cumulatively to assess if the parent company exercises control:

- a parent company has power over a subsidiary when the parent company has existing rights that give it the current ability to direct the relevant activities of the subsidiary, i.e., the activities that significantly affect the subsidiary’s returns. Power may arise from existing or potential voting rights, or contractual arrangements. Voting rights must be substantial, i.e., exercisable at any time without limitation, particularly during decision-making processes related to significant activities. Assessment of the exercise of power depends on the nature of the subsidiary’s relevant activities, the internal decision-making process, and the allocation of rights among the subsidiary’s other shareowners;
- the parent company is exposed, or has rights, to variable returns from its involvement with the subsidiary which may vary as a result of the subsidiary’s performance. The term “returns” is broadly defined and includes, among other things, dividends and other economic benefit distributions, changes in the value of the investment in the subsidiary, economies of scale, and business synergies; and
- the parent company has the ability to use its power to affect the returns. Exercising power without having any impact on returns does not qualify as control.

The Consolidated Financial Statements are presented as if the Group was a single economic entity with two categories of owners: (i) the owners of the parent company (Havas SA shareowners) and (ii) the owners of non-controlling interests (minority shareholders of the subsidiaries). A non-controlling interest is defined as the interest in a subsidiary that is not attributable, whether directly or indirectly, to a parent company. As a result, reductions in a parent company’s ownership interest in a subsidiary that do not result in a loss of control only impact equity, as control of the economic entity does not change. In addition, Havas recognizes the difference between the acquisition price and the carrying amount of non-controlling interests acquired as a change in equity attributable to Havas shareowners. Conversely, any acquisition of control achieved in stages or a loss of control gives rise to profit or loss in the statement of earnings.

Equity accounting

Entities over which Havas exercises significant influence as well as joint ventures are accounted for under the equity method. Significant influence is deemed to exist when Havas holds, directly or indirectly, at least 20% of the voting rights in an entity unless it can be clearly established that Havas does not exercise a significant influence. Significant influence can be evidenced through further indicia, such as representation on the entity's board of directors or equivalent governing body, participation in policy-making of financial and operational processes, material transactions with the entity or the interchange of managerial personnel or provision of essential technical information.

5.1.4.6. Translation of foreign subsidiaries' accounts

The Group's presentation currency is the euro.

The financial statements of foreign entities whose functional currency is not the euro are converted using the closing rate method. According to this method, shareholders' equity is maintained at the historical rate, balance sheet assets and liabilities are converted to the euro at the closing rate for the period, income and expenses in the consolidated income statement and consolidated statement of cash flows are converted at the average rate for the period. The resulting translation differences are directly recorded in shareholders' equity.

Goodwill and fair value adjustments to assets and liabilities resulting from the recognition of an acquisition of a foreign entity are expressed in the functional currency of the acquired business and converted to euros at the closing rate.

5.1.4.7. Accounting for transactions denominated in foreign currencies

Transactions denominated in a currency other than the functional currency of the entity are converted at the exchange rate in effect on the transaction date. At each balance sheet date, monetary assets and liabilities denominated in foreign currencies are converted at the closing exchange rate. All translation differences are recorded in the consolidated income statement for the period, except for differences related to foreign currency borrowings that hedge the net investment in a foreign entity.

The financial statements of entities in hyperinflationary economies are translated in accordance with IAS 29 "Financial reporting in hyperinflationary economies". Non-monetary balance sheet items, income statement items, comprehensive income items and cash flow statement items are adjusted for inflation in their original local currency, then all the financial statements are translated at the closing exchange rate for the period. This hyperinflationary accounting leads to recognition of a gain or loss resulting from exposure to hyperinflation, which is classified as other financial expenses and thus recognized as retained earnings the following year. The accounts of the Group's subsidiaries in Argentina are consolidated in accordance with the principles of IAS 29, which have been applied since January 1, 2018.

As a result of the consolidation of the subsidiaries in Argentina in accordance with the principles of IAS 29, expenses of €7.1 million, €6.7 million and €5.2 million were recognized as other financial expenses in 2023, 2022 and 2021, respectively.

5.1.4.8. Elimination of intragroup transactions

Balances of intragroup accounts receivables and payables and intragroup transactions such as internal billings, dividend payments, capital gains or losses on disposals, allowances or reversals of provisions relating to investments in consolidated subsidiaries are eliminated.

5.1.4.9. Business combinations and goodwill

As from January 1, 2010, business combinations are recorded using the acquisition method. Under this method, upon the initial consolidation of an entity over which the group has acquired exclusive control:

- the identifiable assets acquired and the liabilities assumed are recognized at their fair value on the acquisition date; and
- non-controlling interests are measured either at fair value (the "full" goodwill method) or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets (the "partial" goodwill method). This option is available on a transaction-by-transaction basis.

On the acquisition date, goodwill is initially measured as the difference between:

- (i) the fair value of the consideration transferred, plus the amount of non-controlling interests in the acquiree and, in a business combination achieved in stages, the fair value on the acquisition date of the previously held equity interest in the acquiree; and
- (ii) the net fair value of the identifiable assets acquired and liabilities assumed on the acquisition date.

The measurement of non-controlling interests at fair value results in an increase in goodwill up to the extent attributable to these interests, thereby leading to the recognition of a "full goodwill".

Allocation of the purchase price shall be performed within 12 months after the acquisition date. If goodwill is negative, it is recognized in the consolidated income statement.

After the acquisition date, goodwill is measured at its initial amount less recorded accumulated impairment.

In addition, the following principles are applied to business combinations:

- on the acquisition date, to the extent possible, goodwill is allocated to each cash-generating unit likely to benefit from the business combination;
- contingent consideration in a business combination is recorded at fair value on the acquisition date, and any subsequent adjustment occurring after the purchase price allocation period is recognized in the consolidated income statement;
- acquisition-related costs are recognized as expenses when incurred;
- in the event of the acquisition of an additional interest in a subsidiary, Havas recognizes the difference between the acquisition price and the carrying amount of non-controlling interests acquired as a change in equity attributable to Havas shareowners; and
- goodwill is not amortized.

On disposal of a subsidiary, the amount of attributable goodwill is included in the calculation of the gain or loss on disposal.

Goodwill relating to equity method affiliates are included in the carrying amount of investments in associates.

5.1.4.10. Intangible assets

Other intangible assets, separately acquired, are accounted for at their acquisition cost. Research expenses are recognized in the consolidated income statement for the financial period in which they are incurred.

Other intangible assets which are acquired in the course of business combinations are accounted for at their fair value at the completion date and separately from goodwill as long as they:

- are identifiable, i.e. they result from legal or contractual rights; or
- can be separated from the acquired company.

Intangible assets mainly consist of software and trademarks.

Software is amortized over its useful life, estimated at one or five years.

5.1.4.11. Property and equipment

Property and equipment are carried at historical cost less any accumulated depreciation and impairment losses. Historical cost includes the acquisition cost or production cost, costs directly attributable to transporting an asset to its physical location and preparing it for its operational use, the estimated costs relating to the demolition and the collection of property and equipment, and the rehabilitation of the physical location resulting from the incurred obligation.

When property and equipment include significant components with different useful lives, they are recorded and depreciated separately.

Depreciation is calculated using the straight-line method based on the estimated useful life of the assets. Useful lives of the main components are reviewed at the end of each reporting period as follows:

- Buildings: 15 to 33 years
- Fixtures, fittings and general installations: 3 to 16 years
- Office equipment and furniture: 3 to 10 years
- IT equipment: 3 to 5 years.

5.1.4.12. IFRS 16 right-of-use assets and lease liabilities

Havas applies IFRS 16 with retrospective effect as from January 1, 2019 without restating comparative periods in the Consolidated Financial Statements.

The amount of lease liabilities relating to leases arising from business combinations after January 1, 2019 is measured at the present value of the remaining fixed and minimum guaranteed lease payments, in accordance with IFRS 16, as if the leases acquired were new leases at the acquisition date. The amount of the rights of use is measured at the amount of the lease liabilities, adjusted to reflect the favorable or unfavorable nature of the lease terms compared with market terms.

The group subleases retail or office space and acts as lessor. When subleases cover substantially all the risks and rewards of the main lease, they are accounted for as finance leases. As a consequence, the right of use of the main lease is not recognized and a finance receivable is recognized. All other subleases are classified as operating subleases.

Measurement of the right-of-use asset and the lease liability

Leases for which Havas is the lessee are recorded at the commencement date and result in the recognition of a lease liability equal to the present value of future fixed payments and minimum guaranteed payments, against a right-of-use asset relating to leases.

The right-of-use assets related to lease contracts are recognized at cost at the inception date of the lease. The cost of the right-of-use asset includes:

- the amount of the associated lease liability;
- initial direct costs (incremental costs of obtaining the lease);
- payments made prior to the commencement of the lease, less any lease incentives received; and
- dismantling and restoration costs (recognized and measured in accordance with IAS 37).

The right-of-use asset is then depreciated on a straight-line basis over the lease term, as determined in accordance with IFRS 16.

After initial recognition, the liability is:

- increased by the effect of undiscounting the associated lease liability (interest expense on lease liabilities);
- decreased by the cash out for lease payments; and
- reassessed in the event of an amendment to the lease contract.

IFRS 16 requires the discount rate for each contract to be determined by reference to the incremental borrowing rate of the borrowing entity. In practice, given the organization of the Group's financing, which is carried or guaranteed almost exclusively by Vivendi SE, the incremental borrowing rates are based on the yield curve for the relevant currency, 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 consolidated 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 rather lead to a remeasurement of the lease liability using a discount rate revised as of the date of the modification, which is recognized 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, which is recognized against an adjustment to the right-of-use asset.

5.1.4.13. Asset impairment

Each time events or changes in the economic environment indicate a risk of impairment to goodwill, other intangible assets, property and equipment, or assets in progress, Havas re-examines the value of these assets. In addition, in accordance with applicable accounting standards, goodwill, other intangible assets with an indefinite useful life, and intangible assets in progress are all subject to an annual impairment test undertaken in the fourth quarter of each year end. This impairment test is performed to compare the recoverable amount of each Cash Generating Unit (CGU) or, if necessary, groups of CGUs, to the carrying amount of the corresponding assets (including goodwill). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The CGUs correspond to geographic area where the Group operates and are consistent with the Group's operating segments. This is reviewed if the Group changes the level at which it monitors the return on operations.

The recoverable amount is determined for each individual asset as the higher of: (i) its value in use; and (ii) its fair value (less costs to sell) as described hereafter. If the asset does not generate cash inflows that are largely independent of other assets or groups of assets, the recoverable amount is determined for the group of assets. In particular, Havas performs an impairment test of goodwill for each CGU, or group of CGUs, depending on the level at which Havas' management measures the return on operations.

The value in use of each asset or group of assets is determined, subject to exceptions, as the discounted value of future cash flows (Discounted Cash Flow method (DCF)) by using cash flow projections consistent with the budget of the following year and the most recent forecasts prepared by the operating segments.

Applied discount rates are determined by reference to available external sources of information, usually based on financial institutions' benchmarks, and reflect the current assessment by Havas of the time value of money and risks specific to each asset or group of assets.

Perpetual growth rates used for the evaluation of CGUs are those used to prepare budgets for each CGU or group of CGUs and, beyond the period covered, are consistent with growth rates estimated by the business by extrapolating growth rates used in the budget, without exceeding the long-term average growth rate for the markets in which the group operates.

The fair value (less costs of sale) is the price that would be received from the sale of an asset or group of assets in an orderly transaction between market participants at the measurement date, less costs of sale. These values are generally determined on the basis of market data (stock market prices or comparison with similar listed companies, with the value attributed to similar assets or companies in recent transactions) or, in the absence of such data, on the basis of discounted cash flows.

If the recoverable amount is lower than the carrying amount of an asset or group of assets, an impairment loss equal to the difference is recognized in operating income (loss). In the case of a group of assets, this impairment loss is first recorded against goodwill.

The impairment losses recognized in respect of property and equipment, and intangible assets (other than goodwill) may be reversed in a later period if the recoverable amount becomes greater than the carrying amount, within the limit of impairment losses previously recognized. Impairment losses recognized in respect of goodwill cannot be reversed at a later date.

5.1.4.14. Financial assets

Non-recyclable assets measured at fair value through other comprehensive income ("OCI")

These include investments in unconsolidated companies. These assets are measured at fair value. Unrealized gains or losses on financial assets at fair value through other comprehensive income are recognized as items that will not be reclassified subsequently to income (loss) in the consolidated income statement.

The fair value of these unconsolidated companies is determined based on future cash flows discounted at the market rates used for similar assets based on available information.

Once the financial asset is sold, collected or removed from the Statement of Financial Position in another way, at which time the accumulated gain or loss previously reported as other comprehensive income (loss) are transferred to retained earnings.

Dividends and interest received from unconsolidated companies are recognized in the consolidated income statement.

Other financial assets

Other financial assets mainly include loan to Vivendi SE, loans to non-consolidated companies or employees, deposits and proceeds receivable from disposal of equity investments. These assets are valued at amortized cost according to the effective interest rate method.

Derivatives

According to the applicable accounting principles, a gain or loss on hedging instruments is recognized either in the consolidated income statement if the instruments meet the criteria of a fair value hedge, or in equity in the case of a future cash flow hedge.

To manage its exposure to interest rate and foreign exchange risks, the Group selectively negotiates derivative instruments with leading banks, thus limiting counterparty risks. These derivatives are subject to Level 2 fair value measurement.

The Group applies hedge accounting to these financial instruments when their hedge efficiency is demonstrated.

5.1.4.15. Cash and cash equivalents

The "cash and cash equivalents" category, defined in accordance with IAS 7, consists, on the one hand of cash in banks and remunerated or unremunerated demand deposits which corresponds to cash, and, on the other hand other highly liquid investments with initial maturities of generally three months or less which correspond to cash equivalents.

5.1.4.16. Customer receivables

Customer receivables are initially accounted for at fair value and subsequently measured at amortized cost minus any impairment losses.

The group recognizes lifetime expected credit losses for customer receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at reporting date.

Furthermore, receivables from customers in disputes or litigation are generally fully impaired.

Customer receivables include, in particular, media buying transactions conducted by the Group. Media buying transactions invoiced to clients but not yet settled, or that remain to be invoiced and for which the media was aired or published.

5.1.4.17. Trade payables

Payables due to media suppliers are recorded under "Trade payables".

5.1.4.18. Inventories and work in progress

Inventories and work in progress include external purchasing costs for specific ongoing projects and from the purchase of media space for resale. An impairment is recognized when their realizable value becomes lower than their cost.

5.1.4.19. Deferred taxes

Differences at closing between the tax base value of assets and liabilities and their carrying value in the consolidated balance sheet give rise to temporary differences.

Deferred tax assets and liabilities are measured at the expected tax rates for the year during which the asset will be realized, or the liability settled, based on tax rates (and tax regulations) enacted or substantially enacted by the closing date. They are reviewed at the end of each year, in line with any changes in applicable tax rates.

Deferred tax assets are recognized for all deductible temporary differences, tax loss carry-forwards and unused tax credits, insofar as it is probable that a taxable profit will be available, or when a current tax liability exists to make use of those deductible temporary differences.

The carrying value of deferred tax assets is reviewed at each closing date, and revalued or reduced to the extent that it is more or less probable that a taxable profit will be available to allow the deferred tax asset to be utilized. When assessing the probability of a taxable profit being available, account is taken, primarily, of prior years' results, forecasted future results (generally over three years), non-recurring items unlikely to occur in the future and the tax strategy.

Uncertain tax liabilities are recorded in corporate income tax liabilities.

The tax rate change effect is either recognized in the consolidated income statement for the financial period or in equity, depending on the corresponding item to which it relates.

5.1.4.20. Borrowing and bank overdrafts

Borrowing and bank overdrafts are initially accounted for at fair value net of incremental and directly associated transaction costs. They are subsequently measured at amortized cost according to the effective interest rate method.

5.1.4.21. Provisions

A provision should be recognized when, as a result of a past event, Havas has a legal or contractual obligation and it is probable that an outflow of economic resources, which can be estimated reliably, will be required to settle the obligation. The amount recognized as a provision represents the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the time value effect is significant, provisions are determined by discounting the expected future cash flows at a pre-tax discount rate that reflects the current market's assessment of the time value of money. If a reliable estimate of the obligation amount cannot be made, no provision is recognized, and this information is disclosed in the notes to the Consolidated Financial Statements.

Provisions recognized in the Consolidated Financial Statements mainly relate to retirement obligations, leased office restoration, tax risk, litigations with third parties and as described in note 5.2.13.

Provisions for leased office restoration are recognized at the commencement date of the lease contract when such contract include an obligation to restore the asset to its original condition. The provision is estimated by management and is regularly reviewed and adjusted as appropriate for new circumstances.

5.1.4.22. Pension and post-employment benefits

Defined contribution plans

Defined contribution plans are for the most part statutory schemes. These are post-employment benefit plans under which, for certain categories of employees, the Group pays defined contributions into an insurance company or an external pension fund, without incurring any other obligation, in respect of services rendered by the employees over the period. These contributions are recorded as expenses when incurred, in the same manner as for payroll. Such plans generate no future commitment on the part of the Group and therefore no provision is recognized.

Some multi-employer defined benefit plans are accounted for as defined contribution plans when the Group does not have the information required to apply the accounting method applicable to defined benefit plan obligations.

Defined benefit plans

Defined benefit plans are post-employment obligations to provide additional benefits to certain categories of employees through contractual or collective labor agreements. These benefits may be settled either as a one-off end-of-service payment or in annual installments, in particular in the United Kingdom.

Pension expenses and defined benefit obligations are calculated by independent actuaries using the projected unit credit method over the vesting period. This method is based on annually updated assumptions which include the probability of employees remaining with Havas until retirement, expected changes in future compensation and an appropriate discount rate for each country in which Havas maintains a pension plan. Discount rates are determined at each year end by reference to yields on notes issued by investment grade companies having a credit rating of AA and maturities identical to that of the valued plans, generally based on relevant rate indices

A provision is recorded in the consolidated balance sheet equal to the difference between the actuarial value of the related benefits (actuarial liability) and the fair value of any associated plan assets, and this includes past service costs and actuarial gains and losses.

The cost of defined benefit plans consists of three components recognized as follows:

- the service cost is included in personnel costs. It comprises current service cost, past service cost resulting from a plan amendment or a curtailment and gains and losses on settlement;
- the financial component, recorded in other financial income (expense), consists of the undiscounting of the obligation, less the expected return on plan assets determined using the discount rate retained for the valuation of the benefit obligation; and
- the remeasurements of the net defined benefit liability (asset), recognized in other comprehensive income (loss) as items that will not be reclassified subsequently to income (loss), mainly consist of actuarial gains and losses.

Where the value of plan assets exceeds benefit obligations, a financial asset is recognized up to the present value of future refunds and the expected reduction in future contributions.

Some other post-employment benefits, such as life insurance and medical coverage (mainly in the United States) are subject to provisions which are assessed through an actuarial calculation comparable to the method used for pension provisions.

Indemnities for employment agreement termination

Local legislation, contractual agreements and collective bargaining agreements in certain countries where the Group operates may provide for severance indemnities in the event of involuntary employee terminations. These severance indemnities are recognized in balance sheet liabilities and in the consolidated income statement if, and only if, the Group has clearly undertaken to terminate the employees before their normal retirement age and to pay such indemnities, which may represent several months or even several years of salary for the employee concerned.

5.1.4.23. Non-controlling interest buy-out commitments

Havas has committed to purchase the non-controlling interests of some of the minority shareowners of its fully consolidated subsidiaries.

These purchase commitments may be optional (e.g., put options) or mandatory (e.g., forward purchase contracts).

The following accounting treatment has been applied in respect of commitments made on or after January 1, 2010:

- upon initial recognition, the commitment to purchase non-controlling interests is recognized as a financial liability for the present value of the purchase price under the put option or forward purchase contract, mainly offset by the book value of non-controlling interests and the remaining balance through equity attributable to Havas SA shareowners;
- subsequent changes to the value of the commitment are recognized as a financial liability through an adjustment to equity attributable to Havas SA shareowners; and
- upon maturity of the commitment, if the non-controlling interests are not purchased, the previously recognized entries are reversed; if the non-controlling interests are purchased, the amount recognized in financial liabilities is reversed, offset by the cash outflow relating to the purchase of the non-controlling interests.

Buy-out commitments undertaken prior to January 1, 2010, the date of application of IFRS 3R and IAS 27R for the Group, remain accounted for according to the "pending goodwill" method. Buy-out obligations are periodically adjusted against "Goodwill".

5.1.4.24. Accounting for additional payments for acquired companies (earn-outs)

Any contingent consideration in a business combination (such as earn-out payments) is included in the consideration transferred at its acquisition-date fair value, whatever the probability that it will become due. Subsequent changes in the fair value of contingent consideration due to facts and circumstances that existed as of the acquisition date are recorded by adjusting goodwill if they occur during the measurement period or directly in the Consolidated Income Statement as "Impairment goodwill / Earn-out updated" if they arise after the measurement period, unless the obligation is settled in equity instruments. In that case, the contingent consideration is not remeasured subsequently.

The liability is recorded under earn-out and non-controlling interest buy-out obligations in the consolidated balance sheet.

5.1.4.25. Share-based transactions

Executives and some key employees of Havas benefit from share-based compensation plans set up by Vivendi (share purchase plans, performance share plans and bonus share plans) or other equity instruments based on the value of the Vivendi share price. Grants under these plans are approved by Vivendi's Management Board and Supervisory Board. In addition, the definitive grant of performance shares is contingent upon the achievement of specific performance objectives set by Vivendi's Management Board and the Supervisory Board. Moreover, all granted plans are conditional upon active employment at the relevant vesting date.

Please refer to Note 5.2.17 for details of the features of these plans.

Share-based compensation is recognized as a personnel cost at the fair value of the equity instruments granted. This expense is spread over the vesting period, i.e., three years for performance share plans.

The fair value of such instruments is assessed using a binomial model. This method relies on assumptions updated at the valuation date such as the calculated volatility of the relevant shares, the discount rate corresponding to the risk-free interest rate, the expected dividend yield, and the probability of relevant managers and employees remaining employed within the Vivendi Group until the exercise of their rights.

The instruments granted are equity-settled. The valuation and recognition of the expense is as follows:

- the expected term of the instruments granted is deemed to be the mid-point between the vesting date and the end of the contractual term;
- the value of the instruments granted is estimated and fixed at the grant date; and
- the expense is recognized with a corresponding increase in equity.

Share-based compensation cost is allocated to each operating segment, pro rata to the number of equity instruments or equivalent instruments granted to their managers and employees.

5.1.4.26. Revenue recognition

The Group derives substantially all of its revenue from contracts with customers. Type of services rendered by Havas:

- Creative: communications services, including advertising creation and solutions, brand and design expertise, content production, marketing services, customer experience, public relations, public affairs and corporate communications, partnership, sponsorship and event solutions, business consultancy and transformation;
- Media-related services, including media planning, programmatic buying, performance marketing, mobile data consulting, out-of-home and geo-targeted advertising, paid social media, experiential and entertainment and sport consulting;
- Specialized communications services to pharmaceutical companies, combining different activities to serve a dedicated industry, including public relations, event information, medical training, digital marketing, consultancy activities and direct communications with patients.

In particular, media services relate to:

- the nature, content and target audience of an appropriate advertising message for the promotion of brands and services;
- advice and consulting related to appropriate media for the distribution and platform implementation of finished products;
- Creation of deliverables;
- production of advertising spots and events;
- monitoring the effectiveness of commercial messages and finished products through studies and research;
- media strategy, targeted audiences and media ad strategy and broadcasting; and
- negotiating and buying of media spaces with media providers, trading and optimization of campaigns, results measurement and reporting.

Contracts with customers primarily include the following fee structures, either in separate or combined contracts:

- Fees for services on an hourly rate or a per project basis;
- Fixed fees for pre-agreed deliverables or activities or scope of work;
- Commissions on media buying from third parties for Media activities and on other purchases from third parties for advertising and direct marketing services;
- Fee or variable commissions and/or incentives conditional upon the achievement of qualitative and/or quantitative objectives,
- Retainer fees;
- Performance related incentives;
- Success fees for performance marketing; and
- Royalties received from affiliated agencies for the use of the Havas brand.

Project-based contracts are typical for smaller clients. For most major clients, Havas enters into a Master Services Agreement (“MSA”) which sets out the contractual framework between Havas and the client. A MSA may be global (applying to all Havas agencies), regional or local, in some cases applying to even a single agency. The costs associated with client acquisition for a new MSA or short-term client contracts are expensed in the period incurred. Once a MSA has been agreed, the client and relevant agencies agree on a scope of work (“SOW”), or a SOW for each Havas agency, which covers specific services to be delivered in an agreed period. Typically, a SOW covers a period of less than one year. The SOW describes each deliverable, each of which corresponds to a performance obligation. When agreed, the client issues a purchase order for all or part of the SOW which establishes the contractual agreement for the SOW.

For each SOW, the agreed services are distinct only if the client can benefit from the services on their own and if the promise to transfer services is separately identified from other promises in the contract. This is typically the case for each performance obligation that comprises the SOW.

When a SOW includes more than one performance obligation, the method of allocating revenue to each performance obligation depends on the nature of the contractual agreement in the MSA:

- For retainer contracts, revenue is not allocated per performance obligation because the services of the agency are based on making a team available for the client regardless of the number or complexity of the performance obligations. In this case, only external costs that are recharged to the client are tracked by performance obligation.
- For project-based contracts, the revenue is allocated to the performance obligations under the SOW according to the expected effort of completing each performance obligation.

Revenue is recognized when performance obligations are satisfied in accordance with the terms of the contractual arrangement. Usually, performance obligations are satisfied over time as services are rendered. This is mainly the case of services provided by the Group’s Creative activities. Revenue is recognized over time based on an input method where the hours expended are assessed relative to the total hours planned and the stage of advancement of the project.

Revenue from fees on production of advertising spots and/or events and from commissions on planning and media buying transactions are recognized at a point of time (i.e. at the acceptance of the product, at the date of the event, or at the point in time the media is run).

Retainer arrangements: remuneration contracts where the fee is earned for the availability of a service during a defined period not for specific performance obligation. Typically, the retainer fee is a fixed monthly or quarterly amount which represents an expected average time value of the dedicated team during the relevant period.

Certain MSAs with clients also include performance incentives pursuant to which Havas is entitled to receive additional payments based upon its performance for the client, measured against specified qualitative and quantitative objectives. Havas recognizes the incentive portion of the revenue under these contractual arrangements when it is considered highly probable that the qualitative and quantitative goals have been achieved in accordance with the arrangements.

For instance, there are three main elements in variable remuneration. The weight of these elements in the total remuneration scheme is customized for each client. Potential revenue is evaluated during the year and accrued at the end of year according to expected payout

- Service level evaluation: evaluated through customer surveys / questionnaires, carried out 1-4 times per year.
- Quantitative KPI’s (cost per gross rating point, reach, prime time percentage). The agency tracks constantly its performance against these targets during the year.
- Client business targets (e.g., sales, revenues, growth, EBIT), regarding which the Group requests feedback from the client as to the expected achievement of the client’s business targets.

The Group also receives volume rebates from suppliers on transactions carried out on behalf of clients. These rebates are either remitted to clients based on contractual terms or local laws, or retained by the Group. The portion paid back to clients is recognized under liabilities and the portion retained is typically recognized under revenue when the media is broadcast, if a contract exists with the media vendor and we anticipate exceeding volume criteria.

Agent versus principal

The nature of the relationship between client and each Havas agency is defined in the relevant MSA. The determination of whether the Group acts as principal or agent depends on the nature of the service provided.

In the context of service agreement and purchase of media, the Group may be in position of agent or principal. This may depend on the local regulation and the nature of the services and their pricing defined in the contract. In particular, Havas considers that it is acting as "Principal" if at least one of the following criteria is satisfied:

- the agency obtains control of the asset or service before transferring it to the client;
- the agency has the ability to direct the supplier(s);
- the agency incorporates or combines the work of suppliers to deliver the promised goods or services to the client.

The Group acts as principal in most of its activities except for media buying services performed on behalf of clients, depending on local regulations or local business practices, and supervision of productions of advertising spots and events done by third parties.

5.2. Notes to the Consolidated Financial Statements

5.2.1. Significant events

On December 13, 2023, Vivendi announced that it was exploring the feasibility of a project to split its activities into several entities, including Havas, which would be listed on the stock exchange.

In 2023, the Group continued its targeted acquisition strategy and further strengthened its expertise in specific areas and geographic regions. In 2023, Havas completed several acquisitions, including Uncommon Creative Studio (United Kingdom), Noise Digital (Canada), PivotRoots Digital PVT LTD (India), H/Advisors APA Pty Ltd (Australia), HRZN (Germany), EPROFESSIONAL (Germany) and PR Pundit (India).

Havas essentially acts as principal in its advertising space purchasing, marketing studies and event activities. However, for media planning and buying services performed on behalf of clients, local regulations or local business practices may prohibit Havas from acting as principal for the purchase of advertising space for certain activities. These include the law "Sapin" in France and local business practices in the United States.

With respect to production of advertising spots and events done by third parties, the Group acts as agent only on contracts for which it only performs production supervision that is wholly done by an external third party. If the agency incorporates or significantly transforms the work done by a third party, the Group considers that this involves a single performance obligation for which it acts as Principal.

When the Group acts as agent, revenue is recognized net of the costs pass through to clients, which means that revenue recorded is solely comprised of fees or commission.

When acting as agent, costs incurred with third party suppliers are directly billed to the client and excluded from revenue as they are offset by the cost incurred on behalf of the client. Only amounts identified as fees are recognized as revenue.

When the Group acts as principal, the revenue is recognized for the amount invoiced to the client.

5.1.4.27. Operating segments

Information reported to the Group's Chief Executive Officer, the Chief Operating Decision Maker (or "CODM"), for the purposes of resource allocation and assessment of segment performance is focused on geographic area integrating the different activities and ensuring comparability over time.

2022 Reminder: In 2022, the Group pursued its strategy of targeted acquisitions and of continued strengthening of its position in certain areas of expertise and in certain geographic areas. Accordingly, in 2022, Havas made several acquisitions, including Frontier Media & Marketing Sydney Pty Ltd (Australia), Search Laboratory Ltd (Great Britain), The Inviqa Group Limited (Great Britain), FrontNetworks (China), Shortcut events (France) and Tinkle Communications, S.L (Spain).

2021 Reminder:

In 2021, the Group continues its targeted acquisition policy and continues to strengthen in certain areas of expertise or in certain geographical areas. Thus, Havas made several acquisitions during the year, including BLK J Pte Ltd (Singapore), Inbar Merhav G Advertising & Marketing Ltd (Israel), Nohup Srl (Italy), and Société Sauret Consultants (France).

5.2.2. Alternative performance measures

Havas Group's Chief Executive Officer, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Net revenue and Adjusted EBIT reflects the earnings of each business segment and it is considered by the management to be relevant indicator of Havas Group's operating performance. It enables Havas 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. See note 5.2.24 Operating segment.

Net revenue represents revenue in accordance with IFRS 15 less costs rebilled to customers. Costs rebilled to customers consist of pass-through costs rebilled to customers such as out of pockets costs (including travel costs) and other third-party expenses for which the Group acts as a principal in the context of the production of advertising spots and events and/or media activities. Net revenue is a key indicator in Advertising industry and is used by the management to drive the performance of its business.

Adjusted EBIT represents Net income excluding: Income taxes, Interest, Other financial income, Other financial expenses, Impairment goodwill / Earn-out updated and Restructuring. The Group considers Adjusted EBIT to be useful as it allows management and investors to evaluate the Group's operating performance. "Restructuring" consists in severance costs related to the restructuring of relevant agencies following the loss of client and/or reorganization of an agency's executive team.

Net revenue and adjusted EBIT are not a recognized measure of financial performance under IFRS. Presented in the following table is a reconciliation of Adjusted EBITA to the most directly comparable IFRS measure, Net Income, for the years indicated. Net Income and EBIT are not allocated to segments as certain income and expense line items are monitored on a centralized basis. See note 5.2.24 Operating segment.

The following table provides a reconciliation of Net revenue

(in millions of euros)	2023	2022	2021
Revenue	2,872	2,765	2,341
Costs rebilled to customers	(177)	(175)	(103)
Net Revenue	2,695	2,590	2,238

Costs rebilled to customers mainly include production and media activities, as well as out-of-pocket expenses (especially travel costs).

The following table provides a reconciliation of Adjusted EBIT

(in millions of euros)	2023	2022	2021
Net Income	184	193	136
<u>Less:</u>			
Income taxes	(95)	(80)	(58)
Interest	8	10	5
Other financial income	31	40	32
Other financial expenses	(70)	(63)	(81)
Operating income (EBIT)	310	286	239
<u>Less:</u>			
Impairment goodwill / Earn-out updated	2	6	(3)
Restructuring	(19)	(17)	(5)
Adjusted EBIT	327	297	247

5.2.3. Goodwill, change in scope and impairment test of cash generating units

Changes in goodwill in fiscal years 2021, 2022 and 2023 were as follows:

(in millions of euros)	2023	2022	2021
Value at 01.01	2,274	2,135	2,027
Acquisitions of companies ⁽¹⁾	180	102	28
Other ⁽²⁾	(6)	1	9
Changes in consolidation scope		(3)	1
Currency translation adjustments	(20)	39	70
VALUE AT 12.31	2,428	2,274	2,135

(1) In 2023, the Group acquired:

- 100% of Noise Digital share capital, a Canadian company specializing in digital performance and data analysis;
- 51% of PivotRoots share capital, one of India's leading digital marketing and communications agencies;
- 100% of Australian Public Affairs (APA) share capital, one of Australia's most prominent and prestigious consultancies specializing in public affairs and strategic communication;
- 60% of HRZN share, an independent German creative agency specializing in social media and content creation;
- 100% of EPROFESSIONAL share capital, a Hamburg-based digital performance marketing agency, expanding its portfolio of first-class performance marketing services and further strengthening its position as a leading agency group in Germany;
- 51.63% of Uncommon Creative Studio share capital, the UK's most awarded and rapidly growing independent creative agency;
- a majority stake in PR Pundit, one of India's leading public relations consulting firms.

The amount paid out in 2023 for acquisitions (net of cash and cash equivalents acquired) totaled €95.9 million and includes:

- €99.5 million paid out during the period
- € (24.7) million in net cash acquired
- €21.1 million in earn-out payments relating to prior acquisitions paid out during the period.

The main acquisition in 2023 related the 51.63% of Uncommon Creative Studio share capital acquired in July 2023. A goodwill of €107 million was recognized as result of this acquisition, based on estimated total consideration transferred of €115 million, less carrying amount of net assets acquired of €8.7 million. No additional trademark, customer relationship, other intangibles assets or liabilities were identified.

In 2022, the Group acquired:

- 51% of The Inviqa Group Limited share capital, one of the UK's most successful independent agencies specializing in digital experiences;
- 58% of Front Networks share capital, an independent, multi-award-winning Chinese agency specializing in digital marketing and social media;
- 100% of Search Laboratory Ltd share capital, an integrated digital agency with offices in Leeds, London, Austin, and New York;
- 51% of Tinkle Communications, S.L. share capital, a leading PR and communications agency present in Spain and Portugal; and
- a majority interest in Frontier Australia, an independent performance marketing agency.

The amount paid out in 2022 for acquisitions (net of cash and cash equivalents acquired) totaled €41.3 million and includes:

- €48.4 million paid out during the period
- € (19.8) million in net cash acquired
- €12.7 million in earn-out payments relating to prior acquisitions paid out during the period.

There was no significant acquisition in 2022.

In 2021, the group acquired:

- the independent agency Inbar Merhav G. based in Tel Aviv;
- a majority stake in the creative agency BLKJ, presence in Southeast Asia; and
- Nohup, a leading Italian agency specializing in cloud services, digital transformation, and systems integration.

The amount paid out in 2021 for acquisitions (net of cash and cash equivalents acquired) totaled €13.6 million and includes:

- €6.1 million paid out during the period
- € (1.5) million in net cash acquired
- €9 million in earn-out payments relating to prior acquisitions paid out during the period.

(2) Include the effect of any revisions to fair value adjustments that had been determined provisionally are accounted for as revisions to goodwill, as permitted by IFRS 3 Business Combinations, in 2023 and 2021, respectively

Impairment tests

The Group considers that the cash-generating unit or the group of cash-generating units are mainly the key markets in which the Group operates: North America, Europe, Apac and Africa and Latin America.

The value in use of each CGU or group of CGUs is usually determined as the discounted value of future cash flows by using cash flow projections consistent with the five-year financial projections prepared by the management. The Group uses scenarios in the business forecasting process and the most reasonable and supportable assumptions, which represent management's best estimate, are used as the basis for the value in use calculations.

The following key assumptions were used: discount rate, perpetual growth rate, EBIT adjusted as defined in Note 5.2.2, depreciation and amortization, capital expenditures, the competitive environments, technological developments and level of commercial expenses.

The discount rates used reflect the current market assessments of the time value of money and the specific risks to which the cash-generating unit is exposed.

The compound annual growth rates applied over the business plan period were corroborated with industry market studies on advertising spend by country or geographic region.

For the terminal value calculation, growth rates were capped at a historical long-term Inflation rate.

The recoverable amount used for the relevant CGU or group of CGUs was determined based on its value in use applying the key assumptions set out below.

The assumptions used to conduct the impairment tests are disclosed below:

(in millions of euros)	Goodwill Value	Capital employed	Opportunity Cost of capital	Terminal growth rate	Long Term Inflation rate	Country risk premium
12.31.2023						
Europe	1,468	1,620	8.90%	2.25%	2.25%	0.15%
North America	696	275	8.75%	2.25%	2.25%	-
Apac and Africa	206	169	9.55%	2.25%	2.25%	0.80%
Latam	58	119	14.27%	2.25%	2.25%	5.52%
TOTAL GOODWILL AFTER IMPAIRMENT TEST	2,428					

(in millions of euros)	Goodwill Value	Capital employed	Opportunity Cost of capital	Terminal growth rate	Long Term Inflation rate	Country risk premium
12.31.2022						
Europe	1,340	1,414	8.78%	2.25%	2.25%	0.18%
North America	704	336	8.60%	2.25%	2.25%	-
Apac and Africa	175	148	9.63%	2.25%	2.25%	1.03%
Latam	55	106	14.85%	2.25%	2.25%	6.25%
TOTAL GOODWILL AFTER IMPAIRMENT TEST	2,274					

(in millions of euros)	Goodwill Value	Capital employed	Opportunity Cost of capital	Terminal growth rate	Long Term Inflation rate	Country risk premium
12.31.2021						
Europe	1,281	1,373	8.25%	1.50%	1.50%	0.12%
North America	663	368	8.13%	1.50%	1.50%	-
Apac and Africa	140	117	9.00%	1.50%	1.50%	0.87%
Latam	51	102	13.33%	1.50%	1.50%	5.21%
TOTAL GOODWILL AFTER IMPAIRMENT TEST	2,135					

Impairment tests carried out have not resulted in any impairment losses.

Sensitivity

	Discount rate		Perpetual Growth rate		Discounted cash flows
	Applied rate (in %)	Increase in the discount rate required for the fair value to be equal to the carrying amount (in number of points)	Applied rate (in %)	Decrease in the perpetual growth rate required for the fair value to be equal to the carrying amount (in number of points)	Decrease in the DCF required for the fair value to be equal to the carrying amount (in %)
12.31.2023					
Europe	8.9 %	0.4 pts	2.3 %	(0.5) pts	(6.2)%
North America	8.8 %	45.8 pts	2.3 %	(71.0) pts	(86.7)%
Apac and Africa	9.6 %	17.6 pts	2.3 %	(68.4) pts	(76.0)%
Latam	14.3 %	3.0 pts	2.3 %	(12.3) pts	(24.3)%

	Discount rate		Perpetual Growth rate		Discounted cash flows
	Applied rate (in %)	Increase in the discount rate required for the fair value to be equal to the carrying amount (in number of points)	Applied rate (in %)	Decrease in the perpetual growth rate required for the fair value to be equal to the carrying amount (in number of points)	Decrease in the DCF required for the fair value to be equal to the carrying amount (in %)
12.31.2022					
Europe	8.8 %	1.6 pts	2.3 %	(2.3) pts	(20.9)%
North America	8.6 %	27.0 pts	2.3 %	(52.8) pts	(81.1)%
Apac and Africa	9.6 %	14.1 pts	2.3 %	(57.8) pts	(75.4)%
Latam	14.8 %	1.8 pts	2.3 %	(7.2) pts	(16.5)%

	Discount rate		Perpetual Growth rate		Discounted cash flows
	Applied rate (in %)	Increase in the discount rate required for the fair value to be equal to the carrying amount (in number of points)	Applied rate (in %)	Decrease in the perpetual growth rate required for the fair value to be equal to the carrying amount (in number of points)	Decrease in the DCF required for the fair value to be equal to the carrying amount (in %)
12.31.2021					
Europe	8.2 %	1.6 pts	1.5 %	(2.5) pts	(20.2)%
North America	8.1 %	27.9 pts	1.5 %	(118.5) pts	(78.7)%
Apac and Africa	9.0 %	14.3 pts	1.5 %	(80.6) pts	(79.1)%
Latam	13.3 %	0.3 pts	1.5 %	(0.9) pts	(3.9)%

5.2.4. Intangible assets

(in millions of euros)	Trademarks	Other intangible assets	Total
Gross value at 01.01.2021	39	87	126
Acquisitions	-	5	5
Disposals, write-downs	-	(11)	(11)
Reclassifications/Changes in scope of consolidation	-	(7)	(7)
Currency translation adjustments	-	1	1
Gross value at 12.31.2021	39	75	114
Acquisitions	-	7	7
Disposals, write-downs	-	(3)	(3)
Reclassifications/Changes in scope of consolidation	-	1	1
Currency translation adjustments	-	1	1
Gross value at 12.31.2022	39	81	120
Acquisitions	-	5	5
Disposals, write-downs	-	(2)	(2)
Reclassifications/Changes in scope of consolidation	-	1	1
Currency translation adjustments	-	(1)	(1)
Gross value at 12.31.2023	39	84	123
Cumulative amortization/depreciation at 01.01.2021	(2)	(72)	(74)
Amortization and impairment losses	-	(7)	(7)
Disposals, write-downs	-	11	11
Reclassifications/Changes in scope of consolidation	-	7	7
Currency translation adjustments	-	(1)	(1)
Cumulative amortization/depreciation at 12.31.2021	(2)	(62)	(64)
NET VALUE AT 12.31.2021	37	13	50
Amortization and impairment losses	-	(6)	(6)
Disposals, write-downs	-	3	3
Reclassifications/Changes in scope of consolidation	-	(1)	(1)
Currency translation adjustments	-	(2)	(2)
Cumulative amortization/depreciation at 12.31.2022	(2)	(68)	(70)
NET VALUE AT 12.31.2022	37	13	50
Amortization and impairment losses	-	(6)	(6)
Disposals, write-downs	-	3	3
Currency translation adjustments	-	1	1
Cumulative amortization/depreciation at 12.31.2023	(2)	(70)	(72)
NET VALUE AT 12.31.2023	37	14	51

5.2.5. Property and equipment

(in millions of euros)	Lands, buildings	Equipment	Fittings, IT and Other ⁽¹⁾	Total Property and equipment	Right-of-use assets	Total
Gross value at 01.01.2021	106	74	351	531	725	1,256
Acquisitions		2	19	21	41	62
Disposals, write-downs		(4)	(14)	(18)	(45)	(63)
Changes in scope of consolidation		1	(1)			
Currency translation adjustments		1	14	15	33	48
Gross value at 12.31.2021	106	74	369	549	754	1,303
Acquisitions	1	3	25	29	70	99
Disposals, write-downs	(1)	(1)	(22)	(24)	(37)	(61)
Changes in scope of consolidation	1		(3)	(2)	1	(1)
Currency translation adjustments		(1)	8	7	15	22
Gross value at 12.31.2022	107	75	377	559	803	1,362
Acquisitions		3	27	30	40	70
Disposals, write-downs		(1)	(20)	(21)	(26)	(47)
Changes in scope of consolidation	1	(1)	5	5	(1)	4
Currency translation adjustments		(1)	(7)	(8)	(12)	(20)
Gross value at 12.31.2023	108	75	382	565	804	1,369
Cumulative amortization/depreciation at 01.01.2021	(10)	(52)	(201)	(263)	(323)	(586)
Amortization expense	(1)	(6)	(33)	(40)	(70)	(110)
Disposals, write-downs		4	13	17	37	54
Changes in scope of consolidation			(1)	(1)		(1)
Currency translation adjustments		(1)	(7)	(8)	(17)	(25)
Cumulative amortization/depreciation at 12.31.2021	(11)	(55)	(229)	(295)	(373)	(668)
NET VALUE AT 12.31.2021	95	19	140	254	381	635
Amortization expense	(1)	(6)	(35)	(42)	(97)	(139)
Disposals, write-downs	1	1	19	21	16	37
Changes in scope of consolidation			5	5	(8)	(3)
Currency translation adjustments		1	(5)	(4)	(11)	(15)
Cumulative amortization/depreciation at 12.31.2022	(11)	(59)	(245)	(315)	(473)	(788)
NET VALUE AT 12.31.2022	96	16	132	244	330	574
Amortization expense	(2)	(5)	(43)	(50)	(66)	(116)
Disposals, write-downs			15	15	16	31
Changes in scope of consolidation		1		1	(6)	(5)
Currency translation adjustments		1	3	4	9	13
Cumulative amortization/depreciation at 12.31.2023	(13)	(62)	(270)	(345)	(520)	(865)
NET VALUE AT 12.31.2023	95	13	112	220	284	504

(1) At December 31, 2023, this includes interior fittings of premises for €75.1 million and IT hardware for €22.1 million, in net value, compared to €94.8 million and €19.9 million at December 31, 2022, and to €108.1 million and €16.6 million at December 31, 2021.

5.2.6. Equity investments

According to accounting principles, Havas exercises significant influence over an operational entity, representing amounts that are not significant in terms of both the consolidated balance sheet and the consolidated income statement. The equity method is applied to equity-accounted investments, which amounted to €19.1 million as of December 31, 2023, to €18.8 million as of December 31, 2022 and to €2.2 million as of December 31, 2021. As of December 31, 2023, these equity-accounted investments primarily consist of a French agency, Shortcut Events, held at 30%, amounting to €16.7 million, and a British agency valued at €2.4 million.

5.2.7. Financial assets measured at fair value through other comprehensive income (OCI)

This category includes both marketable securities and equity investments.

The equity investments, the ownership of which is equal to or exceeds 10% of the capital, primarily consist of shares from entities that have been deconsolidated due to substantial loss of activity, entities acquired at fiscal year-end, and entities currently being formed for future consolidation. Without prejudice to the judgment of financial statement users, the data on equity investments are not exhaustive, in accordance with the exemption provided by Regulation No. 2016-09 of December 2, 2016, issued by the French Accounting Standards Authority (ANC).

Under IFRS 9, these financial assets are valued at fair value through other comprehensive income, which is not subsequently reclassified to profit or loss.

(in millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Assets measured at FV through OCI	39	8	9	20
Unlisted equity investments-Level 2 ⁽¹⁾	39	8	9	20
TOTAL	39	8	9	20

(1) These assets relate to unlisted equity investments (Level 2) that Havas has opted to classify under FV OCI by means of other non-recyclable elements of comprehensive income.

Level 1 involves valuing financial assets and liabilities at their market value, while Level 2 relies on a model based on observable inputs.

Variation between 2023 and 2022 is mainly due to the acquisition of 2.4% of Trinity Life Sciences for €29.9 million.

5.2.8. Other financial assets

(in millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Non-current financial assets	11	12	14	10
Loans, deposits	3	3	3	2
Financial assets related to overfunding of pension plans	1	1	4	
Other	7	8	7	8
Current financial assets	8	10	7	7
Loans, deposits	3	2	2	2
Receivables from disposal of assets			2	2
Other	5	8	3	3
TOTAL	19	22	21	17

Breakdown of non-current assets by maturity at December 31, 2023

(in millions of euros)	Total	2025	2026	2027	2028	After 2028
Non-current financial assets						
Loans, deposits	3	1				2
Financial assets related to overfunding of pension plans	1					1
Other	7	1				6
TOTAL	11	2				9

5.2.9. Customer receivables and other receivables

The table below sets out the gross value of customer receivables and other current receivables shown net on the consolidated balance sheet:

(in millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Customer receivables				
Gross ⁽¹⁾	2,840	2,777	2,637	2,215
Allowance for customer receivables	(53)	(43)	(39)	(30)
Customer receivables	2,787	2,734	2,598	2,185
Other receivables				
Advances to suppliers	40	72	39	36
Credit notes due	68	62	59	66
Other receivables	189	187	186	210
Prepaid expenses	54	52	48	34
Gross	351	373	332	346
Allowance for other receivables	(2)	(4)	(4)	(4)
Other receivables	349	369	328	342

(1) Of which: €590.8 million, €586.4 million, €581.7 million and €476.4 million as of December 31, 2023, December 31, 2022, December 31, 2021 and January 1, 2021, respectively, with respect to media buying transactions.

Change in provisions for impairment of accounts receivable

(in millions of euros)	Opening	Allowance	Reversal of used provisions	Reversal of unused provisions	Currency translation and other	Closing
2021	(30)	(22)	6	6	(1)	(39)
2022	(39)	(20)	5	14	(3)	(43)
2023	(43)	(22)	8	6	(2)	(53)

Aged analysis of receivables due but not impaired

(in millions of euros)	Total	Not due and not impaired	Due and not impaired				
			< 30 days	30-60 days	61-90 days	91-180 days	> 180 days
Accounts receivable							
2020	2,185	1,968	125	37	13	13	29
2021	2,598	2,341	155	48	16	20	18
2022	2,734	2,472	167	38	14	22	21
2023	2,787	2,494	191	46	14	18	24

5.2.10. Changes in working capital

(in millions of euros)	December 31, 2022	Changes in operating working capital	Business combinations	Changes in foreign currency translation adjustments	Other	December 31, 2023
Inventories and work in progress	114	(20)	1	(4)	-	91
Customer receivables	2,734	57	41	(39)	(6)	2,787
Other receivables	370	(36)	15	(6)	6	349
Working capital assets	3,218	1	57	(49)	0	3,227
Trade payables	2,867	10	27	(52)	(7)	2,845
Other payables	1,128	2	25	(13)	9	1,151
Working capital liabilities	3,995	12	52	(65)	2	3,996
CHANGES IN WORKING CAPITAL	(777)	(11)	5	16	(2)	(769)

(in millions of euros)	December 31, 2021	Changes in operating working capital	Business combinations	Divestitures completed or in progress	Changes in foreign currency translation adjustments	Other	December 31, 2022
Inventories and work in progress	108	6	-	-	5	(5)	114
Customer receivables	2,598	60	38	(1)	37	2	2,734
Other receivables	330	28	5	-	(1)	8	370
Working capital assets	3,036	94	43	(1)	41	5	3,218
Trade payables	2,637	174	27	(1)	42	(13)	2,867
Other payables	1,106	(40)	20	-	23	20	1,128
Working capital liabilities	3,743	134	47	(1)	65	7	3,995
CHANGES IN WORKING CAPITAL	(707)	(40)	(4)	-	(24)	(2)	(777)

(in millions of euros)	December 31, 2020	Changes in operating working capital	Business combinations	Changes in foreign currency translation adjustments	Other	December 31, 2021
Inventories and work in progress	158	(56)	-	8	(2)	108
Customer receivables	2,185	328	20	61	4	2,598
Tax receivables and other	345	(20)	3	5	(3)	330
Working capital assets	2,688	252	23	74	(1)	3,036
Trade payables	2,388	157	19	77	(4)	2,637
Tax payables and other	946	134	4	38	(16)	1,106
Working capital liabilities	3,334	291	23	115	(20)	3,743
CHANGES IN WORKING CAPITAL	(646)	(39)	0	(41)	19	(707)

In this schedules, "Other payables" does not include debts on investments and dividends payables.

5.2.11. Leases

Changes in the rights-of-use

(in millions of euros)	2023	2022	2021	2020
Opening balance	330	381	402	475
Depreciation	(66)	(97)	(70)	(88)
Acquisitions/increase	40	70	41	73
Sales/decrease	(10)	(21)	(8)	(33)
Foreign currency translations and other	(10)	(3)	16	(25)
Closing balance	284	330	381	402

Changes in lease liabilities

(in millions of euros)	2023	2022	2021	2020
Opening balance	426	455	475	545
Lease payments	(83)	(82)	(73)	(76)
Interest expense	12	14	14	17
Acquisitions/increase	40	70	41	73
Sales/decrease	(22)	(37)	(23)	(53)
Foreign currency translations and other	(6)	6	21	(31)
Closing balance	367	426	455	475

Maturity of lease liabilities

(in millions of euros)	2023	2022	2021	2020
< 1 year	81	79	74	70
Between 1 and 5 years	224	254	246	235
> 5 years	62	93	135	170
LEASE LIABILITIES	367	426	455	475

Maturity of undiscounted rental debt

(in millions of euros)	2023	2022	2021	2020
< 1 year	95	95	88	93
Between 1 and 5 years	302	337	412	421
> 5 years	80	141	137	193
UNDISCOUNTED RENTAL DEBT	477	573	637	707

5.2.12. Cash and cash equivalents

The cash and cash equivalents position are as follows:

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Cash	261	222	663	269
Short-term financial investments	61	123	112	70
CASH AND CASH EQUIVALENTS	322	345	775	339

The available funds consist primarily of demand deposits and term accounts with leading credit institutions.

Term deposits with an initial duration exceeding 3 months include an option for withdrawal at any time without risk of capital loss and without penalty if withdrawn at the end of a quarter. In the event of early withdrawal, the yield would be identical to that of the previous quarter.

Cash and cash equivalents reported in the cash flow statement represent cash and cash equivalents net of bank overdrafts, which pertain to cash management.

As of December 31, 2023, monetary investments amounted to €61.4 million compared to €123.4 million as of December 31, 2022, to €111.7 million as of December 31, 2021. These investments are classified as Level 2 valuation and may be converted into available funds at any time without risk of capital loss and without penalty.

5.2.13. Loan to Vivendi SE and short-term borrowing from Vivendi SE

ASSETS

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Loan to Vivendi SE	116	130	0	0

LIABILITIES

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Short-term borrowing from Vivendi SE	0	0	390	115

Following Vivendi's takeover of Havas on July 3, 2017, Vivendi and Havas entered into a group cash management agreement. Under this agreement, Havas had an outstanding balance owed to Vivendi of €390 million as of December 31, 2021, and had outstanding loan to Vivendi of €130 million as of December 31, 2022, and €116 million as of December 31, 2023.

Considering that borrowings relate to the current account with Vivendi SE which is reimbursable on demand, the management assessed that the fair value is equal to the carrying amounts and that the level is not applicable.

5.2.14. Earn-out and buy-out obligations

As indicated in note 5.2.28, the Group has entered into agreements with minority shareholders of consolidated subsidiaries, granting them options to sell their shares. In connection with the acquisition of companies, price adjustment contracts are put in place. These commitments are recorded on the consolidated balance sheet under "Earn-out and non-controlling interest buy-out obligations".

The earn-out and buy-out obligations relate to the undiscounted expected future payments depending on performance of acquisitions. Their fair value fair usually assessed using third party valuation report and/or discounted cashflows valuation model.

Earn-out and buy-out obligations being part of confidential transactions, no additional information can be disclosed regarding the acquiree, the holders of non-controlling interest and the terms and conditions underlying these obligations.

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Earn-out obligations	15	36	20	15
Buy-out obligations	263	171	147	110
TOTAL	278	207	167	125

5.2.14.1. Earn-out obligations

Earn-out obligations decreased by €21.2 million between 2022 and 2023, largely due to new earn-out obligations of €4.6 million, earn-out payments of a total of € (21.0) million and downward revisions of existing commitments of € (4.8) million.

Earn-out obligations increased by €16.4 million between 2021 and 2022, largely due to new earn-out obligations of €30.2 million, earn-out payments of a total of € (8.0) million and downward revisions of existing commitments of € (5.8) million.

Earn-out obligations increased by €4.6 million between 2020 and 2021, largely due to new earn-out obligations of €2.6 million, earn-out payments for a total of € (4.5) million and downward revisions of existing commitments of € (6.5) million.

5.2.14.2. Buy-out obligations

Debt relating to commitments to buy out non-controlling interests between 2022 and 2023 has increased by €92.3 million, arising from new commitments totaling €118.8 million, buy-out payments made during fiscal year 2023 amounting to € (18.1) million, and a downward adjustment to existing commitments of € (6.9) million, including negative translation adjustments of € (1.5) million.

Debt relating to commitments to buy out non-controlling interests between 2021 and 2022 has increased by €23.8 million, arising from new commitments totaling €55.1 million, buy-out payments made during fiscal year 2022 amounting to € (33.3) million, and an upward adjustment to existing commitments of €0.4 million, including translation adjustments of €1.6 million.

Debt relating to commitments to buy out non-controlling interests between 2020 and 2021 has increased by €36.6 million, arising from new commitments totaling €7.9 million, buy-out payments made during fiscal year 2021 amounting to € (17.9) million, and an upward adjustment to existing commitments of €46.6 million, including translation adjustments of €5.5 million.

At December 31, 2023, these commitments were valued at €110.1 million in the United Kingdom, €36.7 million in France, €35.2 million in Spain, €26.1 million in the United States, €11.0 million in Australia, €6.0 million in China, €4.4 million in Hong Kong, €4.4 million in Germany, €4.3 million in Israel, with the balance spread across various countries.

At December 31, 2022, these commitments were valued at €76.8 million in France, €39.4 million in the United States, €30.5 million in the United Kingdom, €18.2 million in Spain, €8.2 million in Australia, €5.3 million in China, €5.7 million in Israel, €1.6 million in Germany, and the balance spread across various countries.

At December 31, 2021, these commitments were valued at €28.7 million in France, €43.7 million in the United States, €37.1 million in the United Kingdom, €6.5 million in Germany, €8.4 million in Spain, €5.5 million in Israel, and the balance spread across various countries.

5.2.14.3. Earn-out and Buy-out obligations by maturity

(in millions of euros)	Total 12.31.2023	2024	2025	2026	2027	2028	After 2028
Earn-out obligations	15	11	4				
Buy-out obligations	263	73	20	31	63	7	69
TOTAL	278	84	24	31	63	7	69

5.2.15. Financial debt (excluding lease liabilities and earn-out and buy-out obligations)

5.2.15.1. Summary of Financial debt (excluding lease liabilities and earn-out and buy-out obligations)

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Bank borrowings	0	1	2	3
Other financial debts	3	3	4	4
Employee profit-sharing in blocked current accounts	4	4	4	5
Borrowings and financial debt	7	8	10	12
Short-term borrowing from Vivendi SE	0	0	390	115
Financial debt (excluding lease liabilities and earn-out and buy-out obligations)	7	8	400	127

Following Vivendi's takeover of Havas on July 3, 2017, Vivendi and Havas entered into a group cash management agreement. Under this agreement, Havas had an outstanding balance owed to Vivendi of €390 million as of December 31, 2021, and had outstanding loan to Vivendi of €130 million as of December 31, 2022, and €116 million as of December 31, 2023.

5.2.15.2. Bank borrowings

At December 31, 2023, Havas had undrawn confirmed credit lines with leading banks for a total of €510.0 million. The interest rate applicable to all these credit lines is Euribor + margin. In addition, Havas had €324.9 million in available unconfirmed credit lines.

At December 31, 2022, Havas had confirmed credit lines undrawn with a top-tier banking institutions for a total amount of €510.0 million. The applicable interest rate for all these credit lines is Euribor + margin. Additionally, Havas had €324.7 million of unconfirmed credit lines available. As of December 31, 2022, the Group had used short-term credit lines from banking institutions in Asia for a total amount of €1 million. These were short-term drawings.

As of December 31, 2021, Havas had confirmed credit lines untapped with top-tier banking institutions for a total amount of €510.0 million. The applicable interest rate for all these credit lines is Euribor + margin. These credit lines were subject to financial ratios (covenants). Additionally, Havas had €320.0 million of unconfirmed credit lines available. As of December 31, 2021, the Group had used short-term credit lines from banking institutions for a total amount of €2 million in Asia. These were short-term drawings.

5.2.15.3. Other financial debt

Havas has a commercial paper program under which it can issue up to €500.0 million, fully guaranteed by Vivendi SE. As of each of the years ended December 31, 2023, 2022 and 2021, this program was available up to €500.0 million.

5.2.15.4. Long-term borrowings and financial debt by maturity at December 31, 2023

(in millions of euros)	Total	2024	2025	2026	2027	2028	After 2028
Other financial debt	7	4	1		1	1	
Total	7	4	1		1	1	
Portion due in less than a year	(4)	4	1	1	1	1	
TOTAL LONG-TERM BORROWINGS AND FINANCIAL DEBT	3	8	2	1	2	2	

5.2.16. Provisions

The table below summarizes changes in provisions in fiscal years 2021, 2022 and 2023:

(In millions of euros)	Non-current Long-term provisions, pensions, and post-employment benefits				Current Provisions			Total
	Pensions and post- employment benefits ⁽¹⁾	Risk of unpaid rent from subletting	Dismantling, removal obligation IFRS 16	Sub-total	Litigations ⁽²⁾	Other provisions	Sub-total	
01.01.2021	120	20	17	157	11	51	62	219
Increase in provisions	10	4		14	3	20	23	37
Reversal of provisions	(11)	(1)		(12)	(6)	(20)	(26)	(38)
Currency translation adjustments and other	(29)	1	1	(27)		4	4	(23)
12.31.2021	90	24	18	132	8	55	63	195
Increase in provisions	9	2		11	2	29	31	42
Reversal of provisions	(8)	(5)		(13)	(5)	(31)	(36)	(49)
Currency translation adjustments and other	(16)	2	1	(13)		4	4	(9)
12.31.2022	75	23	19	117	5	57	62	179
Increase in provisions	9	2		11	5	26	31	42
Reversal of provisions	(6)	(7)		(13)	(4)	(26)	(30)	(43)
Currency translation adjustments and other	8		(1)	7	1	(1)		7
12.31.2023	86	18	18	122	7	56	63	185

(1) Actuarial losses and gains before tax recognized in OCI for €(8) million as of December 31, 2023 compared to €14 million as of December 31, 2022, and to €32 million as of December 31, 2021.

(2) As of December 31, 2023, disputes directly related to operations are provisioned at €1.7 million, disputes related to employees are provisioned at €5.2 million and disputes related to restructuring are provisioned at €12.7 million.

5.2.17. Pensions and post-employment benefits

Some of the Group's pension obligations and post-employment benefits are defined benefits plans and are therefore valued according to the projected credit unit method.

The benefits paid are calculated based on either the salary at termination or the average of the last three to five years preceding the retirement. They may be paid out in annual installments or as a lump sum.

In some countries, Italy in particular, pension obligations and post-employment benefits could be due on the employee's departure, irrespective of the reason.

In the United Kingdom and the United States (with the Puerto Rico plan transferred in 2022), pension obligations are covered by contributions made by the Group to pension funds.

The Group has two material defined benefit plans in the United Kingdom, one of which was closed to new employees in April 2005 and the second in April 2010.

These plans are managed and monitored by trustees who meet at least twice a year, in accordance with legal requirements. At least one-third of the trustees are appointed by the beneficiaries for the more significant plan. Independent actuaries conduct regular comprehensive evaluations of these plans.

On the advice of a professional investment manager, the trustees establish an investment strategy designed to ensure the best possible long-term returns at a level of risk appropriate to the nature and maturity of the Group's commitments. The investment manager is responsible for the day-to-day management of assets in accordance with the strategy established.

Havas SA has also undertaken to make up any shortfall in the assets invested in the pension fund up to a maximum of €23.4 million. At December 31, 2023, a provision of €4.9 million was recognized as provisions, compared to € (2.7) million at December 31, 2022.

The provision amount is calculated individually, taking into account assumptions related to personnel turnover rates, salary increase rates, and a weighted average discount rate of 3.97% for 2023 and 4.24% for 2022.

At December 31, 2023, the average weighted duration of these commitments represents 12 years for France and 18 years for the United Kingdom.

The estimated contributions to be paid for the UK and US plans (with the Puerto Rico plan transferred in 2022) in 2024 amount to €2.1 million.

Medical care obligations, shown in "Medical care and bonuses for long services rendered", relate to French entities only. These obligations correspond to the probable present value of the difference between projected medical services for current retirees and their own contributions. Long-service bonuses are not material.

The calculation of medical care obligations is based on the projected employer's contributions. The revaluation rate applied to the contributions is 2.50% for 2023, consistent with 2.50% in 2022. The discount rates used, including inflation, were 3.27% compared to 3.71% in 2022.

Contributions paid relating to the defined contribution schemes amounted to €40.1 million in 2023 and €37.0 million in 2022. Expected total contributions for 2024 are approximately €43.0 million.

Amounts recognized in the financial statements

(In millions of euros)	Defined benefit pension plans			Medical care ⁽¹⁾		
	2023	2022	2021	2023	2022	2021
Assumptions						
Discount rate including inflation	3.97%	4.24%	1.58%			
Expected rate of return on plan assets	3.97%	4.24%	1.58%			
Change in benefit obligation	2023	2022	2021	2023	2022	2021
Projected benefit obligation at beginning of period	(174)	(253)	(277)	(4)	(5)	(4)
Service cost	(6)	(7)	(8)			(1)
Interest cost	(7)	(4)	(4)		1	
Reductions / liquidations	1	1				
Actuarial (losses) and gains	(6)	78	36			
Benefits paid	8	10	10			
Other (currency translation adjustments)	(2)	1	(10)			
Projected benefit obligation at period end	(186)	(174)	(253)	(4)	(4)	(5)
Change in plan assets	2023	2022	2021	2023	2022	2021
Fair value of plan assets at beginning of period	103	168	161			
Expected return on plan assets	4	4	3			
Employer's contributions	2	3	3			
Benefits paid	(5)	(6)	(4)			
Actuarial (losses) and gains	(2)	(64)	(4)			
Other (currency translation adjustments)	2	(2)	9			
Fair value of plan assets at period end	104	103	168			
Funded status	2023	2022	2021	2023	2022	2021
Unfunded projected benefit obligation	(76)	(69)	(81)	(4)	(4)	(5)
Funded projected benefit obligation	(110)	(105)	(172)			
Fair value of plan assets	104	103	168			
NET AMOUNTS RECOGNIZED	(82)	(71)	(85)	(4)	(4)	(5)
Net periodic benefit cost	2023	2022	2021	2023	2022	2021
Service cost	6	7	8		1	1
Interest cost	7	4	4		(1)	
Expected return on plan assets	(4)	(3)	(3)			
Impact of reductions/liquidations	(1)	(1)				
NET PERIODIC BENEFIT COST	8	7	9			1

(1) Includes long-service bonuses for a non-material amount of €1.8 million in 2023, €2 million in 2022 and €2.3 million in 2021.

Geographic breakdown of the projected obligation and fair value of plan assets

(In millions of euros)	Benefit obligations	Fair value of plan assets	Net periodic benefit cost	Discount rate	Rate of compensation increase	Inflation rate
12.31.2023						
France	(75)		7	3.27%	4.30%	2.00%
United Kingdom	(100)	95		4.50%	0.00%	3.30%
Other	(15)	9	1	3.90%	2.48%	1.82%
TOTAL	(190)	104	8			
12.31.2022						
France	(68)		6	3.71%	3.90%	2.00%
United Kingdom	(94)	93		4.75%	0.00%	3.50%
Other	(16)	10	1	3.51%	1.48%	1.79%
TOTAL	(178)	103	7			
12.31.2021						
France	(80)		8	0.75%	3.33%	1.50%
United Kingdom	(157)	159		2.00%	0.00%	3.75%
Other	(21)	9	2	0.25%-8.00%	1.00%-6.00%	1.28%
TOTAL	(258)	168	10			
01.01.2021						
France	(83)		6	0.75%	3.33%	1.25%
United Kingdom	(178)	152	1	1.50%	0.00%	3.25%
Other	(20)	9	2	0.00%-7.25%	0.9%-5.60%	1.22%
TOTAL	(281)	161	9			

Change in net amount accrued

Net amount accrued (in millions of euros)	12.31.2023		12.31.2022		12.31.2021		01.01.2021	
	Defined benefit pension plan	Medical care ⁽¹⁾	Defined benefit pension plan	Medical care ⁽¹⁾	Defined benefit pension plan	Medical care ⁽¹⁾	Defined benefit pension plan	Medical care ⁽¹⁾
Net amount accrued at beginning of period (provision)	(71)	(4)	(85)	(5)	(116)	(4)	(121)	(4)
(Charge) recognized in income statement	(8)		(7)		(9)	(1)	(9)	
Actuarial gains/(losses) recognized in equity	(8)		14		32		4	
Benefits and contributions paid	5		6		10		10	
Other			1	1	(2)			
NET AMOUNT ACCRUED AT PERIOD END (PROVISION)	(82)	(4)	(71)	(4)	(85)	(5)	(116)	(4)

(1) Medical care also includes long-service bonuses for a non-material amount of €1.8 million in 2023, €2 million in 2022 and €2.3 million in 2021.

Actuarial gains/(losses) recognized in equity

(In millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Difference between expected and actual return on plan assets				
By value	(2)	(64)	(1)	
%	(2.1%)	(61.9%)	(2.1%)	(0.7%)
Experience gains/(losses) on plan liabilities by value	(3)	(15)	10	7
In % of present value of plan liabilities	(1.7%)	(8.4%)	3.9%	2.6%
Gains/(losses) on demographic assumptions on plan liabilities by value	2	1	17	(1)
Gains/(losses) on financial assumptions on plan liabilities by value	(5)	92	6	(2)
Actuarial gains/(losses) recognized in equity, excluding deferred taxes	(8)	14	32	4

Effect of volatility

Medical cost sensitivity

A 1% change in medical costs would have no material impact on the projected benefit obligation, service cost or interest cost.

Net amount recognized (in millions of euros)	Debt	Impact on the 2024 expense
Projected benefit obligation at 12.31.2023	(190)	
Discount rate		
- 50 basis point	(12)	0.5
+ 50 basis point	11	(0.7)
Inflation rate		
- 50 basis point	5	(0.3)
+ 50 basis point	(5)	0.3
Fair value of plan assets		
Effect of a 10% decrease	NS	(0.5)
Effect of a 10% increase	NS	0.5

NS = not significant

Asset classes

Asset classes	12.31.2023		12.31.2022		12.31.2021		01.01.2021	
	% of assets	Expected return on plan assets ⁽¹⁾	% of assets	Expected return on plan assets ⁽¹⁾	% of assets	Expected return on plan assets ⁽¹⁾	% of assets	Expected return on plan assets ⁽¹⁾
Shares	14.72%		19.92%		16.53%		17.17%	
Bonds	64.89%		52.63%		51.61%		72.06%	
Real estate	2.49%		3.67%		2.54%		0.28%	
Cash	2.21%		2.51%		6.18%		0.72%	
Assets owned by insurance companies	8.99%		9.47%		8.31%		9.06%	
Derivatives	3.08%		5.36%		11.38%			
Other	3.62%		6.44%		3.45%		0.71%	
TOTAL	100.00%	3.97%	100.00%	4.24%	100.00%	1.58%	100.00%	1.26%

(1) Following the application of IAS 19R with effect from January 1, 2013, the discount rate on the projected benefit obligation is used to determine the expected return on plan assets.

The estimated schedule of payments into defined benefits plans over the next five years is as follows:

(in millions of euros)	Pensions and medical care
2024	5
2025	5
2026	5
2027	5
2028	5
TOTAL	25

5.2.18. Performance share plans

On May 17, 2018, Vivendi granted 1,632,000 performance shares to employees and executives, including 418,000 performance shares to Group employees. On May 17, 2018, the share price was €23.03, and the dividend yield was estimated at 1.95%. After taking into account the cost associated with the share retention period (defined below), the cost of non-transferability amounted to 8.1% of the share price on May 17, 2018. Consequently, the fair value of the performance share granted is estimated at €19.85.

On February 14, 2019, Vivendi granted 1,601,000 performance shares to employees and executives, including 389,500 performance shares to Group employees. On February 14, 2019, the share price was €22.60 and the dividend yield was estimated at 2.21%. After taking into account the cost associated with the share retention period, the cost of non-transferability amounts to 7.9% of the share price on February 14, 2019. Consequently, the fair value of each performance share granted is estimated at €19.37.

On February 13, 2020, Vivendi granted 1,596,000 performance shares to employees and executives, including 397,000 performance shares to Group employees. On February 13, 2020, the share price was €25.19 and the dividend yield was estimated at 2.38%. After taking into account the cost of the share retention period, the cost of non-transferability amounted to 7.0% of the share price on February 13, 2020. Consequently, the fair value of each performance share granted is estimated at €21.68.

In addition, following Vivendi's takeover of Havas on July 3, 2017, and the public buyout offer followed by a squeeze-out (OPR/RO) for the Havas shares launched by Vivendi on November 29, 2017, resulting in the Havas shares being deprived of any trading liquidity, the Havas Board of Directors decided that these bonus and performance shares would be replaced by Vivendi shares, based on an exchange ratio of 0.44 Vivendi share for one Havas share.

On July 28, 2022, Vivendi granted 1,900,000 performance shares to employees and executives, including 624,900 performance shares to Group employees. On July 28, 2022, the share price was €10.06, and the dividend yield was estimated at 2.49%. After taking into account the cost of the share retention period, the cost of non-transferability amounts to 5.7% of the share price on July 28, 2022. Consequently, the fair value of each performance share granted is estimated at €8.76.

On March 8, 2023, Vivendi granted 2,000 thousand performance shares to employees and executives, including 678,700 performance shares to Group employees. On March 8, 2023, the share price was €9.75, and the dividend yield was estimated at 2.56%. After taking into account the cost of the share retention period, the cost of non-transferability amounts to 4.4% of the share price on March 8, 2023. Consequently, the fair value of each performance share granted is estimated at €8.60.

The main features of the performance share plans are as follows:

Vivendi Plan

Grant date	May 17, 18	February 14, 19	February 13, 20	July 28, 22	March 8, 23	Total
Number of shares granted	418,000	389,500	397,000	624,900	678,700	
Market price of the share at grant date (€)	23.03	22.60	25.19	10.06	9.75	
Fair value of a share (€)	19.85	19.37	21.68	8.76	8.60	
Dividend rate	1.95%	2.21%	2.38%	2.49%	2.56%	
Risk-free rate	0.00%	0.00%	0.00%	1.07%	2.94%	
Duration of rights acquisition in months	36	36	36	36	36	
Number of performance shares at 01.01.21	361,000	358,500	397,000			1,116,500
Cancellations in 2021	(9,000)	(18,126)	(10,500)			(37,626)
Recognized in 2021	(221,875)					(221,875)
Number of performance shares at 12.31.21	130,125	340,374	386,500			856,999
Grants in 2022				624,900		624,900
Cancellations in 2022		(1,500)	(15,368)			(16,868)
Recognized in 2022		(159,500)				(159,500)
Number of performance shares at 12.31.22	130,125	179,374	371,132	624,900		1,305,531
Grants in 2023					678,700	678,700
Cancellations in 2023			(2,000)	(15,000)	(2,030)	(19,030)
Recognized in 2023	(130,125)		(169,000)			(299,125)
Adjusted in 2023 ⁽¹⁾				8,974	10,111	19,085
Other ⁽²⁾				(6,568)	(508)	(7,076)
Number of performance shares At 12.31.23	0	179,374	200,132	612,306	686,273	1,678,085

(1) On November 13, 2023, Vivendi's Management Board decided to adjust the number of performance share rights in the process of vesting, in accordance with Articles L. 228-99 and R. 228-91 of the French Commercial Code, to take into account the impact of the distribution of the ordinary cash dividend in respect of fiscal year 2022 by deduction from the available portion of the legal reserve. This adjustment has no impact on the calculation of the accounting expense relating to the performance shares concerned.

(2) Timing effect of volume tracking in relation to Havas

The total expense relating to Vivendi performance share plans amounted to €3.5 million in 2023 (including €0.1 million in respect of the Vivendi February 13, 2020 plan, €1.8 million in respect of the July 28, 2022 plan and €1.6 million in respect of the March 08, 2023 plan; no expense has been recognized in respect of the OPUS plan), compared to €3.9 million in 2022 and €3.7 million in 2021. The expenses related to performance shares are recharged by Vivendi to Havas. Havas recharged after to the agencies. The breakdown by agency is based on the domiciliation of the beneficiaries.

Performance shares definitively vest at the end of a three-year period (vesting period) subject to the satisfaction of performance criteria and the presence of the beneficiaries within the group. Furthermore, following vesting, the shares are subject to a two-year holding period (retention period). The compensation cost is recognized on a straight-line basis over the vesting period. In addition, certain employees not resident in France receive their performance shares only at the end of a five-year period according to local tax regulations.

Cash awards and partial offset in connection with the distribution of 59.87% of UMG's share capital

Following a transaction carried out by Vivendi in 2021, a special distribution in kind in the form of one share of Universal Music Group (UMG) for one Vivendi share was distributed to French holders of 2018 performance shares. Foreign holders of 2018 performance shares were not eligible to receive the special distribution of UMG shares, nor were beneficiaries of the 2019 and 2020 plans, as the 3-year vesting period had not ended. Vivendi compensated the shortfall in cash, both in respect of the 2021 plan that did not materialize and the 2018, 2019 and 2020 plans. An expense of €21.4 million was recognized as financial expenses in 2021.

In 2022, compensatory bonuses were paid to beneficiaries under the 2019 performance share plan. At December 31, 2022, a debt of €3.7 million was recognized relating to the 2020 performance share plan, and, at December 31, 2023, no further debt was recognized.

5.2.19. Income tax

Main components of income tax expense

(in millions of euros)	2023	2022	2021
Current income tax expense	(79)	(90)	(81)
Deferred tax expense	(16)	10	23
TOTAL INCOME TAX EXPENSE	(95)	(80)	(58)
<i>Effective tax rate</i>	<i>33.9%</i>	<i>29.2%</i>	<i>30.0%</i>

Reconciliation between theoretical and actual income tax expense

(in millions of euros)	2023	2022	2021
Income of consolidated companies (excluding equity consolidated investments ⁽¹⁾)	278	272	195
Theoretical income tax rate	25.83%	25.83%	28.41%
Theoretical income tax expense	(72)	(70)	(55)
Effect of permanent additions and deductions	(16)	(9)	(13)
Change in unrecognized deferred tax assets		(6)	18
Effect of different tax rates	2	3	
Other	(9)	2	(8)
ACTUAL INCOME TAX EXPENSE	(95)	(80)	(58)

⁽¹⁾ : Equity consolidated companies.

Deferred taxes by nature

(in millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Tax losses carried forward	228	239	228	246
Temporary differences				
- post-employment benefits	22	20	23	31
- restatements of IFRS 16 contracts ⁽¹⁾	22	27	23	23
- amortization	4	6	6	4
- provisions and other	101	103	94	84
- deductible goodwill amortization	(50)	(54)	(50)	(52)
- provisions for tax risks	(9)	(8)	(5)	(5)
- Other	(60)	(59)	(58)	(67)
Unrecognized deferred tax assets	(229)	(231)	(223)	(241)
NET DEFERRED TAXES ON THE BALANCE SHEET	29	43	38	23

⁽¹⁾ : The €22 million include deferred tax assets (€96 million) and deferred tax liabilities (€74 million).

The calculation of deferred taxes relating to IFRS 16 is shown net under this heading. As a result of the amendment to IAS12, the de-netted amount would increase deferred tax assets and liabilities by €74 million in 2023 and by €86 million in 2022.

Estimated schedule of tax losses carried forward

(in millions of euros)	12.31.2023
2024	20
2025	7
2026	7
2027	14
2028	32
After 2028	821
TOTAL TAX LOSSES CARRIED FORWARD	901

The Group has carried out an analysis of deferred tax assets based on the situation of each subsidiary or tax group and the tax rules applicable to them. A period of three years is generally used to assess the probability of recovery of these deferred tax assets.

This analysis of recoverability is based on the latest available budget data, amended by tax adjustments determined by the Group's Tax Department. Each year, the forecast utilization is reconciled with the actual utilization. Where necessary, adjustments are made to take account of the difficult environment in the advertising sector as a whole, and the emergence of new competitors.

In 2023, a deferred tax asset of €11.3 million was unrecognized in respect Havas SA following the forecast deterioration in future tax results. As a reminder, following Vivendi's acquisition of Havas in 2017, the choice of a non-enlarged basis for the former Havas tax consolidation group was made. Only Havas SA is entitled to use tax losses carried forward prior to 2017 (€147.8 million of deferred tax assets fully unrecognized in 2023). Havas SA borrows heavily from the Group's US and UK subsidiaries. As a result of the rise in interest rates, Havas SA has seen a significant decrease in its forecast taxable income.

When forecasting the recoverability of deferred taxes, the Group adjusts the level of deferred tax assets as closely as possible to the tax instability of certain European countries and to changes in taxable income.

Most tax losses can be carried forward indefinitely, notably in France, Germany and Belgium, for a total representing 75% of accumulated losses at year-end 2023, 75% at year-end 2022 and 81% at year-end 2021.

5.2.20. Other payables

(in millions of euros)	12.31.2023	12.31.2022	12.31.2021	01.01.2021
Advances from clients	333	332	303	262
Personnel payables and social contributions (excluding bonus)	106	96	96	96
Client payables	95	88	97	82
Tax liabilities	35	32	28	25
Other liabilities ⁽¹⁾	439	443	440	316
Deferred income	137	138	158	150
TOTAL	1,145	1,129	1,122	931

⁽¹⁾ Of which: €117 million, €124 million, €135 million and €70 million as of December 31, 2023, December 31, 2022, December 31, 2021 and January 1, 2021, respectively, with respect to bonus. And €160 million, €148 million, €135 million and €128 million as of December 31, 2023, December 31, 2022, December 31, 2021 and January 1, 2021, respectively, with respect to VAT debt.

Advances from clients mainly relate to advances and prebilling for the Group's creative operations in the United States of America and in the United Kingdom.

Deferred income are considerations received or invoiced to clients for which the Group has an obligation to provide goods or services.

The Group has applied the practical expedient permitted by IFRS 15 to not disclose the transaction price allocated to performance obligations unsatisfied (or partially unsatisfied) as of the end of the reporting period as contracts typically have an original expected duration of a year or less.

5.2.21. Revenue and Net Revenue by business lines

Revenue

(in millions of euros)	2023	2022	2021
Havas Creative	1,207	1,198	990
Havas Health & You	666	656	551
Havas Media	985	932	800
Other / Eliminations	14	(21)	-
TOTAL	2,872	2,765	2,341

Net Revenue

(in millions of euros)	2023	2022	2021
Havas Creative	1,055	1,038	901
Havas Health & You	654	649	543
Havas Media	972	925	793
Other / Eliminations	14	(22)	1
TOTAL	2,695	2,590	2,238

5.2.22. Personnel costs

(in millions of euros)	2023	2022	2021
Compensation	(1,442)	(1,374)	(1,166)
Social security charges	(219)	(202)	(173)
Other	(172)	(180)	(163)
TOTAL	(1,833)	(1,756)	(1,502)

Average headcount of fully consolidated entities	23,131	21,447	19,255
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5.2.23. Other operating expenses and income, depreciation amortization expense

(in millions of euros)	2023	2022	2021
Depreciation and amortization expenses	(55)	(48)	(48)
Depreciation of right-of-use assets	(78)	(79)	(73)
Net impairment of right-of-use assets	12	(18)	3
Depreciation and amortization	(121)	(145)	(118)
Other expenses ⁽¹⁾	(500)	(491)	(426)
Other income	89	103	59
Other operating expenses and income	(411)	(388)	(367)
TOTAL	(532)	(533)	(485)

⁽¹⁾ Other expenses mainly relates to IT system charges, freelances, real estate expenses, fees, travel costs and insurance.

5.2.24. Operating segments

Havas Group's Chief Executive Officer, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments, and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Havas Group's Chief Executive Officer considers Net revenue and Adjusted Earnings Before Interest and Income Taxes ("Adjusted EBIT") both non-GAAP measures (or alternative performance measures), to be relevant indicators of the Group's operating and financial performance (see note 5.2.2. Alternative performance measures)

These segments are business units that are managed separately as each business requires different strategies to adapt to local demands, regulation and resources. The operating segments presented below are identical to the information given to Havas Group's Chief Executive Officer.

For each reportable segment, revenue derives from the same rendered services.

No external customer amount to more than 10 per cent of the revenue for the years ended December 31, 2023, 2022 and 2021, respectively.

2023

(in millions of euros)	Europe	North America	Apac and Africa (1)	Latam (2)	Eliminations	Total
Consolidated income statement items						
Revenue						
<i>Revenue from external customers</i>	1,386	992	313	182	(1)	2,872
<i>Revenue from transactions with other segments</i>	16	1	1		(18)	-
Total Revenue	1,402	993	314	182	(19)	2,872
Net Revenue	1,289	984	247	176	(1)	2,695
Other operating expenses and income	(168)	(129)	(69)	(38)	(8)	(412)
Depreciation and amortization	(64)	(38)	(14)	(5)		(121)
Adjusted EBIT	167	135	7	23	(5)	327
Consolidated balance sheet items						
Assets						
Goodwill	1,468	696	206	58		2,428
Other intangible and tangible assets	396	116	30	13		555
Equity investments	19					19
Other operating assets	1,990	785	364	339	(251)	3,227
Liabilities						
Earn-out and non-controlling interest buy-out obligations	209	33	36			278
Pensions and post-employment benefits	84	1	1			86
Other operating liabilities	2,219	1,307	431	302	(251)	4,008
Investments						
Other intangible and tangible assets	21	7	4	3		35

(1) Asia-Pacific, Middle East and Africa.

(2) Latin America.

2022

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Consolidated income items						
Revenue						
<i>Revenue from external customers</i>	1,365	984	281	140	(5)	2,765
<i>Revenue from transactions with other segments</i>	15	1			(16)	
Total Revenue	1,380	985	281	140	(21)	2,765
Net Revenue	1,254	979	227	135	(5)	2,590
Other operating expenses and income	(164)	(136)	(54)	(39)	4	(389)
Depreciation and amortization	(64)	(61)	(15)	(5)		(145)
Adjusted EBIT	178	108	10	(1)	2	297
Consolidated balance sheet items						
Assets						
Goodwill	1,340	704	175	55		2,274
Other intangible and tangible assets	422	153	34	15		624
Equity investments	19					19
Other operating assets	1,964	805	396	303	(251)	3,217
Liabilities						
Earn-out and non-controlling interest buy-out obligations	131	45	31			207
Pensions and post-employment benefits	74		1			75
Other operating liabilities	2,235	1,273	473	277	(251)	4,007
Investments						
Other intangible and tangible assets	20	6	4	6		36

2021

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Consolidated income items						
Revenue						
<i>Revenue from external customers</i>	1,206	828	196	115	(4)	2,341
<i>Revenue from transactions with other segments</i>	12	2			(14)	-
Total Revenue	1,218	830	196	115	(18)	2,341
Net Revenue	1,124	822	183	113	(4)	2,238
Other operating expenses and income	(169)	(126)	(33)	(37)	(2)	(367)
Depreciation and amortization	(65)	(35)	(13)	(5)		(118)
Adjusted EBIT	147	88	16	(1)	(3)	247
Consolidated balance sheet items						
Assets						
Goodwill	1,281	663	140	51		2,135
Other intangible and tangible assets	431	201	35	18		685
Equity investments	2					2
Other operating assets	1,875	808	312	245	(206)	3,034
Liabilities						
Earn-out and non-controlling interest buy-out obligations	101	53	14		(1)	167
Pensions and post-employment benefits	89			1		90
Other operating liabilities	2,172	1,206	371	223	(205)	3,767
Investments						
Other intangible and tangible assets	17	6	2	2		27

Revenue by geographic area

In millions of euros	2023	%	2022	%	2021	%
United States of America	960	33%	956	35%	809	35%
France	527	18%	533	19%	467	20%
UK	419	15%	402	14%	356	15%
Rest of the world	966	34%	874	32%	709	30%
Total Revenue	2,872	100%	2,765	100%	2,341	100%

5.2.25. Net financial expense

The following table shows net financial expense for fiscal years 2023, 2022 and 2021:

(in millions of euros)	2023	2022	2021
Interest	8	10	5
Foreign exchange gain	25	34	27
Other	6	6	6
Other financial income	31	40	32
Foreign exchange loss	(29)	(33)	(25)
UMG Bonus	-	-	(21)
Interest expenses on lease liabilities	(12)	(14)	(14)
Hyperinflation	(7)	(7)	(5)
Transaction costs	(9)	(5)	(11)
Interest cost on pension obligations	(2)	-	(1)
Other	(11)	(4)	(4)
Other financial expenses	(70)	(63)	(81)
NET FINANCIAL EXPENSE	(31)	(13)	(44)

5.2.26. Earnings per share

	2023	2022	2021
Net income, Group share (in millions of euros)	167	171	113
Number of shares at December 31 (in thousands)	426,138	426,138	426,138
Basic and diluted earnings per share, Group share (in euros)	0.39	0.40	0.27

All Havas performance shares had vested as at December 31, 2020.

5.2.27. Related party transactions

Havas Group's related parties are corporate officers, members of Havas Group Board of Directors, as well as other related parties, including:

- o companies fully consolidated by Havas Group. The transactions between these companies have been eliminated for the preparation of the Consolidated Financial Statements;
- o companies over which Group Group exercises a significant influence;
- o all companies in which key executive managers or their close relatives hold significant voting rights;
- o minority shareholders exercising a significant influence over Havas Group's subsidiaries;
- o Vivendi Corporate and its consolidated entities (the "Vivendi Group"), as well as their related parties; and
- o Bolloré Group and its related parties including Rodés, given that Vivendi has been fully consolidated by Bolloré Group since April 26, 2017.

The table below summarizes transactions carried out in 2020, 2021, 2022 and 2023 with related parties other than Vivendi:

(in millions of euros)	2023	2022	2021	2020
Accounts receivable	9.6	15.2	47.6	51.6
of which Rodés	0.3		0.2	
of which Bolloré	1.7	3.0	2.4	2.2
of which Vivendi	7.6	12.2	45.0	49.4
Accounts payable (1)	5.6	8.4	8.1	9.2
of which Rodés	0.1	0.4	0.2	
of which Bolloré	2.0	1.3	1.5	1.4
of which Vivendi	3.5	6.7	6.4	7.8
Operating income	47.6	61.2	56.7	60.0
of which Bolloré	4.5	5.5	3.0	4.4
of which Vivendi	43.1	55.7	53.7	55.6
Operating expense	(16.1)	(16.8)	(18.7)	(13.6)
of which Rodés	(0.1)		(0.3)	
of which Bolloré	(1.7)	(1.3)	(1.1)	(3.7)
of which Vivendi	(14.3)	(15.5)	(17.3)	(9.9)

(1)) Excludes Media space buying payables, where Havas operates as agent, which have no impact on results.

Havas Media Group Spain SA and its subsidiaries have entered into various agreements with members of the family of Alfonso Rodés Vilà, Chairman of Havas Media Network and Havas Spain, or with entities they control. These agreements principally relate to media space buying, and advertising and administrative services.

Transactions entered into under arm's-length terms with parties related to the Rodés family resulted in operating expenses of approximately €0.1 million in 2023, compared to €0 million in 2022 and €0.3 million in 2021.

Certain subsidiaries of the Group rendered advertising services to certain subsidiaries of the Bolloré Group under arm's-length terms, resulting in operating expenses of approximately €1.7 million in 2023, €1.3 million in 2022 and €1.1 million in 2021, and an operating income of approximately €4.5 million in 2023, €5.5 million in 2022 and €3.0 million in 2021.

Vivendi

Certain subsidiaries of the Group rendered advertising services to the Vivendi Group including its subsidiaries under arm's-length terms. Group clients purchased media space, via media agencies and for the purposes of their advertising campaigns, from the Canal+ Group totaling €40 million in 2023, €39 million in 2022 and €36 million in 2021 as part of its campaigns. In promoting its Canal+, Canalsat and Canalplay brands, the Canal+ Group purchased space in the principal media through the Group and its agencies totaling €73 million in 2023, €55 million in 2022 and €69 million in 2021. In 2023 and 2022, the Group and its subsidiaries generated revenues of €27 million on media and production services, broadcasting rights and fees, compared to €26 million in 2021. In addition, the Group and its subsidiaries designed and executed campaigns for the Canal+ Group for €9 million in 2023, €10 million in 2022 and €9 million in 2021.

Regarding the Vivendi Group (excluding Canal Plus):

- o several Group entities made purchases from entities of the Universal Music Group (UMG) representing operating expenses of approximately €6.4 million in 2023, €6.0 million in 2022 and €11.2 million in 2021, and received operating income of approximately €2.8 million in 2023, €3.6 million in 2022 and €6.7 million in 2021; and
- o in the case of Vivendi (excluding Canal+ Group and UMG), the Group and its subsidiaries designed and produced campaigns for Vivendi subsidiaries specializing in the production of short digital series. These services generated operating income of €4.5 million in 2023, €3.6 million in 2022 and €1.9 million in 2021.

In compliance with Article L. 511-7 of the French Monetary and Financial Code, Havas SA (and its subsidiaries) and other consolidated entities entered into intra-group cash management agreements, on market terms, with Vivendi SE. Under these agreements:

- Vivendi centralizes cash surpluses (cash pooling) of its controlled entities which (i) are not subject to local regulations restricting the transfer of financial assets, or (ii) are not subject to other contractual obligations, and
- Havas Group borrowed from Vivendi to finance its investments.

Upon these contracts, Vivendi SE organizes, coordinates and optimizes these entities' cash requirements and surplus. In exchange, Vivendi SE receives a remuneration equal to the spread between the borrowing and lending interest rates applied. These interest rates are calculated for each currency based on defined reference rates adjusted with a positive or negative margin. These agreements have been entered into for an indefinite period in the absence of termination notice from one of the parties to the contract.

As of December 31, 2023, Havas granted current account loan to Vivendi of €115.7 million and of €130.4 million in 2022. As of December 31, 2021, Havas borrowed to Vivendi €389.8 million.

Compensation of directors

(in millions of euros)	2023	2022	2021
Gross compensation including benefits in kind	6	6	4
TOTAL CHARGE	6	6	4
Cumulative pension and post-employment benefits at period end.	1	1	1

Number of directors: 9 in each of the years 2023, 2022 and 2021.

5.2.28. Contractual obligations and off-balance sheet commitments

The Group did not enter into any material commitments during 2023.

Guarantees, sureties and security interests

At December 31, 2023, Havas had not granted any security interest.

Off-balance sheet commitments by maturity at December 31, 2023

(in millions of euros)	Total 12.31.2021	Total 12.31.2022	Total 12.31.2023	2024	2025	2026	2027	2028	After 2028
Investing activity commitments given									
Majority interest buy-out and equity investments ⁽¹⁾	53	22	6	2	1	2		1	
TOTAL	53	22	6	2	1	2		1	
Investing activity commitments given									
Security for media space buying ⁽²⁾	47	104	103	55		23			25
Security for credit lines ⁽³⁾	29	154	153	68	56				29
Other commitments ⁽⁴⁾	45	44	42	4	8	6			24
TOTAL	121	302	298	127	64	29			78
Financing activity commitments received									
Confirmed credit lines unused ⁽⁵⁾	510	510	510		80	30	100	300	
TOTAL	510	510	510		80	30	100	300	

- (1) Havas holds a 51% interest in Klareco Communication Pte Ltd ("Klareco") (non-consolidated as of 12/31/2023). Havas has purchase options and Klareco's shareholders have earn-outs (exercisable in 2024) and options to sell their interest to Havas (exercisable in 2026/28) at an estimated aggregate discounted price of €2.9 million depending on Klareco's financial performance. Havas holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €3.4 million over the next 3 years.

In 2022, Havas held a non-consolidated 5.89% interest in Semaris Holding (which owns Havas Media LLC and Havas Digital LLC in Russia), with the remaining 94.11% interest held by ADV [group]. Havas had options to purchase up to a 75% interest in Semaris Holding (exercisable at market value) and ADV had a put option to sell (exercisable at market value) its interest in Semaris Holding (expiring 2023) to Havas. Since Semaris Holdings' interest was sold in 2023, these commitments expired.

- (2) In certain countries, media space purchases may be secured by guarantees provided by Havas
- (3) As part of its cash centralization policy, Havas may provide guarantees or sureties to financial institutions to secure intraday limits and/or overdraft facilities granted to its subsidiaries. These lines, which ensure the smooth operation of cash pooling, were not drawn as of December 31, 2023.
- (4) As part of the defined benefit pension scheme established in two of the Group's UK subsidiaries, Havas undertakes to cover any shortfall in the assets invested in the pension funds up to a maximum of €23.4 million. As of December 31, 2023, a provision of €4.9 million was recognized in the consolidated balance sheet, compared to €(2.7) million as of December 31, 2022 and to €2.2 million as of December 31, 2021. Havas has granted €18.6 million in rent guarantees to cover the risk of default by the Group's subsidiaries concerning their property leases.
- (5) As of December 31, 2023, the total amount of confirmed undrawn credit lines with credit institutions amounted to €510.0 million, all of which are medium-term obligations (when drawn). The Group has undrawn, unconfirmed credit lines totaling €324.9 million, which are not included in this table. Most credit lines granted to the Group's subsidiaries are guaranteed by Havas SA.

The Group is not aware of any other significant off-balance sheet commitments, or any that could become material in the future, other than those mentioned above.

5.2.29. Financial Instruments

The following table sets out the fair values of all Group financial instruments by category:

	12.31.2023			12.31.2022			12.31.2021			01.01.2021		
(in millions of euros)	Current	Non-current		Current	Non-current		Current	Non-current		Current	Non-current	
Financial assets	IFRS9			IFRS9			IFRS9			IFRS9		
Assets measured at FV through OCI - Current ⁽¹⁾	39	39		8	8		9	9		20	20	
Level 2												
Unlisted investments	39	39		8	8		9	9		20	20	
Financial assets measured at amortized cost	135	124	11	152	140	12	21	7	14	17	7	10
Loan to Vivendi SE	116	116		130	130							
Other current financial assets	8	8		10	10		7	7		7	7	
Other non-current financial assets	11		11	12		12	14		14	10		10
TOTAL	174	163	11	160	148	12	30	16	14	37	27	10

(1) These assets relate to listed equity investments (Level 1) and unlisted equity investments (Level 2) that Havas has opted to classify under FV through OCI by means of other elements of comprehensive income.

Level 1 corresponds to a valuation of financial assets and liabilities at market value, while Level 2 relies on a model based on observable inputs.

MS = Marketable securities

	12.31.2023			12.31.2022			12.31.2021			01.01.2021		
(in millions of euros)	Current	Non-current		Current	Non-current		Current	Non-current		Current	Non-current	
Financial liabilities	IFRS9			IFRS9			IFRS9			IFRS9		
Financial liabilities measured at amortized cost	7	4	3	8	5	3	400	396	4	127	122	5
Short-term borrowing from Vivendi SE							390	390		115	115	
Short-term borrowings	4	4		5	5		6	6		7	7	
Long-term borrowings	3		3	3		3	4		4	5		5
Other financial liabilities	278	84	194	207	55	152	167	41	126	125	29	96
Level 3												
Earn-out and non-controlling interest buy-out obligations	84	84		55	55		41	41		29	29	
Earn-out and non-controlling interest buy-out obligations	194		194	152		152	126		126	96		96
TOTAL	285	88	197	215	60	155	567	437	130	252	151	101

Considering that borrowings relate to the current account with Vivendi SE which is reimbursable on demand, the management assessed that the fair value is equal to the carrying amounts and that the level is not applicable.

	December 31, 2023			December 31, 2022		
(in millions of euros)	Carrying amount	Fair Value	Level	Carrying amount	Fair Value	Level
Financial liabilities measured at amortized cost	7	7		8	8	
Earn-out and non-controlling interest buy-out obligations	278	278	3	207	207	3
TOTAL	285	285		215	215	

	December 31, 2021			January 1, 2021		
(in millions of euros)	Carrying amount	Fair Value	Level	Carrying amount	Fair Value	Level
Financial liabilities measured at amortized cost	400	400		127	127	
Earn-out and non-controlling interest buy-out obligations	167	167	3	125	125	3
TOTAL	567	567		252	252	

The commitments to purchase non-controlling interests relate to the undiscounted expected future payments depending on performance of acquisitions. Their fair value is usually assessed using third party valuation report and/or discounted cashflows valuation model.

5.2.30. Financial risk management objectives and policies

Interest rate risk

In the course of its business, the Group may be exposed to the risk of interest rate changes. The risk depends on the type of interest rate (fixed or floating) and the direction of change. At fixed rate, a financial investment would be negatively impacted by an increase in interest rates and a borrowing would be negatively impacted by a decrease in interest rates. At floating rate, the situations are reversed.

Group policy consists of allocating mid- and long-term financing between fixed rate and variable rates in a relatively balanced way intended to limit this type of risk. The Group applies a non-speculative policy to managing interest rates using interest rate swaps if necessary.

At December 31, 2023, Havas had no interest rate swap portfolio.

Potential gains and losses relating to derivatives for fair value hedges are recognized in the consolidated income statement, while those for cash flow hedges are recognized in equity, in each case when the efficacy of the hedges is measurable and known.

According to Group policy, Havas and its subsidiaries should invest any excess cash primarily in the highest yielding variable or adjustable rate instruments (through leading banks as selected by the Group) that meet the criteria of cash equivalents as set out in IAS 7.

Net exposure to interest rate risk at December 31, 2023 is as follows:

Contractual value (in millions of euros)	Total at 12.31.2023	< 1 year	1-5 years	> 5 years
Floating interest rate				
Other financial liabilities	7	4	3	-
Loan to Vivendi SE	(116)	(116)	-	-
Cash and cash equivalents	(322)	(322)	-	-
NET LIABILITIES/(ASSETS) AT FLOATING INTEREST RATE AFTER HEDGING	(431)	(434)	3	-

The contractual value of net assets at floating interest rate after hedges amounted to €431 million. A 100 basis point variation in interest rate would have a €4.31 million impact on the Group's income before tax.

Credit Risk

The Group provides advertising and communications services to a wide range of clients operating in many different industry sectors around the world. The Group grants credit to all qualified clients. It does not believe it is exposed to any undue concentration of credit risk related to either a specific country or client. Consequently, concentrations of credit risk on accounts receivable are limited. In 2015, the Group selected a leading credit insurer to cover its main client credit risks worldwide.

In addition, the Group may be exposed to credit risk with bank partners in connection with operations on the financial markets and banking transactions. Operations or transactions relate mainly to the management of foreign currency exchange risk, interest rate risk, financial investments and financing. A default or deterioration in the financial position of a counterparty could have a negative impact on the Group resulting in a loss of financial investments or causing difficulties in finding a new source of financing for the coming years.

To minimize this risk, the Group introduced a process to rationalize its banking relationships and give preference to leading banks. Investing and financing operations are allocated to a certain number of these banks under the supervision of the Group Executive Committee.

Liquidity risk

As of December 31, 2023, the Group had cash and cash equivalents totaling €322.2 million. This number includes cash availability (bank credit balances) of €260.8 million and financial investments maturing in less than 3 months of €61.4 million.

As of December 31, 2023, the Group had short-term unconfirmed credit lines in the form of bank overdraft authorizations and undrawn revolving credit facilities for a total amount of €324.9 million, confirmed short and medium-term credit lines for a total amount of €510 million.

Furthermore, as of December 31, 2023 €500.0 million was available under the €500.0 million commercial paper issuance program.

The Group's Financing and Treasury Department has centralized a significant portion of its financing needs by setting up domestic and international cash pooling in the main countries where the Group operates. This allows for the centralization of most of the key countries' cash balances at the Havas company level for better control of financing costs and optimization of investments. Where possible, physical cash pooling, namely the "ZBA" (Zero Balance Account), is preferred over notional cash pooling, which remains the exception. Under this model, the subsidiary's bank balances are virtually offset by the domestic treasury pivot bank. Physical transfers of net amounts occur both on a weekly basis and at accounting closing dates.

Havas realizes net amounts on a weekly basis and at accounting closing dates. The Company has sufficient cash and confirmed credit lines to satisfy its short-term debt obligations totaling €0.0 million, as well as "earn-out" and "buy-out" debts totaling €277.5 million, of which €0.0 million are due as of December 31, 2023. Havas does not pose any liquidity risk.

As of December 31, 2023, the long-term financial debt on the balance sheet amounted to €3.5 million. It primarily relates to employee profit-sharing.

Exchange rate risk

The Group, due to its presence in some fifty countries, is exposed to foreign currency fluctuations. As the Group's financial statements are denominated in euros, any variation in exchange rates against the euro may have an impact on translation adjustments on balance sheet items, shareholders' equity, and the consolidated income statement. The US dollar and the British pound are the two main currencies likely to generate significant impacts.

In addition, Havas carries out operations in Argentina and Turkey. Due to hyperinflation of the Argentine peso and the Turkish Lira, the average rate used by Havas corresponds to the closing rate of the current year.

In 2023, gross margin was achieved at 31.9% in the euro currency, 35.8% in the US dollar currency and 12.3% in the pound sterling currency, while current operating income was achieved at 19.6% in the euro currency, 67.8% in the US dollar currency and 19.7% in the pound sterling currency.

The table below summarizes the different impacts of a 1% change in the US dollar and pound sterling against the euro:

(in millions of euros)	Impact on revenue		Impact on EBIT		Impact on shareholders' equity	
	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
US dollar	10	(10)	1	(1)	6	(6)
British pound	3	(3)	1	(1)	3	(3)

The Group's exposure to foreign currency risk on its operating activities is limited. Most of the Group's agencies operate on their local markets, with revenues and expenses incurred in local currency. Future cash flows in foreign currencies, particularly from global clients, are hedged.

In terms of financing, a distinction should be made between two levels:

- intragroup loans and borrowings carried out outside the euro zone, also including international cash pool operations, are systematically hedged; in this context, the risk is mainly limited to the currency translation adjustments arising from the financial statements of non-euro zone subsidiaries;

- Group subsidiaries are financed by domestic cash pools or local banks in local currencies with no foreign currency exchange risk.

Derivatives used to hedge foreign currency exchange risk are exclusively simple instruments (plain vanilla forward exchange agreements and zero premium foreign exchange options), generally for a period of under three months, which are managed primarily by the Havas Treasury Department or centralized Treasury Departments in the main countries.

The table below sets out the breakdown of net assets by main currency at December 31, 2023 :

(in millions of euros)	TOTAL	Euro	US Dollar	British Pound	Other
Assets	6,901	2,920	1,572	878	1,531
Liabilities	4,942	1,857	1,459	615	1,011
Net assets before management	1,959	1,062	113	264	520
Foreign exchange swaps		(631)	543	47	41
NET ASSETS UNDER MANAGEMENT	1,959	431	656	311	561

The table below sets out the breakdown of net assets by main currency at December 31, 2022 :

(in millions of euros)	TOTAL	Euro	US Dollar	British Pound	Other
Assets	6,796	2,917	1,601	789	1,489
Liabilities	4,908	1,851	1,477	575	1,005
Net assets before management	1,888	1,066	124	214	484
Foreign exchange swaps		(673)	527	102	44
NET ASSETS UNDER MANAGEMENT	1,888	393	651	316	528

The table below sets out the breakdown of net assets by main currency at December 31, 2021 :

(in millions of euros)	TOTAL	Euro	US Dollar	British Pound	Other
Assets	6,789	3,180	1,589	750	1,270
Liabilities	5,069	2,245	1,426	575	823
Net assets before management	1,738	954	163	175	446
Foreign exchange swaps		(536)	386	118	32
NET ASSETS UNDER MANAGEMENT	1,738	418	549	293	478

Capital Management

The Group's objective is to maintain a reasonable "Net debt/Total consolidated equity ratio" as follows:

(in millions of euros)	2023	2022	2021	2020
Net financial debt (Net cash and cash equivalents)	(431)	(467)	(375)	(212)
Consolidated shareholders' equity	1,959	1,888	1,738	1,588
RATIO TO FINANCIAL DEBT - NET (CASH) / CONSOLIDATED SHAREHOLDERS' EQUITY	-22.0%	-24.7%	-21.6%	-13.3%

5.2.31. Risks related to material litigations

In the normal course of their activities, Havas SA and its subsidiaries are parties to a certain number of legal, administrative or arbitration proceedings. The expenses that may be incurred in these proceedings are provisioned for to the extent they are probable and measurable. Such provisions are determined by risk assessments conducted on a case-by-case basis (see note 5.2.15).

Tax litigations

Equalization tax

In 2003, the Company filed a suit claiming repayment of the equalization tax (*précompte mobilier*) paid by the Company between 2000 and 2002, on the basis that the tax was not due on the redistribution of dividends from European source.

In connection with this litigation between the Company and the French Government, the Administrative Court in 2008 ordered the French Government to repay €33.5 million to the Company, the amount corresponding to the equalization tax paid between 2000 and 2002, plus €8.5 million of interest owed by the French Treasury.

The French government appealed against this decision.

By decision of the French Council of State (Conseil d'Etat) on November 13, 2013, the case was referred to the Paris Administrative Court of Appeal.

On May 23, 2014, the Paris Administrative Court of Appeal overruled the decisions of the Administrative Court of Montreuil of July 10, 2008 and those of the Paris Administrative Court of Appeal of October 14, 2008.

The tax liability was reinstated for the entire amount initially repaid plus penalty interest, on July 21, 2014 for the equalization tax paid in respect of the 2002 financial period and on September 15, 2014 for the equalization taxes paid in respect of the 2000 and 2001 financial periods.

The Company paid the sums due in respect of the equalization tax for 2000, 2001 and 2002.

On July 23, 2014, the Company filed an appeal against the order of the Paris Administrative Court of Appeal on May 23, 2014.

Two post-hearing submissions were made to the Council of State on July 11 and 12, 2017, following publication by the European Commission on December 8, 2016 of an order indicating its intention to proceed against France for lack of compliance.

On July 28, 2017, the Council of State dismissed the appeal lodged by Havas against the decision of the Versailles Administrative Court of Appeal of May 23, 2014, a decision that irrevocably ends the tax litigation and prevents Havas from obtaining reimbursement of the equalization tax.

In order to re-establish the Company's right to financial compensation for the sum of €38 million, three combined legal avenues were pursued:

- filing of a new complaint with the European Commission,
- referral to the European Court of Human Rights; and
- a claim for compensation under an action for damages against the French State.

Regarding the infringement proceedings against France that were transferred to the European Court of Justice on October 4, 2018, the court has rendered its judgment in the prepayment case.

In line with the conclusions of its Advocate General, the court condemns France for unduly restricting the possibilities of reimbursement of prepayments that certain companies had mistakenly paid.

This decision validates the Company's action against the State to safeguard its rights following the refusal of the Council of State to examine its request.

On May 29, 2018, in view of the lack of response to its claim for compensation relating to the State's liability arising from the decision of the Council of State made to the Minister of Public Accounts and the Minister of Justice, the Company brought a motion before the Administrative Court of Cergy-Pontoise.

The damages for which compensation is sought amount to the sum of EUR 59,327,367, namely the amounts of the advance payment paid together with default interest which the Company should have received.

On 5 November 2019, the Minister lodged his observations in defense, to which the Company responded by a reply dated 19 October 2020. This brief did not give rise to the production of new observations by the Minister and the investigation was closed on December 2, 2020. Following the Schneider Electric judgment of the CJEU on May 12, 2022, and at the request of the Company, the competent Administrative Court decided to reopen the investigation of the case.

On June 14, 2022, the Company filed a supplementary brief to explain the scope of the CJEU's judgment and its consequences on the outcome of the action for damages. For his part, the Minister did not submit any observations in response to Havas' latter brief.

The investigation of the case has been closed since July 13, 2022.

In a letter dated January 30, 2023, the Registry of the Cergy-Pontoise Administrative Court announced that the case was on the list of the public hearing of February 10, 2023, at the end of which the Cergy-Pontoise Administrative Court issued an unfavorable judgment against the Company on March 28, 2023.

On May 26, 2023, as a precautionary measure to preserve its interests, the Company filed a request to appeal the judgment of the Cergy Pontoise Administrative Court.

In response to that request, the Minister for Justice lodged a reply on July 29, 2023 with the Versailles Administrative Court of Appeal of, to which the Company replied by a new reply on September 18, 2023.

On October 23, 2023, the Minister of the Economy, in his capacity as an observer in the compensation dispute relating to the withholding tax, submitted his observations on the claim for damages filed by the company, focusing essentially on the quantum of the damage for which Havas is seeking restitution.

On December 12, 2023, the Company responded by way of a reply brief. The Company did not recognize any assets in this respect.

Other

Investigation by U.S. federal prosecutors into business practices in the advertising industry

On June 11, 2018, Havas received a subpoena for documents relating to one of its Spanish subsidiaries, Havas Media Alliance WWSL. These documents have been provided to the relevant US authorities. This request by the federal prosecutors appears to relate to business practices involving discounts and rebates. At this stage, Havas is not a party to any proceedings and is not being interviewed. There have been no new developments since then.

Procedure concerning the services provided by Havas Paris to Business France

On February 7, 2019, Havas Paris, a subsidiary of Havas SA, was indicted for concealment of favoritism. This indictment came as part of a judicial investigation opened by the Paris Public Prosecutor's Office for the offence of favoritism that Business France is alleged to have committed in connection with the organization of a communication service entrusted by Business France to Havas Paris. Havas Paris disputes the facts of which it is accused and immediately appealed this decision. The Deputy Chief Executive Officer of Havas Paris was indicted on December 21, 2023 for concealment of favoritism. The latter contests the facts of which he is accused and has lodged appeals against this decision. These indictments do not have any material monetary or financial consequences for Havas Paris.

5.2.32. Scope of consolidation at December 31, 2023

	% Ownership interest	% Voting interest	Country
EUROPE			
GERMANY			
HAVAS GERMANY GMBH	100	100	Germany
HAVAS LIFE DÜSSELDORF GMBH	100	100	Germany
FUEL GERMANY GMBH	100	100	Germany
HAVAS SERVICES GMBH	100	100	Germany
MPG SOLUTIONS GMBH	100	100	Germany
ARENA MEDIA DEUTSCHLAND GMBH	100	100	Germany
HAVAS MEDIA GERMANY GMBH	100	100	Germany
HAVAS HOLDING DEUTSCHLAND GMBH	100	100	Germany
FORWARD 1 GERMANY GMBH	100	100	Germany
HAVAS LIFE BIRD & SCHULTE GMBH	100	100	Germany
HEALTH4BRANDS GMBH	100	100	Germany
PROVIDENCE GMBH	100	100	Germany
DEEKELING ARNDT ADVISORS IN COMMUNICATIONS GMBH	76	76	Germany
INVIQA GMBH	51	100	Germany
HRZN GMBH	60	60	Germany
EPROFESSIONAL GMBH	100	100	Germany
AUSTRIA			
HAVAS WIEN GMBH	100	100	Austria
FUEL AUSTRIA WERBEAGENTUR GMBH	100	100	Austria
HAVAS MEDIA GMBH	100	100	Austria
ARENA AUSTRIA GMBH	100	100	Austria
BELGIUM			
BOONDOGGLE NV	100	100	Belgium
PROVIDENCE	100	100	Belgium
HAVAS SOCIAL	100	100	Belgium
HAVAS MEDIA BELGIUM SA	100	100	Belgium
HR GARDENS SA	100	100	Belgium
BULGARIA			
HAVAS GROUP BULGARIA OOD	51	51	Bulgaria
DENMARK			
HAVAS DANMARK A/S	100	100	Denmark
SPAIN			
HAVAS WORLDWIDE SPAIN, SA	100	100	Spain
ASCI DIRECT, SA	90	90	Spain
ARNOLD MADRID, SL	100	100	Spain
PROVIDENCE PUBLICIDAD, SL	100	100	Spain
DIFUSION Y AUDIENCIAS, SA	100	100	Spain
HAVAS LIFE, SA	100	100	Spain
MEDEA MEDICAL EDUCATION AGENCY, SL	100	100	Spain
ARENA MEDIA COMMUNICATIONS ESPAÑA, SA	100	100	Spain
HAVAS MEDIA GROUP SPAIN, SA	100	100	Spain
ARENA COMMUNICATIONS NETWORK, SL	100	100	Spain
HAVAS MEDIA GROUP LEVANTE, S.L.U.	100	100	Spain
PROXIMIA HAVAS, SL	100	100	Spain
FORWARD HOLDING SPAIN, SL	100	100	Spain
ARTEMIS ALLIANCE, SL	100	100	Spain
HAVAS SOLUTIONS SL	100	100	Spain
HAVAS MARKET SHOP	100	100	Spain
HAVAS MANAGEMENT ESPANA, SL	100	100	Spain
ELISA INTERACTIVE, SL	100	100	Spain
FULLSIX, SL	100	100	Spain
RESEARCH & DEVELOPMENT MARKETING LAB, SL	100	100	Spain
RED BIRD COMUNICACIÓN, SL	100	100	Spain
TINKLE COMMUNICATIONS, S.L	51	51	Spain
EUROPEAN PUBLIC RELATIONS SERVICE, S.L	51	51	Spain
JAZZ ALTERNATIVE THINKING, S.L.	51	51	Spain
ONION DIGITAL SERVICES, S.L.	51	51	Spain
TINKLE CONSULTANTS, S.L.	51	51	Spain
ESTONIA			
BALTIC MEDIA HOLDING OÜ	80	80	Estonia
HAVAS MEDIA OÜ	80	80	Estonia
MEEDIAAGENTUUR OÜ	80	80	Estonia
HAVAS CREATIVE OÜ	80	80	Estonia

	% Ownership interest	% Voting interest	Country
FINLAND			
HAVAS WORLDWIDE HELSINKI OY	100	100	Finland
FRANCE			
HAVAS	100	100	France
INTERCORPORATE	100	100	France
H4B PARIS SARL	100	100	France
THE SALMON CONSULTING	100	100	France
THE HOURS PUBLISHING	100	100	France
THE HOURS FRANCE	100	100	France
HAVAS EVENTS	91	100	France
HAVAS PROGRAMMATIC HUB	100	100	France
ABSOLUT REALITY	100	100	France
HAVAS PARIS	100	100	France
BETC	100	100	France
HAVAS LIFE PARIS	100	100	France
HAVAS FACTORY	100	100	France
BETC FULLSIX	100	100	France
LNE	100	100	France
W & CIE	68	68	France
XAVIER GUILLON CONSEIL (XGC)	100	100	France
HAVAS 04	100	100	France
HAVAS 05	100	100	France
HAVAS 06	100	100	France
HAVAS 08	100	100	France
UMT	100	100	France
HAVAS PLAY	100	100	France
HAVAS EDITION	100	100	France
HAVAS MEDIA FRANCE	100	100	France
ARENA MEDIA COMMUNICATIONS	100	100	France
HERCULES CORP.	100	100	France
RUSSIA COMMUNICATION	51	51	France
HAVAS FINANCES SERVICES (HFS)	100	100	France
SOCIALYSE	100	100	France
SAS DE LA SEINE ET DE L'OURCQ	100	100	France
HAVAS IMMOBILIER	100	100	France
HAVAS PARTICIPATIONS	100	100	France
FINANCIÈRE DE LONGCHAMP	100	100	France
LONGCHAMP PARTICIPATIONS	100	100	France
GENERAL POP	100	100	France
HAVAS IT	100	100	France
ROSA PARIS	100	100	France
WALTER	68	100	France
ECSELIS	100	100	France
MEDIA FORWARD COMMUNICATIONS	100	100	France
CSA	100	100	France
FREEDOM HOLDING	100	100	France
FULLSIX GROUP	100	100	France
FULLSIX FRANCE	100	100	France
EKINO	100	100	France
HAVAS MARKET	100	100	France
HÉLIA	100	100	France
EKINO INSIDE	100	100	France
BETC KITCHEN	100	100	France
LE MAGAZINE GÉNÉRAL	100	100	France
LES MAGASINS GÉNÉRAUX	100	100	France
AGENCE 79	100	100	France
AM PRODUCTIONS	100	100	France
UN1T	100	100	France
PLEAD	51	51	France
HAVAS EDGE	100	100	France
ETOILE ROUGE	97	97	France
BETC LUXE PARIS	97	97	France
DBI DATA BUSINESS INTELLIGENCE	100	100	France
BUZZMAN	76	76	France
PRODUCTMAN	76	76	France
ENERGUMEN	76	76	France
HAVAS & COMPAGNIES	100	100	France

	% Ownership interest	% Voting interest	Country
SOCIETE SAURET CONSULTANTS	61	61	France
HAVAS 26	77	77	France
HAVAS MEDIA AFRICA	100	100	France
RAISON DE SANTE	100	100	France
RED HAVAS HEALTH PARIS	100	100	France
SHORTCUT EVENTS	30	30	France
HUNGARY			
HAVAS WORLDWIDE BUDAPEST KOMMUNIKACIOS ZRT	100	100	Hungary
HAVAS MEDIA HUNGARY KFT	100	100	Hungary
ARENA MEDIA HUNGARY KFT	100	100	Hungary
IRELAND			
YOUNG ADVERTISING LIMITED	100	100	Ireland
HAVAS IRELAND LIMITED	100	100	Ireland
HAVAS MEDIA IRELAND	100	100	Ireland
GATE ONE IRELAND	77	100	Ireland
ITALY			
HAVAS MILAN S.R.L.	100	100	Italy
PROVIDENCE ITALY S.R.L.	100	100	Italy
HEALTH FOR BRANDS S.R.L.	100	100	Italy
HAVAS PR MILAN S.R.L.	87	87	Italy
HAVAS LIFE ITALY S.R.L.	100	100	Italy
HAVAS MEDIA S.R.L.	100	100	Italy
ARENA MEDIA S.R.L.	100	100	Italy
HAVAS EVENTS MILAN S.R.L.	100	100	Italy
INFINITUM S.R.L.	100	100	Italy
SCITERION S.R.L.	100	100	Italy
HAVAS CX ITALY S.R.L.	100	100	Italy
NOHUP SRL	51	51	Italy
LITHUANIA			
HAVAS MEDIA, UAB	80	100	Lithuania
HAVAS GROUP LITHUANIA, UAB	80	100	Lithuania
PUBLICUM, UAB	80	100	Lithuania
HAVAS CREATIVE SOMA, UAB	80	100	Lithuania
ARENA MEDIA UAB,	80	100	Lithuania
GOOD ONE, UAB	80	100	Lithuania
LATVIA			
HAVAS CREATIVE SIA	80	100	Latvia
HAVAS MEDIA SIA	80	100	Latvia
ARENA MEDIA SIA	80	100	Latvia
NETHERLANDS			
HAVAS WORLDWIDE NETHERLANDS BV	100	100	Netherlands
HAVAS LEMZ BV	100	100	Netherlands
HAVAS WORLDWIDE DIGITAL AMSTERDAM BV	100	100	Netherlands
ALL RESPONSE MEDIA BV	60	60	Netherlands
ARNOLD WORLDWIDE PARTNERS AMSTERDAM BV	100	100	Netherlands
HAVAS MEDIA NEDERLAND BV	100	100	Netherlands
ARENA MEDIA NEDERLAND BV	100	100	Netherlands
POLAND			
HAVAS WARSAW SP. Z O.O.	100	100	Poland
HAVAS MEDIA SP. Z O.O.	100	100	Poland
SOCIALYSE SP. Z O.O.	100	100	Poland
HAVAS ENGAGE WARSAW SP. Z O.O.	100	100	Poland
HAVAS PR WARSAW SP. Z O.O.	100	100	Poland
HHP SP. Z O.O.	100	100	Poland
ARENA MEDIA COMMUNICATIONS SP. Z O.O.	100	100	Poland
FULLSIX MEDIA SP. Z O.O.	100	100	Poland
PORTUGAL			
HAVAS WORLDWIDE PORTUGAL, LDA	100	100	Portugal
HAVAS DESIGN PORTUGAL, LDA	89	89	Portugal
FUEL PUBLICIDADE, LDA	100	100	Portugal
HAVAS MEDIA - PUBLICIDADE, SA	100	100	Portugal
ARN - MEDIA COMMUNICATIONS PUBLICIDADE, SA	100	100	Portugal
HAVAS - SERVICOS, SA	100	100	Portugal
MEDIA CONTACT PUBLICIDADE, SA	100	100	Portugal
HAVAS SPORTS & ENTERTAINMENT, SA	100	100	Portugal
HAVAS MANAGEMENT PORTUGAL, UNIPessoal LDA	100	100	Portugal

	% Ownership interest	% Voting interest	Country
FULLSIX PORTUGAL - MARKETING INTERACTIVO, SA	100	100	Portugal
DMCM, UNIPessoal LDA	100	100	Portugal
TINKLE PORTUGAL (SOCIEDADE UNIPessoal) LDA	51	100	Portugal
CV&A EUROPE, LTDA	51	51	Portugal
CZECH REPUBLIC			
HAVAS WORLDWIDE PRAGUE A.S.	100	100	Czech Republic
HAVAS PR PRAGUE S.R.O.	100	100	Czech Republic
HERCULES TRANSFORMING COMMUNICATION S.R.O.	100	100	Czech Republic
ARNOLD PRAGUE S.R.O.	100	100	Czech Republic
HAVAS MEDIA CZECH REPUBLIC S.R.O.	60	60	Czech Republic
UNITED KINGDOM			
CONRAN DESIGN GROUP LTD	100	100	United Kingdom
HAVAS PR UK LIMITED	100	100	United Kingdom
HAVAS HELIA LIMITED	100	100	United Kingdom
H4B LONDON LIMITED	100	100	United Kingdom
MARCOMMS GROUP LTD	100	100	United Kingdom
MEDICOM GROUP LTD	100	100	United Kingdom
ALL RESPONSE MEDIA LIMITED	60	60	United Kingdom
HAVAS WORLDWIDE LONDON LTD	100	100	United Kingdom
THE MAITLAND CONSULTANCY LIMITED	100	100	United Kingdom
HAVAS PEOPLE LTD	100	100	United Kingdom
HAVAS EHS DISCOVERY LTD	100	100	United Kingdom
HAVAS MEDIA LIMITED	100	100	United Kingdom
HAVAS SPORTS LIMITED	100	100	United Kingdom
ARENA MEDIA HOLDINGS LIMITED	100	100	United Kingdom
ARENA MEDIA LTD	100	100	United Kingdom
HAVAS PLAY LIMITED	100	100	United Kingdom
CAKE GROUP LIMITED	100	100	United Kingdom
BETC LONDON LIMITED	100	100	United Kingdom
DIVERSIFIED AGENCIES COMMUNICATIONS LIMITED	100	100	United Kingdom
HR GARDENS LIMITED	100	100	United Kingdom
RSMB LIMITED	50	50	United Kingdom
EWDB LIMITED	100	100	United Kingdom
HAVAS UK LIMITED	100	100	United Kingdom
HAVAS HOLDINGS LIMITED	100	100	United Kingdom
HAVAS SHARED SERVICES LIMITED	100	100	United Kingdom
HAVAS CANADA HOLDINGS LIMITED	100	100	United Kingdom
CREATIVE LYNX GROUP LTD	100	100	United Kingdom
CREATIVE LYNX LTD	100	100	United Kingdom
SCITERION LIMITED	100	100	United Kingdom
ELISA INTERACTIVE LTD	100	100	United Kingdom
HAVAS PROGRAMMATIC HUB LIMITED	100	100	United Kingdom
FORWARD 1 UK LTD	100	100	United Kingdom
ONE GREEN BEAN LONDON LIMITED	100	100	United Kingdom
ADCITY UK LIMITED	100	100	United Kingdom
HAVAS FINANCIAL COMMUNICATIONS LIMITED	100	100	United Kingdom
JUST HEALTH COMMUNICATIONS LTD	100	100	United Kingdom
HAVAS STUDIOS UK LIMITED	100	100	United Kingdom
GRAND UNION COMMUNICATION LIMITED	100	100	United Kingdom
EKINO LIMITED	100	100	United Kingdom
HAVAS CX LIMITED	100	100	United Kingdom
HAVAS E GROUP LIMITED	100	100	United Kingdom
45-51 WHITFIELD LTD	100	100	United Kingdom
COOLER KING LTD	100	100	United Kingdom
ORGANIC MARKETING LTD	100	100	United Kingdom
SUPERHERO SCREEN LTD	100	100	United Kingdom
HAVAS ENTERTAINMENT LIMITED	100	100	United Kingdom
TARGET LIVE LTD	100	100	United Kingdom
HAVAS SBH LTD	100	100	United Kingdom
HAVAS SO GROUP LTD	100	100	United Kingdom
M&C CONSULTANCY LIMITED	100	100	United Kingdom
H ADVISORS LTD	100	100	United Kingdom
BTRME	100	100	United Kingdom
RED HAVAS LIMITED	100	100	United Kingdom
CLICKSCO DIGITAL (UK) LIMITED	54	54	United Kingdom
CLICKSCO DIGITAL LIMITED	54	54	United Kingdom
GATE ONE LIMITED	77	77	United Kingdom

	% Ownership interest	% Voting interest	Country
CICERO CONSULTING LIMITED	80	80	United Kingdom
CICERO ONLINE LIMITED	80	80	United Kingdom
HAVAS STUDIOS HOLDINGS LIMITED	100	100	United Kingdom
INVIQA UK LIMITED	51	100	United Kingdom
THE INVIQA GROUP LIMITED	51	51	United Kingdom
SEARCH LABORATORY LTD	100	100	United Kingdom
SEARCH LABORATORY SOFTWARE LTD	100	100	United Kingdom
ADDITIVE PERSONALISATION LIMITED	70	70	United Kingdom
HAVAS MARKET	53	53	United Kingdom
UNCOMMON CREATIVE STUDIO HOLDINGS LTD	52	52	United Kingdom
UNCOMMON CREATIVE STUDIO LIMITED	52	52	United Kingdom
UNCOMMON EXPERIENCE STUDIO LIMITED	52	52	United Kingdom
CALLING FOR CREATIVITY LIMITED	36	52	United Kingdom
HAVAS CONSUMER HEALTH LIMITED	100	100	United Kingdom
RUSSIA			
HAVAS WORLDWIDE LLC	51	100	Russia, Federation
ARNOLD WORLDWIDE LLC	51	100	Russia, Federation
SERBIA			
HAVAS ADRIATIC D.O.O. BEOGRAD	51	51	Serbia
SLOVAKIA			
HAVAS MEDIA SLOVAKIA, S.R.O.	60	100	Slovakia
SWEDEN			
HAVAS MEDIA AB	100	100	Sweden
HAVAS SWEDEN AB	100	100	Sweden
ARENA MEDIA SWEDEN AB	100	100	Sweden
SWITZERLAND			
HAVAS AG	100	100	Switzerland
HAVAS MEDIA AG	100	100	Switzerland
ARENA MEDIA AG	100	100	Switzerland
NORTH AMERICA			
CANADA			
HAVAS WORLDWIDE CANADA, INC.	100	100	Canada
HAVAS HEALTH TORONTO, INC	100	100	Canada
PALM + HAVAS INC.	100	100	Canada
HAVAS MEDIA CANADA, INC	100	100	Canada
HAVAS CANADA HOLDINGS, INC.	100	100	Canada
HAVAS CANADA HOLDINGS, INC O/A NOISE DIGITAL	100	100	Canada
UNITED STATES			
HAVAS WORLDWIDE CHICAGO, INC	100	100	United States
HAVAS HEALTH, INC	100	100	United States
6TH SENSE, INC	100	100	United States
HAVAS PR NORTH AMERICA, INC.	100	100	United States
HAVAS WORLDWIDE, LLC	100	100	United States
HAVAS WORLDWIDE NEW YORK, INC	100	100	United States
HAVAS EDGE, LLC	100	100	United States
THE ABERNATHY MACGREGOR GROUP, INC	100	100	United States
HAVAS WORLDWIDE SAN FRANCISCO, LLC	100	100	United States
HAVAS IMPACT, LLC	100	100	United States
HAVAS WORLDWIDE DALLAS, LLC	100	100	United States
THE HOURS ENTERTAINMENT, LLC	100	100	United States
WASHINGTON PRINTING, LLC	100	100	United States
ARENA MEDIA, LLC	100	100	United States
HAVAS SPORTS & ENTERTAINMENT, LLC	100	100	United States
MAISON BETC LLC	100	100	United States
ARNOLD WORLDWIDE, LLC	100	100	United States
BRANN, LLC	100	100	United States
HAVAS ANNEX, LLC	100	100	United States
HAVAS DISCOVERY, LLC	100	100	United States
HAVAS PEOPLE LLC	100	100	United States
VICTORS AND SPOILS, INC	54	54	United States
CAMP + KING, LLC	51	51	United States
ARNOLD NEW YORK, LLC	100	100	United States
FORMAND, LLC	100	100	United States
HAVAS MEDIA GROUP USA LLC	100	100	United States
MEDIA PLANNING INTERNATIONAL CORPORATION	100	100	United States

	% Ownership interest	% Voting interest	Country
HM INFINITUM, LLC	100	100	United States
HAVAS NORTH AMERICA, INC	100	100	United States
HAVAS CREATIVE, INC	100	100	United States
REVENUE FRONTIER, LLC	100	100	United States
HAVAS FORMULA, LLC	100	100	United States
SYMBIOTIX, LLC	100	100	United States
FULLSIX INC.	100	100	United States
HAVAS GEMINI, LLC	80	80	United States
INTELLIGNOS USA, LLC	100	100	United States
TRIPTK, LLC	51	51	United States
ANNEX88, LLC	100	100	United States
REPUBLICA HAVAS, LLC	51	51	United States
HAVAS BATTERY, LLC	51	51	United States
THINK DESIGN COLLABORATIVE LLC	100	100	United States
GATE ONE US, INC.	77	77	United States
SEARCH LABORATORY INC	100	100	United States
UNCOMMON CREATIVE STUDIO USA INC	52	52	United States
MIDDLE EAST			
SAUDI ARABIA			
HAVAS SAUDI FOR MEDIA AND ADVERTISING LLC	50	100	Saudi Arabia
UNITED ARAB EMIRATES			
HAVAS WORLDWIDE MIDDLE EAST FZ LLC	50	50	United Arab Emirates
HAVAS MEDIA MIDDLE EAST FZ LLC	50	100	United Arab Emirates
HAVAS MIDDLE EAST FZ LLC	50	50	United Arab Emirates
PIVOTROOTS DMCC	51	51	United Arab Emirates
EGYPT			
HAVAS EGYPT FOR ADVERTISING AND PROMOTION LLC	50	100	Egypt
ISRAEL			
HAVAS WORLDWIDE TEL AVIV LTD	100	100	Israel
BLINK HAVAS LTD	90	90	Israel
INBAR MERHAV G ADVERTISING & MARKETING LTD	51	51	Israel
LEBANON			
HAVAS WORLDWIDE BEIRUT SAL	50	100	Lebanon
OMAN			
ASHA ADVERTISING AND MARKETING AGENCY LLC	30	60	Oman
PARADIGM ADVERTISING AND PUBLISHING LLC	30	60	Oman
TURKEY			
HAVAS WORLDWIDE ISTANBUL ILETISIM HIZMETLERI AS	100	100	Turkey
THE KLAN ILETISIM HIZMETLERI AS	100	100	Turkey
HAVAS ENGAGE PAZARLAMA VE ILETISIM HIZMETLERI AS	100	100	Turkey
PH REKLAM VE DST AS	100	100	Turkey
HAVAS MEDIA TURKEY MEDYA PLANLAMA VE SATINALMA HIZMETLERI AS	100	100	Turkey
ASIA-PACIFIC			
AUSTRALIA			
HAVAS SOUTH PACIFIC PTY LTD	97	97	Australia
BD ANZ PTY LTD	97	97	Australia
HAVAS MELBOURNE PTY LTD	97	97	Australia
ARNOLD AUSTRALIA PTY LTD	97	97	Australia
THE RED AGENCY PTY LTD	97	97	Australia
HAVAS AUSTRALIA PTY LTD	97	97	Australia
ONE GREEN BEAN PTY LTD	97	97	Australia
HAVAS MEDIA AUSTRALIA PTY LTD	97	97	Australia
PULSE COLLABORATIONS SYSTEMS PTY LTD	97	97	Australia
ARENA MEDIA AUSTRALIA PTY LTD	97	97	Australia
ADCITY AUSTRALIA PTY LTD	97	97	Australia
HM COMMUNICATION GROUP PTY LTD	97	97	Australia
FRONTIER MEDIA & MARKETING SYDNEY PTY LTD	97	97	Australia
H/ADVISORS APA PTY LTD	97	97	Australia
CAMBODIA			
HAVAS RIVERORCHID (CAMBODIA) COMPANY LIMITED	100	100	Cambodia
HAVAS BAREFOOT COMPANY LIMITED	100	100	Cambodia
HAVAS CHAMPAGNE COMPANY LIMITED	100	100	Cambodia
CHINA			
EURO RSCG GREAT OCEAN (GUANGZHOU) ADVERTISING CO., LTD	70	70	China
SHANGHAI JINGSHI COMPUTER TECHNOLOGY CONSULTING SERVICES CO., LTD	100	100	China
SHANGHAI FIELD FORCE MARKETING	100	100	China
THE SALES MACHINE (SHANGHAI) CO., LTD	100	100	China

	% Ownership interest	% Voting interest	Country
HAVAS WORLDWIDE CO., LTD	100	100	China
SHENZHEN PORDA PR CO., LTD	60	100	China
REN SHENG ZHONG CHUANG MARKETING (SHANGHAI) CO, LTD	51	51	China
SHENG ZHONG MARKETING CONSULTANCY (SHANGHAI) CO., LTD	100	100	China
HAN WEI GUANGGAO (SHANGHAI) YOU XIAN GONG SI CO., LTD	100	100	China
AFFIPERF (SHANGHAI) ADVERTISING CO., LTD	100	100	China
HAVAS GIMC ADVERTISING CO., LTD	51	51	China
HAVAS INTEGRATED MARKETING COMMUNICATION (GUANGDONG) CO., LTD.	51	100	China
FRONTNETWORKS	58	58	China
KOREA			
HAVAS KOREA CO., LTD	100	100	Korea, Republic Of
HAVAS DIGITAL KOREA CO., LTD	100	100	Korea, Republic Of
HONG KONG			
HAVAS WORLDWIDE HONG KONG LIMITED	100	100	Hong Kong
HPH HONG KONG LIMITED	100	100	Hong Kong
PORDA HAVAS INTERNATIONAL FINANCE COMMUNICATIONS (GROUP) HOLDINGS	60	60	Hong Kong
VISION INTERNATIONAL ROADSHOW COMPANY LTD	60	100	Hong Kong
HAVAS WORLDWIDE DIGITAL HONG KONG LIMITED	100	100	Hong Kong
POWELL FINANCIAL PRESS COMPANY LIMITED	60	100	Hong Kong
STAREAST COMMUNICATIONS LIMITED	100	100	Hong Kong
INDIA			
HAVAS WORLDWIDE INDIA PRIVATE LIMITED	100	100	India
HAVAS MEDIA INDIA PRIVATE LIMITED	100	100	India
HAVAS WORLDWIDE DIGITAL MATRIX PRIVATE LIMITED	100	100	India
ARENA INDIA PRIVATE LIMITED	100	100	India
HAVAS LIFE SORENTO PRIVATE LIMITED	100	100	India
THINK DESIGN COLLABORATIVE PRIVATE LIMITED	100	100	India
SOCIALYSE INDIA PRIVATE LIMITED	100	100	India
SHOBIZ EXPERIENTIAL COMMUNICATIONS PVT. LTD.	63	63	India
PIVOTROOTS DIGITAL PVT LTD	51	51	India
PR PUNDIT PUBLIC RELATIONS PRIVATE LIMITED	51	51	India
INDONESIA			
PT ADRIWARA KRIDA	100	100	Indonesia
PT MPG INDONESIA	100	100	Indonesia
PT HAVAS WORLDWIDE JAKARTA	100	100	Indonesia
PT HAVAS ARENA INDONESIA	100	100	Indonesia
PT MEDIAKOTA PROMOSI INDONESIA	100	100	Indonesia
JAPAN			
HAVAS JAPAN KABUSHIKI KAISHA	100	100	Japan
HAVAS LIFE KK	100	100	Japan
MALAYSIA			
HAVAS MALAYSIA	100	100	Malaysia
EPIC-OMNILINK INTEGRATED SDN BHD	100	100	Malaysia
HAVAS MEDIA KUALA LUMPUR SDN. BHD.	100	100	Malaysia
PHILIPPINES			
MEDIA CONTACTS, INC	100	100	Philippines
HAVAS MEDIA ORTEGA, INC	50	80	Philippines
HVMM HOLDINGS PHILIPPINES, INC	40	40	Philippines
MYANMAR			
HAVAS RIVERORCHID COMPANY LIMITED	100	100	Myanmar
HAVAS BAREFOOT COMPANY LIMITED	100	100	Myanmar
NEW ZEALAND			
HAVAS NEW ZEALAND LTD	97	97	New Zealand
HAVAS HELIA LTD	97	97	New Zealand
SINGAPORE			
HAVAS SINGAPORE PTE. LTD	100	100	Singapore
ARENA MEDIA ASIA PTE.LTD	100	100	Singapore
SOCIALYSE PTE. LTD	100	100	Singapore
HAVAS MEDIA ASIA PACIFIC PTE. LTD	100	100	Singapore
HAVAS PROGRAMMATIC HUB PTE LTD	100	100	Singapore
HAVAS MEKONG PTE. LTD	100	100	Singapore
BLK J PTE LTD	70	70	Singapore
TAIWAN			
HAVAS TAIWAN LTD	100	100	Taiwan
STAREAST COMMUNICATIONS (TAIWAN) LTD	100	100	Taiwan
HAVAS FIELD FORCE LTD	100	100	Taiwan
THAILAND			

	% Ownership interest	% Voting interest	Country
HAVAS WORLDWIDE BANGKOK LIMITED	100	100	Thailand
HAVAS WORLDWIDE DIGITAL BANGKOK LIMITED	100	100	Thailand
CONSUMER CONTACT COMMUNICATIONS (THAILAND) LIMITED	100	100	Thailand
TBP (THAILAND) LIMITED	100	100	Thailand
HAVAS RIVERORCHID (THAILAND) CO., LTD	100	100	Thailand
VIETNAM			
EKINO VIETNAM	100	100	Vietnam
HAVAS GROUP VIETNAM LIMITED LIABILITY COMPANY	100	100	Vietnam
LATIN AMERICA			
ARGENTINA			
HAVAS WORLDWIDE BUENOS AIRES SA	100	100	Argentina
HAVAS MEDIA ARGENTINA SA	100	100	Argentina
ARENA ARGENTINA SA	100	100	Argentina
HAVAS SPORTS & ENTERTAINEMENT ARGENTINA SA	100	100	Argentina
HAVAS PLUS S.A.	100	100	Argentina
INTELLIGNOS SA	100	100	Argentina
BRAZIL			
HAVAS WORLDWIDE DIGITAL BRASIL LTDA	100	100	Brazil
HAVAS WORLDWIDE LIFE BRASIL COMUNICACOES SA	100	100	Brazil
HAVAS VERSAO BETA TECNOLOGIA E COMUNICACAO	100	100	Brazil
HVS PARTICIPACOES E CONSULTORIA LTDA	100	100	Brazil
ARENA PUBLICIDADE E TECNOLOGIA LTDA	100	100	Brazil
BETC HAVAS AGENCIA DE PUBLICIDADE LTDA	100	100	Brazil
CHILE			
FUEL PUBLICIDAD LIMITADA	100	100	Chile
HAVAS WORLDWIDE SANTIAGO SA	100	100	Chile
FUEL CHILE SA	100	100	Chile
HAVAS MEDIA CHILE SA	100	100	Chile
MEDIA CONTACT CHILE SA	100	100	Chile
ARENA CHILE SA	100	100	Chile
HAVAS MEDIA GROUP CHILE SA	100	100	Chile
HAVAS + SPA	100	100	Chile
GROELANDIA SPA	100	100	Chile
ISLANDIA SPA	100	100	Chile
COLOMBIA			
HAVAS WORLDWIDE COLOMBIA S.A.S	100	100	Colombia
HAVAS MEDIA COLOMBIA SAS	100	100	Colombia
ARENA COMMUNICATIONS COLOMBIA SAS	100	100	Colombia
HAVAS+ SAS	100	100	Colombia
COSTA RICA			
RED STAR DIGITAL CR LIMITADA	100	100	Costa Rica
HAVAS COSTA RICA SOCIEDAD ANONIMA	100	100	Costa Rica
FUSION DE PRODUCCION DIGITAL, S.A.	100	100	Costa Rica
PROMOTICA DE COSTA RICA PCR, S.A.	100	100	Costa Rica
ARENA MEDIA SOCIEDAD ANONIMA	100	100	Costa Rica
HAVAS PLUS SOCIEDA ANONIMA	100	100	Costa Rica
MEXICO			
HAVAS WORLDWIDE MÉXICO, SA DE CV	100	100	Mexico
HAVAS LIFE MÉXICO, SA DE CV	100	100	Mexico
HAVAS WORLDWIDE VALE, SA DE CV	73	73	Mexico
HAVAS WORLDWIDE DIGITAL VALE, SA DE CV	73	100	Mexico
BEST VALUE MEDIA, SA DE CV	73	100	Mexico
J.V. VALE, SA DE CV	73	100	Mexico
VALE BATES, SA DE CV	73	100	Mexico
HAVAS MEDIA, SA DE CV	95	95	Mexico
HAVAS MEDIA SERVICES, SA DE CV	95	100	Mexico
ARENA COMMUNICATION, SA DE CV	100	100	Mexico
HPH MÉXICO SA DE CV	100	100	Mexico
HAVAS MEDIA REGIONES, SA DE CV	100	100	Mexico
HAVAS+ SA DE CV	96	100	Mexico
HAVAS XCHANGE SA DE CV	100	100	Mexico
INTELLIGNOS BY HAVAS SA DE CV	100	100	Mexico
TODOS LOS MEDIOS MASIVOS Y MÁS DE MEXICO SA DE CV	73	100	Mexico
SERVICIO PROFESIONAL VLH DE MEXICO SA DE CV	73	100	Mexico
MOTECH BY HAVAS SA DE CV	100	100	Mexico
PERU			
HAVAS MEDIA PERU S.A.C.	100	100	Peru

	% Ownership interest	% Voting interest	Country
ARENA MEDIA PERU S.A.C.	100	100	Peru
HAVAS+ S.A.C.	100	100	Peru
HAVAS WORLDWIDE PERU S.A.C.	100	100	Peru
ESPECIALIDADES DIGITALES INTERNACIONALES PERU S.A.C.	100	100	Peru
URUGUAY			
BRISLEY, SA	100	100	Uruguay
PHOENA SA	94	94	Uruguay
DREAMA SA	94	94	Uruguay
AFRICA			
SOUTH AFRICA			
HAVAS WORLDWIDE JOHANNESBURG (PTY) LTD	66	66	South Africa
HAVAS MEDIA SOUTH AFRICA (PTY) LTD	82	82	South Africa
CO-CURRENCY (PTY) LTD	66	66	South Africa
HAVAS BOONDOGGLE (PTY) LTD	66	66	South Africa
HAVAS EMPOWERED COMPANY (PTY) LTD	100	100	South Africa
HAVAS EMPOWERED BEE (PTY) LTD	49	49	South Africa
CONGO			
HAVAS AFRICA REPUBLIQUE DEMOCRATIQUE DU CONGO	100	100	Democratic Republic Of
IVORY COAST			
HAVAS AFRICA CÔTE D'IVOIRE	100	100	Ivory Coast
GABON			
HAVAS AFRICA GABON	100	100	Gabon
GHANA			
HAVAS AFRICA GHANA LIMITED	100	100	Ghana
KENYA			
HAVAS MEDIA KENYA LIMITED	100	100	Kenya
NIGERIA			
HAVAS COMMUNICATION NIGERIA LIMITED	55	55	Nigeria
SENEGAL			
HAVAS AFRICA SENEGAL	100	100	Senegal

The above scope of consolidation includes Havas SA and all its subsidiaries.

Changes in the scope of consolidation of the Group in the fiscal years 2021, 2022 and 2023 were as follows:

	2023	2022	2021
Number of companies at 01.01	496	477	488
Acquisitions ⁽¹⁾	13	20	4
Disposals	0	(1)	(1)
Other transactions (e.g., mergers and spin-offs)	(16)	0	(14)
NUMBER OF COMPANIES AT 12.31	493	496	477

(1) See note 5.2.3, footnote (1).

5.2.33. Events after the balance sheet date

On September 6th, the Group signed a Revolving Credit Facility for an amount of €700 million, maturing in September 2029, with two one-year extension options.

The previous revolving credit facility (or confirmed credit lines) of €510 million has been irrevocably and fully cancelled.

The Board of Directors of Havas SA, hold on September 26th, approved the downpayment of an exceptional dividend for an amount of €150 million, which was paid on September 27th, 2024.

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

HAVAS

Société Anonyme

29/30, quai de Dion Bouton

92800 - PUTEAUX

Statutory Auditors' review report on the Condensed Interim Consolidated Financial Statements

Six months period ended June 30, 2024

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HAVAS

Société Anonyme

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92800 - PUTEAUX

Statutory Auditors' review report on the Condensed Interim Consolidated Financial Statements

Six months period ended June 30, 2024

To the Board of Directors of Havas S.A,

Introduction

In our capacity as statutory auditors of Havas S.A. , we have reviewed the accompanying condensed interim consolidated financial statements of Havas S.A. and its subsidiaries (the "Group") as of and for the six month period ended June 30, 2024 which comprise the interim consolidated balance sheet as of June 30, 2024, and the interim consolidated income statement, the interim consolidated statement of comprehensive income, the interim consolidated statement of changes in shareholders' equity and the interim consolidated statement of cash flows for the six month period then ended, and notes to the condensed interim consolidated financial statements, including a summary of significant accounting policies (the "Condensed Interim Consolidated Financial Statements").

The Board of Directors is responsible for the preparation and presentation of the Condensed Interim Consolidated Financial Statements in accordance with IAS 34 *“Interim Financial Reporting”*– the standard of the International Financial Reporting Standards as adopted by the European Union applicable to interim financial reporting. The Condensed Interim Consolidated Financial Statements were approved and authorized for issuance on 25 October 2024 by the Board of Directors of Havas S.A. Our responsibility is to express a conclusion on the Condensed Interim Consolidated Financial Statements based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim Financial Statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Condensed Interim Consolidated Financial Statements are not prepared, in all material respects, in accordance with IAS 34 *“Interim Financial Reporting”*– the standard of the International Financial Reporting Standards as adopted by the European Union applicable to interim financial reporting.

Restriction on use and distribution

The Condensed Interim Consolidated Financial Statements have been prepared in the context of the admission to listing and trading of all the ordinary shares of HAVAS NV on Euronext Amsterdam. As a result, the Condensed Interim Consolidated Financial Statements may not be suitable for another purpose. Therefore, our report is addressed to and intended for the exclusive use of the Board of Directors of Havas S.A. to be included, together with the Condensed Interim Consolidated Financial Statements, in the prospectus for the listing of Havas N.V. on Euronext Amsterdam and may not be suitable for any other purpose as third parties are not aware of the purpose of the services and they could interpret the results incorrectly.

This report shall be governed by and construed in accordance with French law. The courts of France shall have exclusive jurisdiction in relation to any claim, dispute or difference which may arise out of or in connection with our engagement letter or this report.

Paris-La Défense and Neuilly-Sur Seine, October 28, 2024

The Statutory Auditors

Constantin Associés

Member of Deloitte Touche Tohmatsu Limited

Grant Thornton

Membre de Grant Thornton International

Thierry QUERON

Jean-François BALOTEAUD

Condensed Interim Consolidated Financial Statements at June 30, 2024

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1. Condensed Interim Consolidated balance sheet

ASSETS (in millions of euros)	Notes	June 30, 2024 (unaudited)	December 31, 2023
Non-current assets			
Goodwill	5.2.4	2,528	2,428
Intangible assets		50	51
Property and equipment		210	220
Rights-of-use assets	5.2.5	253	284
Equity Investments		3	19
Financial assets measured at FV through OCI ⁽¹⁾		40	39
Deferred tax assets		80	95
Other non-current financial assets		24	11
Total non-current assets		3,188	3,147
Current assets			
Inventories and work in progress		130	91
Customer receivables ⁽²⁾		2,705	2,787
Current tax receivables		71	81
Other receivables		423	349
Loan to Vivendi SE	5.2.7	-	116
Other current financial assets		6	8
Cash and cash equivalents	5.2.6	235	322
Total current assets		3,570	3,754
TOTAL ASSETS		6,758	6,901

(1) Assets measured at fair value through "OCI" (Other Comprehensive Income)

(2) Including accounts from media buying transactions.

EQUITY AND LIABILITIES (in millions of euros)	Notes	June 30, 2024 (unaudited)	December 31, 2023
Shareholders' equity -Group share		1,925	1,931
Capital		170	170
Share premium account		1,401	1,401
Currency translation adjustments		(21)	(40)
Other reserves and retained earnings		375	400
Non-controlling interests		28	28
Total equity		1,953	1,959
Non-current liabilities			
Long-term borrowings	5.2.9	4	3
Lease liabilities over 1 year		251	286
Earn-out and non-controlling interest buy-out obligations		224	194
Other long-term provisions	5.2.10	110	122
Deferred tax liabilities		74	66
Other non-current liabilities		10	19
Total non-current liabilities		673	690
Current Liabilities			
Short-term borrowings	5.2.9	7	4
Lease liabilities under 1 year		78	81
Short-term borrowing from Vivendi SE	5.2.7	100	-
Earn-out and non-controlling interest buy-out obligations		46	84
Short-term provisions	5.2.10	45	63
Trade payables ⁽¹⁾		2,574	2,844
Tax payables		20	31
Other payables		1,262	1,145
Total current liabilities		4,132	4,252
TOTAL LIABILITIES		6,758	6,901

(1) Including accounts from media buying transactions.

2. Condensed Interim Consolidated income statement

(in millions of euros)	Notes	Six months ended June 30, (unaudited)		Year ended
		2024	2023	December 31, 2023
Revenue		1,366	1,318	2,872
Costs rebilled to customers		(58)	(53)	(177)
Personnel costs	5.2.14	(919)	(894)	(1,833)
Other operating income	5.2.15	25	41	89
Other operating expenses	5.2.15	(223)	(234)	(500)
Depreciation and amortization	5.2.15	(56)	(56)	(121)
Performance shares	5.2.11	(2)	(2)	(3)
Impairment goodwill / Earn-out updated		3	1	2
Restructuring		(11)	(3)	(19)
Operating income (EBIT)		125	118	310
Interest		5	7	8
Other financial income		15	14	31
Other financial expenses		(23)	(29)	(70)
Net financial expense	5.2.16	(3)	(8)	(31)
Income before tax		122	110	279
Income taxes	5.2.12	(48)	(41)	(95)
Net Income		74	69	184
Non-controlling interests		3	3	17
Net income attributable to the shareholders of Havas		71	66	167
Basic and diluted net income per share attributable to the shareholders of Havas (in euros)	5.2.17	0.17	0.15	0.39

Condensed Interim Consolidated statement of comprehensive income

(in millions of euros)	Six months ended June 30, (unaudited)		Year ended
	2024	2023	December 31, 2023
Net income	74	69	184
Actuarial gains/(losses) related to defined benefit plans	17	2	(8)
Deferred taxes on actuarial gains/(losses) related to defined benefit plans	(4)	(2)	2
Financial assets at fair value through other comprehensive income	(1)	1	9
Total items that will not be reclassified subsequently	12	1	3
Foreign currency translation adjustments	19	(7)	(30)
Total items that may be reclassified subsequently	19	(7)	(30)
Other comprehensive income (loss)	31	(6)	(27)
TOTAL COMPREHENSIVE INCOME	105	63	157
- Group share	102	60	140
- Non-controlling interests	3	3	17

3. Condensed Interim Consolidated statement of changes in shareholders' equity

(in millions of euros)	Group share									Non-controlling interests	Total Equity
	Number of shares (in thousands)	Capital	Share premium account	Retained and consolidated earnings	Transactions between shareholders	Unrealized losses/financial instruments	Actuarial gains/(losses)	Currency translation adjustments	Total		
Consolidated shareholders' equity at 01.01.2023	426,138	170	1,401	337	3	(1)	(33)	(14)	1,863	25	1,888
Dividends distributed	-	-	-	(85)	-	-	-	-	(85)	(7)	(92)
Net income	-	-	-	66	-	-	-	-	66	3	69
Other comprehensive income net of tax	-	-	-	-	-	1	-	(7)	(6)	-	(6)
Change in ownership interests, other ⁽¹⁾	-	-	-	4	(11)	-	-	-	(7)	5	(2)
Consolidated shareholders' equity at 06.30.2023	426,138	170	1,401	322	(8)	-	(33)	(21)	1,831	26	1,857
Consolidated shareholders' equity at 01.01.2024	426,138	170	1,401	434	5	-	(39)	(40)	1,931	28	1,959
Dividends distributed	-	-	-	(85)	-	-	-	-	(85)	(9)	(94)
Net income	-	-	-	71	-	-	-	-	71	3	74
Other comprehensive income net of tax	-	-	-	-	-	(1)	13	19	31	-	31
Change in ownership interests, other ⁽¹⁾	-	-	-	-	(23)	-	-	-	(23)	6	(17)
Consolidated shareholders' equity at 06.30.2024 (unaudited)	426,138	170	1,401	420	(18)	(1)	(26)	(21)	1,925	28	1,953

⁽¹⁾ Mainly relates to hyperinflation in Argentina and buy-out adjustments.

4. Condensed Interim Consolidated statement of cash flows

(in millions of euros)	Six months ended June 30, (unaudited)		Year ended
	2024	2023	December 31, 2023
Operating activities			
Net income	74	69	184
Elimination of non-cash items	77	90	235
Amortization, depreciation and impairment	30	51	122
Current income taxes	30	22	79
Changes in deferred taxes	18	19	16
Gains/(losses) on disposals of fixed assets	-	-	5
Other non-cash transactions	(3)	(3)	(2)
Finance costs	2	1	15
Tax paid	(33)	(43)	(89)
Changes in working capital	(203)	(157)	11
Decrease/(increase) inventories and work in progress	(36)	9	20
Decrease/(increase) in customer receivables	111	94	(57)
Decrease/(increase) in other receivables	(74)	(39)	36
Increase/(decrease) in trade payables	(297)	(339)	10
Increase/(decrease) in other payables	93	118	2
Net cash provided by operating activities	(85)	(41)	341
Investing activities			
Purchases of fixed assets	(26)	(73)	(133)
Intangible and tangible	(13)	(13)	(35)
Payment for acquisition of subsidiaries, net of cash acquired	(14)	(55)	(96)
Loans granted	1	(5)	(2)
Proceeds from sale and repayment of fixed assets	-	-	1
Loan to Vivendi SE	116	130	14
Interest received	11	11	24
Net cash used in investing activities	101	68	(94)
Financing activities			
Dividends paid to Havas shareholders	(85)	(85)	(85)
Dividends paid to non-controlling interests	(9)	(5)	(16)
Short-term borrowing from Vivendi SE	100	106	-
Increase / (decrease) in share equity	-	-	1
Proceeds from borrowings	4	-	-
Repayment of borrowings	(4)	-	(2)
Repayment of lease borrowings	(42)	(41)	(83)
Payments for buy-out of non-controlling interests	(62)	(7)	(18)
Interest paid	(7)	(6)	(27)
Interest paid on lease liabilities	(6)	(6)	(12)
Net cash provided by / (used in) financing activities	(111)	(44)	(242)
Effect of exchange rate changes	8	(10)	(28)
Net increase/(decrease) in cash and cash equivalents	(95)	(17)	5
CASH AND CASH EQUIVALENTS AT OPENING (Note 5.2.6)	322	345	345
CASH AND CASH EQUIVALENTS AT CLOSING (Note 5.2.6)	235	318	322

5. Notes to the Condensed Interim Consolidated Financial Statements

5.1. Basis for preparation and accounting Principles

5.1.1. Information relating to the Havas Group

Havas SA ("Havas") and its subsidiaries (together "the Group" or "Havas"), one of the world's largest and most established global communications and marketing group, operates in more than 100 countries and employs over 23,000 people.

Havas SA is a French limited liability Company (société anonyme) with a Board of Directors. It is subject to the provisions of French commercial company law that are applicable to it in France, including the French Commercial Code (Code de commerce). Its registered office is located at 29/30 quai de Dion Bouton (92800) Puteaux.

The controlling shareholder of the Group is Vivendi SE ("Vivendi" or together with its subsidiaries "Vivendi Group"), a European company, which since January 7, 2020, has been subject to the provisions of French commercial company law that are applicable to it in France, including the Council Regulation EC No. 2157/2001 of October 8, 2001 on the statute for a European company and the French Commercial Code (Code de commerce).

At its meetings held on December 13, 2023 and January 30, 2024, Vivendi's Supervisory Board authorized, upon the recommendation of the Management Board, the possibility to study the feasibility of a project to split Vivendi into several entities, each of which would be listed separately on stock exchanges.

On July 22, 2024, Vivendi announced that it would study (i) the transfer of its share ownership in Havas to Havas N.V., a public company (naamloze vennootschap) governed by the laws of the Netherlands, (ii) the distribution of 100% of Havas N.V. share capital to Vivendi's shareholders and (iii) the listing of Havas N.V. by the end of 2024. This distribution, exclusively in kind, would take the form of an exceptional distribution ("special dividend") to Vivendi's shareholders. The application for listing and admission to trading of Havas N.V.'s shares will be made on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V.

The Condensed Interim Consolidated Financial Statements are presented in euros, which is Havas Group functional currency, and all values are rounded to the nearest million, except when otherwise indicated.

5.1.2. Approval of the Condensed Interim Consolidated Financial Statements

The Condensed Interim Consolidated Financial Statements of Havas Group as of June 30, 2024, were prepared under the responsibility of the Chief Financial Officer and were approved and authorized for issuance by the Board of Directors of Havas SA on October 25, 2024.

5.1.3. Basis of preparation and statement of compliance

Havas' Condensed Interim Consolidated Financial Statements for the half-year ended 2024 are presented and have been prepared in accordance with IAS 34 – Interim Financial Reporting as endorsed in the European Union (EU) and published by the International Accounting Standards Board (IASB). As a result, except as mentioned in paragraph 5.1.4 below, Havas Group has applied the same accounting methods used in its Consolidated Financial Statements for the year ended December 31, 2023 (please refer to Note 5.1 "Basis of preparation and accounting principles" to the Consolidated Financial Statements as of and for the years ended December 31, 2023, 2022 and 2021) and the following provisions were applied:

- provisions for income taxes have been calculated on the basis of the estimated effective annual tax rate applied to pre-tax earnings. The assessment of the annual effective tax rate notably takes into consideration the recognition of anticipated deferred tax assets for the full year which were not previously recognized; and
- compensation costs recorded for share-based compensation plans, employee benefits and profit-sharing have been included on a pro-rata basis of the estimated cost for the year, adjusted, if necessary, for any non-recurring events which occurred over the period.

In accordance with IAS 34, these condensed financial statements do not include all the notes required in the annual accounts but rather a selection of explanatory notes. The financial data related to the first semester of 2023 and the year 2023, presented for comparison purposes, were prepared using the same accounting principles and rules.

5.1.4. New standards and interpretations applicable as from January 1, 2024

Amendments to IFRS standards and IFRIC interpretations issued by the IASB/IFRS IC applicable as from January 1, 2024, had no material impact on Havas' condensed financial statements.

5.1.5. Use of estimates and judgement

Havas' management uses its judgment to define the appropriate accounting treatment of certain transactions and makes estimates insofar as many items included in the financial statements cannot be measured with precision or current accounting standards and interpretations do not specifically deal with the related accounting issues. Havas' management revises these estimates in the event of a change in the circumstances on which they were based or of additional experience or following new information that may be linked to significant changes in the macroeconomic context. Havas' management remains vigilant to the possible consequences of changes in the macroeconomic context on its activity or the evaluation of the assets and liabilities making up its statement of financial position.

5.2. Notes to the Condensed Interim Consolidated Financial Statements

5.2.1. Significant events

In the first half of 2024, the Group pursued its strategy of targeted acquisitions and of continued strengthening of its position in certain areas of expertise and in certain geographic areas. Accordingly, in 2024, Havas made several acquisitions, including Liquid (Middle East), Wilderness (UK), and Ledger Bennett (UK), see Note 5.2.4.

5.2.2. Alternative performance measures

Havas Group's Chief Executive Officer, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Net revenue and Adjusted EBIT reflects the earnings of each business segment and it is considered by the management to be relevant indicator of Havas Group's operating performance. It enables Havas 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. See note 5.2.18 Operating segment.

Net revenue represents revenue in accordance with IFRS 15 less costs rebilled to customers. Costs rebilled to customers consist of pass-through costs rebilled to customers such as out of pockets costs (including travel costs) and other third-party expenses for which the Group acts as a principal in the context of the production of advertising spots and events and/or media activities. Net revenue is a key indicator in Advertising industry and is used by the management to drive the performance of its business.

Adjusted EBIT represents Net income excluding: Income taxes, Interest, Other financial income, Other financial expenses, Impairment goodwill / Earn-out updated and Restructuring. The Group considers Adjusted EBIT to be useful as it allows management and investors to evaluate the Group's operating performance. "Restructuring" consists in severance costs related to the restructuring of relevant agencies following the loss of client and/or reorganization of an agency's executive team.

Net revenue and adjusted EBIT are not a recognized measure of financial performance under IFRS. Presented in the following table is a reconciliation of Adjusted EBITA to the most directly comparable IFRS measure, Net Income, for the years indicated. Net Income and EBIT are not allocated to segments as certain income and expense line items are monitored on a centralized basis. See note 5.2.18 Operating segment.

The following table provides a reconciliation of Net revenue

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Revenue	1,366	1,318	2,872
Costs rebilled to customers	(58)	(53)	(177)
Net Revenue	1,308	1,265	2,695

Costs rebilled to customers mainly include production and media activities, as well as out-of-pocket expenses (especially travel costs).

The following table provides a reconciliation of Adjusted EBIT

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Net income	74	69	184
<u>Less:</u>			
Income taxes	(48)	(41)	(95)
Interest	5	7	8
Other financial income	15	14	31
Other financial expenses	(23)	(29)	(70)
Operating income (EBIT)	125	118	310
<u>Less:</u>			
Impairment goodwill / Earn-out updated	3	1	2
Restructuring	(11)	(3)	(19)
Adjusted EBIT	133	120	327

5.2.3. Scope of consolidation

The scope of consolidation for the Group includes 501 companies as of June 30, 2024, compared to 491 as of December 31, 2023.

5.2.4. Goodwill

Goodwill, net of impairment, changed in the first half of the year 2024 and during the 2023 year as follows:

(in millions of euros)	June 30, 2024	December 31, 2023
Value at 01.01	2,428	2,274
Acquisitions of companies ⁽¹⁾	67	180
Other ⁽²⁾	5	(6)
Currency translation adjustments	28	(20)
VALUE AT CLOSING	2,528	2,428

⁽¹⁾ In the first half of 2024, the Group acquired:

- o 60% of Ledger Bennett share capital, a UK-based global B2B marketing agency;
- o 51% of Wilderness, bringing deep social marketing expertise.

The amount paid out in the first half of 2024 for acquisitions (net of cash and cash equivalents acquired) totaled €13.8 million and includes:

- o €24.8 million paid out during the period
- o € (11.5) million in net cash acquired
- o €0.5 million in earn-out payments relating to prior acquisitions paid out during the period.

As of June 30, 2024, Havas management had reviewed the items that may indicate a decrease in the recoverable amount of CGU or groups of CGU during the first half of 2024. In particular, Havas analyzed the performance of CGU and groups of CGU in comparison with forecasts (particularly business plans, budgets and market data) and financial parameters (discount rate and long-term growth rate) used at year-end 2023. Notwithstanding the current macroeconomic uncertainties, Havas management concluded that, as of June 30, 2024, there were no triggering events indicating a decrease in the recoverable amount of CGU or groups of CGU compared to December 31, 2023.

⁽²⁾ Include the effect of any revisions to fair value adjustments that had been determined provisionally are accounted for as revisions to goodwill, as permitted by IFRS 3 Business Combinations.

5.2.5. Leases

Changes in the rights-of-use

(in millions of euros)	June 30, 2024	December 31, 2023
Opening balance	284	330
Depreciation	(33)	(66)
Acquisitions/ increase	11	40
Sales/ decrease	(13)	(10)
Foreign currency translations and other	4	(10)
Closing balance	253	284

Changes in lease liabilities

(in millions of euros)	June 30, 2024	December 31, 2023
Opening balance	367	426
Lease payments	(42)	(83)
Interest expense	6	12
Acquisition/ increase	11	40
Sales/ decrease	(19)	(22)
Foreign currency translations and other	6	(6)
Closing balance	329	367

Maturity of lease liabilities

(in millions of euros)	June 30, 2024	December 31, 2023
< 1 year	78	81
Between 1 and 5 years	197	224
> 5 years	54	62
LEASE LIABILITIES	329	367

Maturity of undiscounted rental debt

(in millions of euros)	June 30, 2024	December 31, 2023
< 1 year	92	95
Between 1 and 5 years	236	302
> 5 years	52	80
UNDISCOUNTED RENTAL DEBT	380	477

5.2.6. Cash and cash equivalents

The cash position is as follows:

(in millions of euros)	June 30, 2024	December 31, 2023
Cash	178	261
Short-term financial investments	57	61
CASH AND CASH EQUIVALENTS	235	322

The cash position primarily consists of interest-bearing current accounts with top-tier credit institutions, providing immediate access to funds.

Risk-free money market investments consist of term deposits with top-tier credit institutions, typically with a maximum notice period of 32 days, primarily in Asia.

5.2.7. Loan to Vivendi SE and short-term borrowing from Vivendi SE

Assets

(in millions of euros)	June 30, 2024	December 31, 2023
Loan to Vivendi SE	-	116

Liabilities

(in millions of euros)	June 30, 2024	December 31, 2023
Short-term borrowing from Vivendi SE	100	-

Following Vivendi's takeover of Havas on July 3, 2017, Vivendi and Havas entered into a group cash management agreement. Under this agreement, Havas had an outstanding balance owed to Vivendi of €100 million as of June 30, 2024, and had outstanding loan to Vivendi of €116 million as of December 31, 2023.

5.2.8. Earn-out and buy-out obligations by maturity at June 30, 2024

(in millions of euros)	30.06.24	2025	2026	2027	2028	2029	After 2029
Earn-out obligations	20	20					
Buy-out obligations	250	26	39	75	32	78	
TOTAL	270	46	39	75	32	78	0

5.2.9. Financial debt (excluding lease liabilities and earn-out and buy-out obligations)

5.2.9.1. Summary of Financial debt (excluding lease liabilities and earn-out and buy-out obligations)

(in millions of euros)	June 30, 2024	December 31, 2023
Bank borrowings	2	-
Other financial debt	5	3
Employee profit-sharing in blocked current accounts	4	4
Borrowings and financial debt	11	7
Short-term borrowing from Vivendi SE	100	-
Financial debt (excluding lease liabilities and earn-out and buy-out obligations)	111	7

5.2.9.2. Bank borrowings and other financial debt

As of June 30, 2024, the Group utilized short-term credit lines from banking institutions, totaling €2.3 million, primarily drawn from credit lines in France.

These borrowings are not subject to financial ratios, as Havas SA guarantees their repayment. Additionally, Havas SA has confirmed credit lines with premier banking institutions, totaling €510 million, including €80 million due in 2025, €30 million due in 2026, €100 million due in 2027, and €300 million due in 2028.

The interest rate applicable to all these credit lines is Euribor + margin.

These lines of credit are no longer subject to financial ratios. Havas SA also has a commercial paper program of €500 million established in 2009 (unused as of June 30, 2024).

The “borrowings and financial debt” of €10.6 million include employee participation of €3.6 million, financial debts related to non-consolidated holdings of €4.1 million, and interest-free cash advances granted by the Polish government during the health crisis, totaling €0.6 million.

5.2.9.3. Long-term borrowings and financial debt by maturity at June 30, 2024

(in millions of euros)	Total	H2 2024 / H1 2025	H2 2025	2026	2027	2028	2029	After 2029
Bank borrowings	2	-	-	-	2	-	-	-
Other financial debt	9	7	-	2	-	-	-	-
Total	11	7	-	2	2	-	-	-
Portion due in less than a year	(7)	(7)						
TOTAL LONG-TERM BORROWINGS AND FINANCIAL DEBT	4		-	2	2	-	-	-

5.2.10. Provisions

The table below summarizes changes in provisions in fiscal year 2023 and the first half 2024:

(in millions of euros)	Non-current :				Current :			Total
	Long-term provisions, pensions and post-employment benefits				Provisions			
	Pensions and post-employment benefits	Risk of unpaid rent from subletting	Dismantling, removal obligation IFRS16	Sub-total	Litigations ⁽¹⁾	Other provisions	Sub-total	
12.31.2022	75	23	19	117	5	57	62	179
Increase in provisions	9	2	-	11	5	26	31	42
Reversal of provisions	(6)	(7)	-	(13)	(4)	(26)	(30)	(43)
Currency translation adjustments and other	8	-	(1)	7	1	(1)	-	7
12.31.2023	86	18	18	122	7	56	63	185
Increase in provisions	5	1	-	6	2	1	3	9
Reversal of provisions	(9)	(4)	-	(13)	(1)	(20)	(21)	(34)
Currency translation adjustments and other	(5)	-	-	(5)	-	-	-	(5)
06.30.2024	77	15	18	110	8	37	45	155

(1) As of June 30, 2024, disputes directly related to operations are provisioned at €1.7 million, while those related to employees amount to €5.4 million. As of December 30, 2023, disputes directly related to operations are provisioned at €1.7 million, while those related to employees amount to €5.2 million.

5.2.11. Performance share plans

Total expense relating to Vivendi performance share plans amounted to €2.0 million in the first half of 2024 (compared to €1.8 million the first half of 2023).

The main features of the performance share plans are as follows:

Vivendi Plan

Grant date	February 14, 19	February 13, 20	July 28, 22	March 8, 23	Total
Number of shares granted	389,500	397,000	624,900	678,700	
Market price of the share at grant date (€)	22.60	25.19	10.06	9.75	
Fair value of a share (€)	19.37	21.68	8.76	8.60	
Dividend rate	2.21%	2.38%	2.49%	2.56%	
Risk-free rate	0.00%	0.00%	1.07%	2.94%	
Duration of rights acquisition in months	36	36	36	36	
Number of performance shares at 12.31.23	179,374	200,132	612,306	686,273	1,678,085
Cancellations in 2024			(10,149)	(12,687)	(22,836)
Recognized in 2024	(179,374)				(179,374)
Number of performance shares at 06.30.24	-	200,132	602,157	673,586	1,475,875

Buzzman plan: By a letter dated July 1, 2024, a performance share plan has been established for Buzzman shares, covering 10% of the share capital (i.e. 461 shares). The initial grant date is June 18, 2024, and the vesting date is June 18, 2027 (3 years plan). The vesting of these free shares is subject to both performance and presence conditions.

The main features of the performance share plan are as follows:

Buzzman Plan

Grant date	June 18, 24
Number of shares granted	461
Fair value of a share (€)	10,218.38
Duration of rights acquisition in months	36

5.2.12. Income tax

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Current income tax expense	(30)	(22)	(79)
Deferred tax expense	(18)	(19)	(16)
TOTAL INCOME TAX EXPENSE	(48)	(41)	(95)
<i>Effective tax rate</i>	39.3%	36.9%	33.9%

5.2.13. Revenue and Net Revenue by business lines

Revenue

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Havas Creative	585	535	1,207
Havas Health and You	304	324	666
Havas Media	471	445	985
Other / Eliminations	6	14	14
TOTAL	1,366	1,318	2,872

Net Revenue

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Havas Creative	536	494	1,055
Havas Health and You	296	318	654
Havas Media	466	439	972
Other / Eliminations	10	14	14
TOTAL	1,308	1,265	2,695

5.2.14. Personnel costs

(in millions of euros)	Six months ended June 30,		Year ended
	2024	2023	December 31, 2023
Compensation	(728)	(712)	(1,442)
Social security charges	(125)	(111)	(219)
Other	(66)	(71)	(172)
TOTAL	(919)	(894)	(1,833)

5.2.15. Other operating expenses and income, depreciation amortization expense

(in millions of euros)	Six months ended June 30		Year ended
	2024	2023	December 31, 2023
Depreciation and amortization expenses	(23)	(21)	(55)
Depreciation of right-of-use assets	(38)	(39)	(78)
Net impairment of right-of-use assets	5	4	12
Depreciation and amortization	(56)	(56)	(121)
Other expenses ⁽¹⁾	(223)	(234)	(500)
Other income	25	41	89
Other operating expenses and income	(198)	(193)	(411)
TOTAL	(254)	(249)	(532)

⁽¹⁾ Other expenses mainly relates to IT system charges, freelances, real estate expenses, fees, travel costs and insurance.

5.2.16. Net Financial Expense

The following table shows net financial expense for half year 2024 and 2023 and year ended December 31, 2023:

(in millions of euros)	Six months ended June 30		Year ended
	2024	2023	December 31, 2023
Interest	5	7	8
Foreign exchange gain	9	14	25
Other	6	-	6
Other financial income	15	14	31
Foreign exchange loss	(9)	(12)	(29)
Interest expenses on lease liabilities	(6)	(6)	(12)
Hyperinflation	-	-	(7)
Transactions costs	(4)	(3)	(9)
Interest cost on pension obligations	(1)	(1)	(2)
Other	(3)	(7)	(11)
Other financial expenses	(23)	(29)	(70)
NET FINANCIAL EXPENSE	(3)	(8)	(31)

5.2.17. Earnings per share

	June 30, 2024	June 30, 2023	December 31, 2023
Net income, Group share (in millions of euros)	71	66	167
Number of shares (in thousands)	426,138	426,138	426,138
Basic and diluted earnings per share, Group share (in euros)	0.17	0.15	0.39

5.2.18. Operating segments

Havas Group's Chief Executive Officer, who is regarded as the chief operating decision-maker, evaluates the performance of its business segments, and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Havas Group's Chief Executive Officer considers Net revenue and Adjusted Earnings Before Interest and Income Taxes ("Adjusted EBIT") both non-GAAP measures (or alternative performance measures), to be relevant indicators of the Group's operating and financial performance (see note 5.2.2. Alternative performance measures)

These segments are business units that are managed separately as each business requires different strategies to adapt to local demands, regulation and resources. The operating segments presented below are identical to the information given to Havas Group's Chief Executive Officer.

For each reportable segment, revenue derives from the same rendered services.

No external customer amount to more than 10 per cent of the revenue for half-year 2024, 2023, and the year ended December 31, 2023.

Operating segments remain constant over the two comparative periods.

Consolidated income items

Six months ended June 30, 2024

(in millions of euros)	Europe	North America	Apac and Africa ⁽¹⁾	Latam ⁽²⁾	Eliminations	Total
Revenue						
<i>Revenue from external customers</i>	695	459	127	89	(4)	1,366
<i>Revenue from transactions with other segments</i>	6	2	-	-	(8)	-
Total revenue	701	461	127	89	(12)	1,366
Net Revenue	655	454	116	87	(4)	1,308
Other operating expenses and income	(107)	(67)	(7)	(22)	5	(198)
Depreciation and amortization	(30)	(16)	(7)	(3)	-	(56)
Adjusted EBIT	56	54	19	2	2	133

(1) Asia-Pacific, Middle East and Africa.

(2) Latin America.

Six months ended June 30, 2023

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Revenue						
<i>Revenue from external customers</i>	635	486	115	84	(2)	1,318
<i>Revenue from transactions with other segments</i>	6	1	-	-	(7)	-
Total revenue	641	487	115	84	(9)	1,318
Net Revenue	595	481	110	81	(2)	1,265
Other operating expenses and income	(105)	(56)	(21)	(15)	4	(193)
Depreciation and amortization	(31)	(16)	(7)	(2)	-	(56)
Adjusted EBIT	35	64	5	14	2	120

Year ended December 31, 2023

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Revenue						
Revenue from external customers	1,386	992	313	182	(1)	2,872
Revenue from transactions with other segments	16	1	1		(18)	-
Total Revenue	1,402	993	314	182	(19)	2,872
Net Revenue	1,289	984	247	176	(1)	2,695
Other operating expenses and income	(168)	(129)	(69)	(38)	(8)	(412)
Depreciation and amortization	(64)	(38)	(14)	(5)		(121)
Adjusted EBIT	167	135	6	23	(5)	327

Revenue by geographic area

In millions of euros	Six months ended June 2024	%	Six months ended June 2023	%	Year ended December 31, 2023	%
United States of America	440	32%	473	36%	960	33%
France	245	18%	245	19%	527	18%
UK	213	16%	191	14%	419	15%
Rest of the world	468	34%	409	31%	966	34%
Total Revenue	1,366	100%	1,318	100%	2,872	100%

Consolidated balance sheet items

June 30, 2024

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Assets						
Goodwill	1,547	713	210	58	-	2,528
Other intangible and tangible assets	380	95	27	11	-	513
Equity investments	3	-	-	-	-	3
Other operating assets	2,036	784	348	289	(199)	3,258
Liabilities						
Earn-out and non-controlling interest buy-out obligations	204	29	37	-	-	270
Pensions and post-employment benefits	75	1	1	-	-	77
Other operating liabilities	2,173	1,225	404	243	(199)	3,846
Investments						
Other intangible and tangible assets	8	3	1	1	-	13

December 31, 2023

(in millions of euros)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Assets						
Goodwill	1,468	696	206	58		2,428
Other intangible and tangible assets	396	116	30	13		555
Equity investments	19					19
Other operating assets	1,990	785	364	339	(251)	3,227
Liabilities						
Earn-out and non-controlling interest buy-out obligations	209	33	36			278
Pensions and post-employment benefits	84	1	1			86
Other operating liabilities	2,219	1,307	431	302	(251)	4,008
Investments						
Other intangible and tangible assets	21	7	4	3		35

5.2.19. Related party transactions

Certain subsidiaries of the Havas Group provided operational services to Vivendi and its subsidiaries under market conditions. Regarding the Canal+ Group :

- Media services, production, broadcasting rights, and fees were provided by the Havas Group and its subsidiaries, totalling €14.7 million in the first semester of 2024 (compared to €11.3 million in the same period in 2023);
- The Havas Group and its subsidiaries designed and executed campaigns for the Canal+ Group, amounting to €4.9 million in the first semester of 2024 (compared to €4.1 million in the same period in 2023).

Transactions with other Vivendi group entities were not significant in the first semester of 2024, and their nature is described in the 2023 annual report.

Outside of operational activities, the Havas Group did not enter into any new significant transactions with related parties during the first semester of 2024.

5.2.20. Contractual obligations and off-balance sheet commitments

The Group did not enter into any material commitments during the first Half of 2024.

Guarantees, sureties and security interests

At June 30, 2024, Havas had not granted any security interest.

Other off-balance sheet commitments by maturity at June 30, 2024

(in millions of euros)	Total 2023	Total 06.30.2024	2025	2026	2027	2028	2029	After 2029
Investing activity commitments given								
Majority interest buy-out and equity investments ⁽¹⁾	6	2		2				
TOTAL	6	2		2				
Investing activity commitments given								
Security for media space buying ⁽²⁾	103	103	55	23				25
Security for credit lines ⁽³⁾	153	161	132					29
Other commitments ⁽⁴⁾	42	42						42
TOTAL	298	306	187	23				96
Financing activity commitments received								
Confirmed credit lines unused ⁽⁵⁾	510	700					700	
TOTAL	510	700					700	

- (1) In 2024, Havas holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €2,3 million over the next 3 years.

In 2023, Havas holds a 51% interest in Klareco Communication Pte Ltd ("Klareco") (non-consolidated as of 12/31/2023). Havas has purchase options and Klareco's shareholders have earn-outs (exercisable in 2024) and options to sell their interest to Havas (exercisable in 2026/28) at an estimated aggregate discounted price of €2.9 million depending on Klareco's financial performance.

Havas holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €3.4 million over the next 3 years.

- (2) In certain countries, media space purchases may be secured by guarantees provided by Havas
- (3) As part of its cash centralization policy, Havas may provide guarantees or sureties to financial institutions to secure intraday limits and/or overdraft facilities granted to its subsidiaries. These lines, which ensure the smooth operation of cash pooling, were not drawn as of June 30, 2024.
- (4) As part of the defined benefit pension scheme established in two of the Group's UK subsidiaries, Havas undertakes to cover any shortfall in the assets invested in the pension funds up to a maximum of €23.4 million. As of June 30, 2024, a provision of €0 million was recognized in the consolidated balance sheet, compared to €4.9 million as of December 31, 2023. Havas has granted €18.6 million in rent guarantees to cover the risk of default by the Group's subsidiaries concerning their property leases.
- (5) As of June 30, 2024, the total amount of confirmed undrawn credit lines with credit institutions amounted to €700.0 million, all of which are medium-term obligations (when drawn). The Group has undrawn, unconfirmed credit lines totaling €301.2 million, which are not included in this table. Most credit lines granted to the Group's subsidiaries are guaranteed by Havas SA.
As of December 31, 2023, the total amount of confirmed undrawn credit lines with credit institutions amounted to €510.0 million, all of which are medium-term obligations (when drawn). The Group has undrawn, unconfirmed credit lines totaling €324.9 million, which are not included in this table. Most credit lines granted to the Group's subsidiaries are guaranteed by Havas SA.

The Group is not aware of any other significant off-balance sheet commitments, or any that could become material in the future, other than those mentioned above.

5.2.21. Events after the balance sheet date

On September 6th, the Group signed a Revolving Credit Facility for an amount of €700 million, maturing in September 2029, with two one-year extension options.

The previous revolving credit facility (or confirmed credit lines) of €510 million has been irrevocably and fully cancelled.

The Board of Directors of Havas SA, hold on September 26th, approved the downpayment of an exceptional dividend for an amount of €150 million, which was paid on September 27th, 2024.

19. CROSS-REFERENCE TABLE WITH ANNEX 1 TO THE DELEGATED PROSPECTUS REGULATION

The cross-reference table below shows the headings provided for in Annex 1 to Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 (as amended, the “**Delegated Prospectus Regulation**”), and provides references to the pages on which the relevant information appears in this Prospectus.

Items of Annex 1 to the Delegated Prospectus Regulation		Reference in the Prospectus
1. Persons responsible, third-party information, experts’ reports and competent authority approval		
1.1	Identification of responsible persons	2.2.1 and 12.1
1.2	Statement by responsible persons of exactitude and absence of omission	2.2.1
1.3	Identification of experts whose statement or reports are included in the registration document	N/A
1.4	Confirmation that third-party sourced information is accurately reproduced and that the issuer is not aware of any omission rendering the reproduced information inaccurate or misleading	2.4
1.5	Statement of approval of the prospectus by a competent authority and information on the extent of this approval	Introduction and 2.14
2. Statutory Auditors		
2.1	Names and addresses of the auditors, including membership of a professional body	15.1 and 15.2
2.2	Material details of any resignation, removal or re-appointment of auditors	N/A
3. Risk factors		
3.1	Description of the material risks specific to the issuer, taking into account the negative impact on the issuer and the probability of their occurrence	1.1 to 1.7
4. Information about the issuer		
4.1	Legal and commercial names	12.1
4.2	Place of registration, registration number and legal entity identifier	12.1
4.3	Date of incorporation and term	12.1
4.4	Registered office, legal form, applicable law, country of incorporation, address and phone number of its registered office, and website	2.15 and 12.1
5. Business Overview		
5.1	Principal activities	
5.1.1	Nature of the operations and main activities	7.4.1
5.1.2	Any significant products and/or services introduced or in development	N/A
5.2	Principal markets, including a breakdown of total revenues by operating segment and geographical market	7.4.2, 8.6.1.2, 8.6.2.2 and 8.6.3.2
5.3	Important events in the development of the issuer’s business	7.2 and 18
5.4	Strategy and objectives, both financial and non-financial	7.3.2
5.5	Degree of dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing process	7.7
5.6	Basis for statements made by the issuer regarding its competitive position	2.4, 7.3.1, 7.5.2 and 7.5.3
5.7	Investments	
5.7.1	Material investments for each financial year for the period covered by the historical financial information	8.8
5.7.2	Material investments in progress or committed, including the geographical distribution of these investments and their method of financing	N/A
5.7.3	Significant joint ventures and undertakings	N/A
5.7.4	Environmental issues that may affect the issuer’s utilization of the tangible fixed assets	N/A

Items of Annex 1 to the Delegated Prospectus Regulation	Reference in the Prospectus
6. Organizational structure	
6.1 Brief description of the Group and the issuer's position within the Group, accompanied by a diagram of the organizational structure if appropriate	7.9.2
6.2 Identification of significant subsidiaries, issuer's ownership interest and voting power held	7.9.3
7. Operating and financial review	
7.1 Financial condition	
7.1.1 Fair review of the development and performance of the issuer's business as a whole for each financial year for the period covered by the historical financial information, including an analysis of the development and performance of the issuer's business and position	8.1, 8.2, 8.3, 8.5 and 8.6
7.1.2 Indication of (a) the issuer's likely future development and (b) activities in the field of research and development	7.6 and 9
7.2 Operating results	
7.2.1 Significant factors materially affecting the income	8.6 and 9.1
7.2.2 Narrative discussion of material changes in net sales or revenues, if applicable	8.6
8. Capital resources	
8.1 Capital resources, both short term and long term	8.7.1, 8.7.3, 8.7.4, 8.7.5, 8.7.6 and 8.9
8.2 Sources and amounts of the issuer's cash flows	8.7.3, 8.7.4, 8.7.5 and 8.7.6
8.3 Borrowing requirements and funding structure of the issuer	8.9
8.4 Restrictions on the use of capital resources	N/A
8.5 Anticipated sources of funds needed to perform material investments of the issuer that are in progress or for which firm commitments have already been made	N/A
9. Regulatory environment	
9.1 Regulatory environment that the issuer operates in and that may materially affect its business, and any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations	7.10
10. Trend information	
10.1 (a) Most significant recent trends in production, sales and inventory, and costs and selling price and (b) any significant change in the financial performance of the group	8.6.1 and 9.1
10.2 Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	N/A
11. Profit forecasts or estimates	
11.1 Profit forecast or estimate, if published	10.3 and 10.4
11.2 Assumptions upon which the issuer has based its forecasts or estimates	10.2
11.3 Statement validating the forecasts and estimates contained in pending prospectuses	N/A
12. Administrative, management and supervisory bodies and senior management	
12.1 Identification and details about members of the administrative, management or supervisory bodies, partners with unlimited liability, founders and any relevant senior manager	11.4, 11.5 and 11.6
12.2 Administrative, management and supervisory bodies and senior management conflicts of interest	11.8 and 11.9

Items of Annex 1 to the Delegated Prospectus Regulation		Reference in the Prospectus
13. Remuneration and benefits		
13.1	Remuneration and benefits in kind paid to members of the administrative, management or supervisory bodies, and senior managers	11.10
13.2	Amounts set aside or accrued to provide pension, retirement or similar benefits	11.10.3 and 11.10.4
14. Board Practices		
14.1	Current terms of office of members of the administrative, management and supervisory bodies	11.4
14.2	Members of the administrative, management supervisory bodies' service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment	11.10.2.5
14.3	Information about the issuer's audit committee and remuneration committee, including the names of its members and terms of reference	11.3
14.4	"Comply or explain" statement related to corporate governance	11.17
14.5	Potential material impact on the corporate governance, including future changes in the board's and committees' composition, as already decided by the board or shareholders meeting	N/A
15. Employees		
15.1	Number of employees, including a breakdown of persons employed by main category of activity and geographic location if appropriate, and number of temporary employees if significant	11.16.1
15.2	Shareholdings and stock options	11.10.3, 11.10.6.1 and 11.16.2
15.3	Arrangements for involving the employees in the capital of the issuer	11.10.6.1 and 11.16.2
16. Major shareholders		
16.1	Identification of major shareholders, <i>i.e.</i> , any person with an interest in the issuer's capital or voting rights notifiable under the issuer's national law	13.1
16.2	Voting rights of major shareholders	13.1
16.3	Ownership and control of the issuer	13.1
16.4	Arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer	N/A
17. Related party transactions		
17.1	Details of related party transactions entered into during the period covered by the historical financial information	13.3
18. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses		
18.1 Historical financial information		
18.1.1	Audited historical financial information covering the last three financial years and respective audit report	18
18.1.2	Change of accounting reference date, if applicable	N/A
18.1.3	Accounting standard	18
18.1.4	Change of accounting framework, if applicable	18
18.1.5	Audited financial information including at least (a) the balance sheet, (b) the income statement, (c) the changes in equity statement, (d) the cash flow statement and (e) the accounting policies and explanatory notes	18
18.1.6	Consolidated financial statements	18
18.1.7	Age of financial information	18
18.2 Interim and other financial information		
18.2.1	Quarterly or half yearly financial information and related audit reports	18
18.3 Auditing of historical annual financial information		

Items of Annex 1 to the Delegated Prospectus Regulation		Reference in the Prospectus
18.3.1	Independent auditing of financial information	18
18.3.1a	Refusals of audit reports, or qualifications, modifications, disclaimers or emphasis of matter contained in audit reports.	18
18.3.2	Indication of other audited information	N/A
18.3.3	Source of non-audited financial information in the registration document	N/A
18.4	<i>Pro forma</i> financial information	
18.4.1	Description of how a transaction might have affected the assets, liabilities and earnings of the issuer, had the transactions taken place at the beginning of the financial year	N/A
18.5	Dividend policy	
18.5.1	Issuer's policy on dividend distributions and any restriction thereon	5
18.5.2	Amount of dividend per share for each financial year covered by the historical financial information	5.2
18.6	Legal and arbitration proceedings	
18.6.1	Any significant governmental, legal or arbitration proceedings	7.11
18.7	Significant change in the issuer's financial position	
18.7.1	Any significant change in the financial position of the group	8.13 and 9.1
19. Additional information		
19.1	Share capital	
19.1.1	Issued capital and breakdown by class of share capital	12.3.1 and 12.3.2
19.1.2	Shares not representing capital	N/A
19.1.3	Treasury shares held by the issuer, on its behalf or by its subsidiaries	12.3.1
19.1.4	Convertible, exchangeable securities or securities with warrants	N/A
19.1.5	Acquisition rights and/or obligations over authorized but unissued capital or an undertaking to increase the capital	12.3.1 and 12.12
19.1.6	Options on share capital of the members of the Group	N/A
19.1.7	Historical information on share capital	12.3.2
19.2	Memorandum and Articles of Association	
19.2.1	Corporate purpose	12.2
19.2.2	Rights, privileges and restrictions attaching to each class of existing shares	12.5 to 12.7, 12.9 to 12.21
19.2.3	Provisions likely to defer, delay or prevent a change in control of the issuer	12.6, 12.12, 12.18, 12.19 and 12.20
20. Material contracts		
20.1	Material contracts, other than contracts entered into in the ordinary course of business of the latest two financial years, and any other contract entered into by any member of the group containing any material provision to the group	7.12
21. Documents available		
21.1	Statement of availability	16.2

20. CROSS-REFERENCE TABLE WITH ANNEX 11 TO THE DELEGATED PROSPECTUS REGULATION

The cross-reference table below shows the headings provided for in Annex 11 to the Delegated Prospectus Regulation, and provides references to the pages on which the relevant information appears in this Prospectus.

Items of Annex 11 to the Delegated Prospectus Regulation		Reference in the Prospectus
1. Persons responsible, third-party information, experts' reports and competent authority approval		
1.1	Identification of responsible persons	2.2.1 and 12.1
1.2	Statement by responsible persons of exactitude and absence of omission	2.2.1
1.3	Identification of experts whose statement or reports are included in the registration document	N/A
1.4	Confirmation that third-party sourced information is accurately reproduced and that the issuer is not aware of any omission rendering the reproduced information inaccurate or misleading	2.4
1.5	Statement of approval of the prospectus by a competent authority and information on the extent of this approval	Introduction and 2.14
2. Risk factors		
2.1	Description of the material risks specific to the securities being offered, taking into account the negative impact on the issuer and the probability of their occurrence shall be set out first	1.7
3. Essential information		
3.1	Working capital statement	8.7.2
3.2	Capitalization and indebtedness	6
3.3	Interest of natural and legal persons involved in the issue/offer	N/A
3.4	Reasons for the offer and use of proceeds	N/A
4. Information concerning the securities to be offered/admitted to trading		
4.1	A description of the type and the class of the securities being offered and/or admitted to trading, including the international security identification number ("ISIN")	Introduction and 4.2
4.2	Legislation under which the securities have been created	12.3.1
4.3	An indication whether the securities are in registered form or bearer form and whether the securities are in certificated form or book-entry form	4.4.1, 4.4.2 and 12.4
4.4	Currency of the securities issued	Introduction and 4
4.5	A description of the rights attached to the securities, including any limitations of those rights and procedure for the exercise of those rights	12.5 to 12.7, 12.9 to 12.21
4.6	In the case of new issues, a statement of the resolutions, authorizations and approvals by virtue of which the securities have been or will be created and/or issued	N/A
4.7	In the case of new issues, the expected issue date of the securities	Introduction and 4.3
4.8	A description of any restrictions on the transferability of the securities	12.8
4.9	Statement on the existence of any national legislation on takeovers applicable to the issuer which may frustrate such takeovers if any	12.18 and 12.19
4.10	An indication of public takeover bids by third parties in respect of the issuer's equity, which have occurred during the last financial year and the current financial year	N/A
4.11	A warning that the tax legislation of the investor's Member State and of the issuer's country of incorporation may have an impact on the income received from the securities	14
4.12	Where applicable, the potential impact on the investment in the event of resolution under Directive 2014/59/EU of the European Parliament and of the Council	N/A

Items of Annex 11 to the Delegated Prospectus Regulation		Reference in the Prospectus
4.13	If different from the issuer, the identity and contact details of the offeror of the securities and/or the person asking for admission to trading, including the LEI where the offeror has legal personality	N/A
5. Terms and conditions of the offer of securities		
5.1 Conditions, offer statistics, expected timetable and action required to apply for the offer		
5.1.1	Conditions to which the offer is subject	N/A
5.1.2	Total amount of the issue/offer, distinguishing the securities offered for sale and those offered for subscription	N/A
5.1.3	The time period, including any possible amendments, during which the offer will be open and description of the application process	N/A
5.1.4	An indication of when, and under which circumstances, the offer may be revoked or suspended and whether revocation can occur after dealing has begun	N/A
5.1.5	A description of any possibility to reduce subscriptions and the manner for refunding amounts paid in excess by applicants	N/A
5.1.6	Details of the minimum and/or maximum amount of application	N/A
5.1.7	An indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription	N/A
5.1.8	Method and time limits for paying up the securities and for delivery of the securities	N/A
5.1.9	A full description of the manner and date in which results of the offer are to be made public	N/A
5.1.10	The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised	N/A
5.2 Plan of distribution and allotment		
5.2.1	The various categories of potential investors to which the securities are offered	N/A
5.2.2	To the extent known to the issuer, an indication of whether major shareholders or members of the issuer's management, supervisory or administrative bodies intend to subscribe in the offer, or whether any person intends to subscribe for more than five percent. of the offer	N/A
5.2.3	Pre-allotment disclosure	N/A
5.2.4.	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made	N/A
5.3 Pricing		
5.3.1	An indication of the price at which the securities will be offered and the amount of any expenses and taxes charged to the subscriber or purchaser	N/A
5.3.2	Process for the disclosure of the offer price	N/A
5.3.3	If the issuer's equity holders have pre-emptive purchase rights and this right is restricted or withdrawn, an indication of the basis for the issue price if the issue is for cash, together with the reasons for and beneficiaries of such restriction or withdrawal	N/A
5.3.4	Where there is or could be a material disparity between the public offer price and the effective cash cost to members of the administrative, management or supervisory bodies or senior management, or affiliated persons, of securities acquired by them in transactions during the past year, or which they have the right to acquire, include a comparison of the public contribution in the proposed public offer and the effective cash contributions of such persons.	N/A

Items of Annex 11 to the Delegated Prospectus Regulation		Reference in the Prospectus
5.4 Placing and underwriting		
5.4.1	Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place	N/A
5.4.2	Name and address of any paying agents and depository agents in each country	N/A
5.4.3	Name and address of the entities agreeing to underwrite the issue on a firm commitment basis, and name and address of the entities agreeing to place the issue without a firm commitment or under best 'efforts' arrangements. Indication of the material features of the agreements, including the quotas. Where not all of the issue is underwritten, a statement of the portion not covered. Indication of the overall amount of the underwriting commission and of the placing commission.	N/A
5.4.4	When the underwriting agreement has been or will be reached	N/A
6. Admission to trading and dealing arrangements		
6.1	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market or third country market, SME Growth Market or MTF with an indication of the markets in question	Introduction and 4.2
6.2	All the regulated markets, third country markets, SME Growth Market or MTFs on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading	N/A
6.3	If simultaneously or almost simultaneously with the application for the admission of the securities to a regulated market, securities of the same class are subscribed for or placed privately or if securities of other classes are created for public or private placing, give details of the nature of such operations and of the number, characteristics and price of the securities to which they relate	N/A
6.4	In case of an admission to trading on a regulated market, details of the entities which have given a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and a description of the main terms of their commitment	N/A
6.5	Details of any stabilisation in line with items 6.5.1 to 6.6 in case of an admission to trading on a regulated market, third country market, SME Growth Market or MTF, where an issuer or a selling shareholder has granted an over-allotment option or it is otherwise proposed that price stabilising activities may be entered into in connection with an offer:	N/A
6.5.1	The fact that stabilisation may be undertaken, that there is no assurance that it will be undertaken and that it may be stopped at any time;	N/A
6.5.1.1	The fact that stabilisation transactions aim at supporting the market price of the securities during the stabilisation period;	N/A
6.5.2	The beginning and the end of the period during which stabilisation may occur;	N/A
6.5.3	The identity of the stabilisation manager for each relevant jurisdiction unless this is not known at the time of publication;	N/A
6.5.4	The fact that stabilisation transactions may result in a market price that is higher than would otherwise prevail;	N/A
6.5.5	The place where the stabilisation may be undertaken including, where relevant, the name of the trading venue(s).	N/A
6.6	Over-allotment and 'green shoe'	N/A
7. Selling securities holders		
7.1	Name and business address of the person or entity offering to sell the securities, the nature of any position office or other material relationship that the selling persons has had within the past three years with the issuer or any of its predecessors or affiliates	N/A

Items of Annex 11 to the Delegated Prospectus Regulation		Reference in the Prospectus
7.2	The number and class of securities being offered by each of the selling security holders	N/A
7.3	Where a major shareholder is selling the securities, the size of its shareholding both before and immediately after the issuance	N/A
7.4	In relation to lock-up agreements, provide details of the following: (a) the parties involved; (b) the content and exceptions of the agreement; (c) an indication of the period of the lockup.	N/A
8. Expense of the issue/offer		
8.1	The total net proceeds and an estimate of the issuer/offer expenses	16.1
9. Dilution		
9.1	A comparison of: (a) participation in share capital and voting rights for existing shareholders before and after the capital increase resulting from the public offer, with the assumption that existing shareholders do not subscribe for the new shares; (b) the net asset value per share as of the date of the latest balance sheet before the public offer (selling offer and/or capital increase) and the offering price per share within that public offer.	N/A
9.2	Where existing shareholders will be diluted regardless of whether they subscribe for their entitlement, because a part of the relevant share issue is reserved only for certain investors (<i>e.g.</i> , an institutional placing coupled with an offer to shareholders), an indication of the dilution existing shareholders will experience shall also be presented on the basis that they do take up their entitlement (in addition to the situation in item 9.1 where they do not).	N/A
10. Additional information		
10.1	If advisors connected with an issue are referred to in the securities note, a statement of the capacity in which the advisors have acted.	N/A
10.2	An indication of other information in the securities note which has been audited or reviewed by statutory auditors	N/A

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