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**BOARD PROFILE**

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**HAVAS N.V.**

Dated as of 16 December 2024

## BOARD PROFILE

### 1 Background

- 1.1 Pursuant to best practice provision 2.1.1 of the DCGC, the board of directors (the **Board**) of Havas N.V. (the **Company**) has established this profile for non-executive directors (the **Profile**). This Profile is adopted by the Board on 11 December 2024 and is effective as from and including 16 December 2024 and shall remain in full force and effect until amended or terminated (in whole or in part).
- 1.2 Capitalized terms used but not otherwise defined in this Profile have the same meaning set forth in the list of definitions included in the regulations of the Board (the **Regulations**).
- 1.3 This Profile sets out the size and desired composition of the non-executive directors of the Board (the **Non-Executive Directors**).
- 1.4 The purpose of this Profile is to provide a guide to the Board membership requirements of the Non-Executive Directors. The Non-Executive Directors shall supervise (i) the Executive Directors' policies and performance of the duties and (ii) the general affairs and business of the Company, and provide advice and guidance to the Executive Directors. In performing their duties, the Non-Executive Directors shall be guided by the interests of the Company and its enterprise, and shall take into account the relevant interests of the Company's stakeholders (including but not limited to its Shareholders). The Non-Executive Directors shall also have due regard for the sustainability issues that are relevant to the Company and its enterprise as set out in the Board Regulations. The Non-Executive Directors are responsible for their own proper functioning and an adequate performance of their duties.

### 2 Size

- 2.1 The Board shall determine the number of Non-Executive Directors, with due regard to the interests of the Company and its affiliated enterprise. The number of Non-Executive Directors shall at all times exceed the number of Executive Directors.

### 3 Composition

- 3.1 The composition of the Non-Executive Directors should be such that the combined expertise, experience, competencies and background of the Non-Executive Directors reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at Board level regarding all aspects of the activities of the Company and its affiliated enterprise, having regard for:
  - (a) the nature, size and markets of the activities of the Company and its affiliated enterprise;
  - (b) all applicable rules of corporate governance which govern the activities of the Company and its affiliated enterprise, taking into account the nature of the Company as a publicly listed company;

- (c) the specific organizational structure of the Company; and
- (d) the duties and responsibilities allocated to the Non-Executive Directors as per the corporate governance arrangements within the Company.

3.2 On that basis, the following specific elements need to be sufficiently represented as regards the expertise, experience, competencies and background of the Non-Executive Directors, separately or in combination:

- (a) general knowledge of and experience in international businesses;
- (b) understanding of the specific markets (service and geography) where the Company and its affiliated enterprise are active, including their risks;
- (c) general knowledge of and relevant expertise and experience in accounting and auditing for, and financing of, publicly listed companies and/or other entities similar to the Company;
- (d) understanding of the sustainability issues that are relevant to the Company and its affiliated enterprise;
- (e) experience in digital innovation and transformation; and
- (f) detailed knowledge of and experience in the (digital) media and/or marketing industries.

#### **4 Diversity and inclusion**

4.1 The Board shall draw up a diversity and inclusion policy for the composition of the Board, senior management and the rest of the workforce. The policy addresses the specific targets for directors and senior management of the Company in order to achieve a good balance in gender diversity and the other diversity and inclusion aspects of relevance to the Company.

4.2 The desired composition of the Board complies with the Company's diversity and inclusion policy.

#### **5 Independence**

5.1 The desired composition of the Board enables Non-Executive Directors to operate independently, including the ability to operate critically towards one another, the Executive Directors, and any particular interests involved. On that basis, in composing the Non-Executive Directors, Clause 5 of the Board Regulations should be considered.

5.2 The desired composition of the Board meets the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the DCGC, unless a deviation from the latter is deemed appropriate, which deviation will then be explained in the Company's management report.

- 5.3 At least annually, the Board shall assess in good faith whether each director of the Board is independent under best practice provision 2.1.8 of the DCGC. Each Non-Executive Director determinations shall be conclusive, absent a change in circumstances from those disclosed to the Board or a material omission from such disclosures, that necessitates a change in such determination.
- 5.4 Each Non-Executive Director shall inform the Board through the Chair of the Board, the Chairman & CEO (if an executive chair has been designated), the Lead Independent Director (if a Lead Independent Director has been designated), or the Company secretary as to all material information regarding any circumstances or relationships that may impact their characterization as "independent" or impact the assessment of their interests.

## **6 Miscellaneous**

The Board is authorized to adopt and may amend or supplement this profile pursuant to a resolution to that effect. The Board may also approve temporary deviations from this profile pursuant to a resolution to that effect.

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