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**REPORT OF THE MANAGEMENT BOARD
ON THE RESOLUTIONS SUBMITTED TO
THE COMBINED GENERAL SHAREHOLDERS' MEETING
OF PUBLICIS GROUPE S.A. OF MAY 29, 2024**

Dear Shareholders,

We have called this Combined General Shareholders' Meeting to deliberate on the following agenda:

Within the powers of the Ordinary General Shareholders' Meeting:

1. Approval of the corporate financial statements for fiscal year 2023 (1st resolution);
2. Approval of the consolidated financial statements for fiscal year 2023 (2nd resolution);
3. Allocation of the net income for fiscal year 2023 and declaration of dividend (3rd resolution);
4. Special report of the Statutory auditors on related-party agreements referred to in Article L. 225-86 of the French Commercial Code (4th resolution);
5. Appointment of Grant Thornton as the independent third-party body responsible for certifying sustainability information (5th resolution);
6. Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code with regard to compensation for the fiscal year 2023, for all corporate officers (6th resolution);
7. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2023 to Mr. Maurice Lévy, Chairman of the Supervisory Board (7th resolution);
8. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2023 to Mr. Arthur Sadoun, Chairman of the Management Board (8th resolution);
9. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2023 to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board (9th resolution);
10. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2023 to Mr. Michel-Alain Proch, member of the Management Board (10th resolution);
11. Approval of the compensation policy for the Chairman of the Supervisory Board with respect to fiscal year 2024 (11th resolution);
12. Approval of the compensation policy for the members of the Supervisory Board with respect to fiscal year 2024 (12th resolution);
13. Approval of the compensation policy for the Chairman of the Management Board with respect to fiscal year 2024 (13th resolution);

14. Approval of the compensation policy for the other members of the Management Board with respect to fiscal year 2024 (14th resolution);
15. Authorization to the Board of Directors or the Management Board as the case may be, for a period of eighteen months, to allow the Company to trade in its own shares (15th resolution);

Within the powers of the Extraordinary General Shareholders' Meeting:

16. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to issue, with preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries (16th resolution);
17. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to issue, without preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, by public offerings different from those referred to in Article L. 411-2 of the French Monetary and Financial Code (17th resolution);
18. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to issue, without preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company and/or one of its subsidiaries as the case may be, by public offerings referred to in Article L. 411-2 1° of the French Monetary and Financial Code (18th resolution);
19. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, within the limit of 15% of the original issue carried out in pursuance of the sixteenth to the eighteenth resolutions put before this Shareholders' Meeting (19th resolution);
20. Authorization to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to determine the issue price of securities in the Company, in the case of capital increases, without preferential subscription rights within the limit of 10% of the capital per annum (20th resolution);
21. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to increase the share capital by incorporating reserves, earnings, premiums or other sums (21st resolution);
22. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to issue ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries without preferential subscription rights, in the event of a public offering initiated by the Company (22nd resolution);
23. Delegation of authority to the Board of Directors or the Management Board as the case may be for a period of twenty-six months, to decide to issue ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, to remunerate the contribution in kind granted to the Company and constituting shares and/or securities giving access to share capital, except in the case of a public exchange offering initiated by the Company (23rd resolution);
24. Authorization to the Board of Directors or the Management Board as the case may be, for a period of thirty-eight months, for the purpose of allotting new or existing shares, free of charge, to eligible employees and/or corporate officers of the Company, or of Group companies, entailing a waiver of shareholders' preferential subscription rights to the shares to be issued (24th resolution);

25. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of twenty-six months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of subscribers to a Company savings plan (25th resolution);
26. Delegation of authority to the Board of Directors or the Management Board as the case may be, for a period of eighteen months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans (26th resolution);
27. Amendment of the Company's corporate purpose and corresponding amendment to the Articles of Incorporation (27th resolution);
28. Extension of the Company's term and corresponding amendment to the Articles of Incorporation (28th resolution);
29. Change of management structure to a French “Société Anonyme” limited liability company with a board of directors and adoption of new Articles of Incorporation (29th resolution);

Within the powers of the Ordinary General Shareholders’ Meeting:

- Into force resolutions (from the 30th to 42nd) if the 29th resolution is approved:

30. Appointment of Mr. Arthur Sadoun as Director of the Company (30th resolution);
31. Appointment of Mrs. Élisabeth Badinter as Director of the Company (31st resolution);
32. Appointment of Mr. Simon Badinter as Director of the Company (32nd resolution);
33. Appointment of Mr. Jean Charest as Director of the Company (33rd resolution);
34. Appointment of Mrs. Sophie Dulac as Director of the Company (34th resolution);
35. Appointment of Mr. Thomas H. Glocher as Director of the Company (35th resolution);
36. Appointment of Mrs. Marie-Josée Kravis as Director of the Company (36th resolution);
37. Appointment of Mr. André Kudelski as Director of the Company (37th resolution);
38. Appointment of Mrs. Suzan LeVine as Director of the Company (38th resolution);
39. Appointment of Mrs. Antonella Mei-Pochtler as Director of the Company (39th resolution);
40. Appointment of Mr. Tidjane Thiam as Director of the Company (40th resolution);
41. Approval of the compensation policy for the Chairman and Chief Executive Officer (41st resolution);
42. Approval of the compensation policy for the Directors (42nd resolution);

- Into force resolutions (from the 43rd to 46th) if the 29th resolution is rejected:

43. Renewal of the term of office of Mrs. Sophie Dulac as a member of the Supervisory Board (43rd resolution);
44. Renewal of the term of office of Mr. Thomas H. Glocher as a member of the Supervisory Board (44th resolution);
45. Renewal of the term of office of Mrs. Marie-Josée Kravis as a member of the Supervisory Board (45th resolution);
46. Renewal of the term of office of Mr. André Kudelski as a member of the Supervisory Board (46th resolution);
47. Powers to carry out formalities (47th resolution).

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

APPROVAL OF THE FINANCIAL STATEMENTS, ALLOCATION OF NET INCOME AND DECLARATION OF DIVIDEND FOR FISCAL YEAR 2023 (1ST, 2ND AND 3RD RESOLUTIONS)

You are asked to approve Publicis Groupe S.A.'s corporate financial statements (**first resolution**) and consolidated financial statements (**second resolution**) for the fiscal year ended December 31, 2023, as submitted.

The Company's corporate financial statements for fiscal year ended December 31, 2023 show a net income of **799,821,338.55 euros**. The Group's consolidated financial statements show a net income of **1.312 billion euros**.

Detailed information on the financial statements for the fiscal year ended December 31, 2023 and the Group's business activities for fiscal year 2023 are presented in the Universal Registration Document, Chapters 5 to 7.

By the **third resolution**, you are requested to allocate the net income for fiscal year 2023 and to approve the dividend payments, paid entirely in cash, of 3.40 euros per share, an increase of 17% compared with 2.90 euros per share in the previous fiscal year and a payout ratio of 49%.

The ex-dividend date will be **July 1st, 2024** and the dividend will be paid on **July 3rd, 2024**. Withholding taxes on dividend payments are detailed in the third resolution.

REGULATED AGREEMENTS REFERRED TO IN ARTICLE L. 225-86 OF THE FRENCH COMMERCIAL CODE (4TH RESOLUTION)

As prescribed by law, the Supervisory Board conducted an annual review of agreements concluded and/or authorized during previous fiscal years which remained in force during fiscal year 2023.

Shareholders are informed that the Supervisory Board approved no new regulated agreements during fiscal year 2023.

By the **fourth resolution**, you are asked to approve the Statutory auditors' special report on related-party agreements and to acknowledge that no new agreements were entered into during fiscal year 2023.

This report is presented in the 2023 Universal Registration Document, Chapter 3 (Section 3.6).

APPOINTMENT OF GRANT THORNTON AS THE INDEPENDENT THIRD-PARTY BODY RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION (5TH RESOLUTION)

Pursuant to the provisions of the December 6, 2023 ruling (*ordonnance*) No. 2023-1142 on the publication and certification of information pertaining to sustainability and the environmental, social and corporate governance obligations of commercial companies, transposing Directive (EU) no. 2022/2464 (known as the "CSRD"), the Company will from 2025 include information on sustainability in the 2024 Universal Registration Document for fiscal year 2024.

Pursuant to Articles L. 822-16 et seq. of the French Commercial Code, we submit for your approval the appointment of the audit firm responsible for certifying the sustainability information for fiscal year 2024. On the recommendation of the Audit Committee, the Supervisory Board has approved the appointment of Grant Thornton as independent third-party auditor.

It should be noted that a bid was launched in 2021 and Grant Thornton, accredited by COFRAC (Comité Français d'Accréditation), was selected to audit the extra-financial performance declaration for fiscal years 2022, 2023 and 2024. Grant Thornton has a good understanding of Publicis' functioning and has demonstrated its expertise in extra-financial matters.

Pursuant to Article 38 of the December 6, 2023 ruling (*ordonnance*) No. 2023-1142, the term of office of Grant Thornton will correspond to the remaining term of office of Ernst & Young et Autres, the Company's Statutory auditors responsible for certifying the financial statements, whose term of office will expire at the close of the annual General Shareholder's Meeting convened to approve the financial statements for the year ending December 31, 2024.

The **fifth resolution** submits for your approval the renewal of the authorization to the Management Board to appoint Grant Thornton as the independent third party responsible for the certification of the sustainability report for the remainder of Ernst & Young et Autres' term of office, i.e. until the end of the annual General Meeting convened to approve the financial statements for the financial year ending December 31, 2024.

INFORMATION RELATING TO THE COMPENSATION OF CORPORATE OFFICERS, REFERRED TO IN ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE (GLOBAL EX POST VOTING) (6TH RESOLUTION)

In accordance with Article L. 22-10-34 I of the French Commercial Code, the **sixth resolution** submits for your approval the report on compensation including the information referred to in Article L. 22-10-9 I of the French Commercial Code, relating to the components of compensation paid or awarded to corporate officers with respect to fiscal year 2023.

This information is presented in the 2023 Universal Registration Document, Chapter 3 (Section 3.3.2).

APPROVAL OF COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS WITH RESPECT TO FISCAL YEAR 2023 (INDIVIDUAL EX POST VOTING) (7TH TO 10TH RESOLUTIONS)

In accordance with Article L. 22-10-34 II of the French Commercial Code, we submit for your approval the total compensation and benefits of any kind paid or awarded to corporate officers of the Publicis Groupe S.A. with respect to fiscal year 2023 for:

- Mr. Maurice Lévy, Chairman of the Supervisory Board (**seventh resolution**),
- Mr. Arthur Sadoun, Chairman of the Management Board (**eighth resolution**),
- Mrs. Anne-Gabrielle Heilbronner, member of the Management Board (**ninth resolution**), and
- Mr. Michel-Alain Proch, member of the Management Board (**tenth resolution**).

These components of compensation were paid or allocated to each corporate officer, in accordance with the compensation policy approved for each corporate officer at the Combined General Shareholders' Meeting of May 31, 2023.

Following the Compensation Committee's recommendation, the Supervisory Board sets the amounts of each component comprising the compensation to be paid or allocated with respect to fiscal year 2023 to each of the Company's corporate officers, after taking into account the votes on compensation at the previous annual General Shareholders' Meeting.

The components of the compensation with respect to fiscal year 2023, submitted to the shareholders' vote, for Mr. Maurice Lévy, Mr. Arthur Sadoun, Mrs. Anne-Gabrielle Heilbronner, and Mr. Michel-Alain Proch, are presented in the 2023 Universal Registration Document, Chapter 3 (Sections 3.3.2.2 to 3.3.2.6).

APPROVAL OF THE COMPENSATION POLICY FOR CORPORATE OFFICERS WITH RESPECT TO FISCAL YEAR 2024 (EX ANTE VOTING) (11TH TO 14TH RESOLUTIONS)

The **eleventh to the fourteenth resolutions** submit for your approval the compensation policy applicable to corporate officers with respect to fiscal year 2024.

In accordance with Article L. 22-10-26 of the French Commercial Code, we submit for your approval the principles and criteria for determining, distributing and allocating fixed, variable and exceptional elements, where applicable, making up the total compensation and benefits of any kind, attributable respectively to the Chairman of the Supervisory Board (**eleventh resolution**), the members of the Supervisory Board (**twelfth resolution**), the Chairman of the Management Board (**thirteenth resolution**), and the other members of the Management Board (**fourteenth resolution**).

It should be noted that Mr. Loris Nold has joined the Management Board as of February 8, 2024, replacing Mr. Michel-Alain Proch.

It should be noted that the adoption of the twenty-ninth resolution on the change in the Company's corporate governance structure shall terminate this compensation policy at the end of this General Shareholders' Meeting. Therefore, if the twenty-ninth resolution is adopted, the eleventh to fourteenth resolutions on the compensation policy for corporate officers for fiscal year 2024 shall apply only until the end of this General Shareholders' Meeting, and the compensation policy proposed in the forty-first and forty-second resolutions shall apply thereafter.

Following the recommendation of the Compensation Committee, the 2024 compensation policy for corporate officers was approved by the Supervisory Board on March 6, 2024. It is in line with Publicis Groupe S.A.'s social interests, contributes to its sustainability and is consistent with its business strategy. It is presented and detailed in the 2023 Universal Registration Document, Chapter 3 (Sections 3.3.1.3 to 3.3.1.8).

AUTHORIZATION TO BE GRANTED TO THE MANAGEMENT BOARD ENTITLING THE COMPANY TO TRADE IN ITS OWN SHARES (15TH RESOLUTION)

During fiscal year 2023, the Management Board continued to implement the Company's share buyback policy, in accordance with the authorization granted at the 2023 General Shareholders' Meeting.

As at December 31, 2023, Publicis Groupe S.A. held 3,737,367 shares representing 1.47% of its own share capital. The detailed report on the implementation of the Company's share buyback programs with respect to fiscal year 2023 year is presented in the 2023 Universal Registration Document, Chapter 8 (Section 8.3.3).

As the existing authorization expires on November 31, 2024, the **fifteenth resolution** submits for your approval the renewal of the authorization to the Management Board, for a period of eighteen (18) months, to implement the Company's share buyback policy with characteristics as follows:

- the maximum number of shares that can be purchased must not at any time exceed 10% of the shares making up the share capital;
- the maximum unit purchase price will be one hundred thirty (130) euros per share, excluding acquisition costs, it being specified that this price will not apply to share redemptions used to allow the Company to allot free shares to employees and/or corporate officers of the Company and the Group or when employees and/or corporate officers of the Company and Group exercise their stock options;
- the total maximum amount of this authorization is set at two billion one hundred fifty-four million four hundred thirty thousand four hundred seventy-six euros and fifty cents (2,154,430,476.50) net of costs;
- buybacks may not be implemented during a public offering for the Company's securities until

expiry of the offering period.

This authorization can be used for the following purposes:

- allotting or selling shares to employees and/or corporate officers of the Company and/or its Group in accordance with the requirements and procedures prescribed by applicable statutes and regulations;
- delivering shares to honor obligations in connection with instruments or securities that may give access to the capital, whether by redemption, conversion, exchange, presentation of a warrant or by any other means that confer access to ordinary shares in the Company;
- encouraging the secondary market or the liquidity of Publicis Groupe S.A. shares through the intermediary of an investment services provider acting pursuant to a liquidity agreement and in compliance with market practices accepted by the AMF.

The objectives of the buyback program are detailed in the nineteenth resolution, as well as in the description of the buyback program presented in the 2023 Universal Registration Document, Chapter 8 (Section 8.3.3).

RESOLUTIONS WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

APPROVAL OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS (16TH TO 26TH RESOLUTIONS)

You are asked to approve the following eleven resolutions (from the sixteenth to the twenty-sixth), which are intended to renew the financial delegations of authority and authorizations expiring in fiscal year 2024.

Under these authorizations and delegations, the Management Board or the Board of Directors, as the case may be, would be authorized to increase the capital or to issue equity and/or debt securities, as the case may be, with or without preferential subscription rights.

The purpose of these financial delegations and authorizations is to allow the Management Board or the Board of Directors, as the case may be, to provide the Company with the financial resources to pursue its development strategy, strengthen its equity capital and, when the time comes, to use the financial instruments to be issued, depending on the state and possibilities of the French and international financial markets.

The table of delegations of authority and authorizations granted to the Management Board in financial matters is presented in the 2023 Universal Registration Document, Chapter 8 (Section 8.3.1) and this notice of meeting. This table lists all currently valid delegations of authority and how the Management Board made use them during the past fiscal year.

In any event, the Management Board or the Board of Directors, as the case may be, will be able to implement these delegations of authority and authorizations only within the strict limits of the following maximum amounts, which would be approved by this Shareholder's Meeting.

Summary table of the maximum amounts applicable to the delegations of authority and authorizations to increase the capital:

	PURPOSE OF THE DELEGATION	RESOLUTION(S)
Limit applicable to all dilutive and non-dilutive capital increases: 30 million euro ⁽¹⁾	Issue of shares and/or securities giving access to the capital *	16
	Issue of shares and/or securities giving access to the capital by public offerings *	17
	Issue of shares and/or securities giving access to the capital by private placement * (Art. L. 411-2 1° of the French Monetary and Financial Code)	18
	Capital increase within the limit of 15% of the original issue *	19
	Capital increase within the limit of 10% of the capital per annum *	20
	Remuneration for contribution of shares in the event of a public exchange offering initiated by the Company *	22
	Remuneration for contribution in kind of shares, except in the event of a public exchange offering initiated by the company *	23
	Issue of shares and/or securities for the benefit of subscribers to a company savings plan	25
	Issue of shares and/or securities in the context of employee share ownership plans	26
	Capital increase by incorporating reserves, earnings, premiums or other sums *	21
Sub-limit for dilutive capital increases: 9 million euro ⁽²⁾		
Sub-limit applicable to capital increases for the benefit of employees and/or corporate officers: 2.8 million euro		
Sub-limit applicable to all issues of debt securities: 1,200 million euro ⁽³⁾		16, 17, 18, 22, 23

(1) This aggregate limit of 30 million euro is set by the sixteenth resolution in paragraph 2) of this General Shareholder's meeting.

(2) This sub-limit of 9 million euro is set by the seventeenth resolution in paragraph 3) of this session.

(3) This aggregate limit of 1,200 million euro is set by the sixteenth resolution in paragraph 3) of this General Shareholder's meeting.

* The Management Board may not make use of this authorization or delegation of authority without the prior approval of the annual General Shareholder's meeting from the moment a third party makes a public offering for the Company's securities until expiry of the offering period.

1. DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL BY ISSUING, WITH PREFERENTIAL SUBSCRIPTION RIGHTS, ORDINARY SHARES IN THE COMPANY AND/OR SECURITIES GIVING ACCESS TO THE CAPITAL (16TH RESOLUTION)

By the **sixteenth resolution**, you are asked to renew the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to increase the Company's capital by issuing, with preferential subscription rights, ordinary shares in the Company and/or securities giving immediate or future access to ordinary shares to be issued by the Company or one of its direct or indirect subsidiaries (including equity securities giving entitlement to the allotment of debt securities), as the case may be.

The maximum nominal amount of capital increases (excluding the share premium) that can be carried out by virtue of this delegation of authority is set at **30 million euros** (identical to the amount authorized in 2022).

The total amount of any capital increases carried out pursuant to the seventeenth to twenty-third, twenty-fifth and twenty-sixth resolutions hereinafter will be set against the total maximum amount of 30 million euros.

The maximum nominal amount of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at **1,200 million euros** on the date of the issue decision. **Said amount will apply to all debt securities whose issue is delegated to the Management Board or the Board of Directors, as the case may be, pursuant to this resolution and the seventeenth, eighteenth, twenty-second and twenty-third resolutions put before this Shareholders' Meeting.**

The sixteenth resolution will be granted for a period of twenty-six (26) months.

2. DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL WITH THE ISSUE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, OF ORDINARY SHARES IN THE COMPANY AND/OR SECURITIES GIVING ACCESS TO THE CAPITAL BY PUBLIC OFFERINGS DIFFERENT FROM THOSE REFERRED TO IN ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (17TH RESOLUTION)

By the **seventeenth resolution**, you are asked to renew the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to increase the capital by public offerings different from those referred to in Article L. 411-2 of the French Monetary and Financial Code, without preferential subscription rights, to issue ordinary shares in the Company and/or securities giving access, immediately or in the future, to ordinary shares in the Company or one of its subsidiaries as the case may be (including share capital securities giving entitlement to the allocation of debt securities).

The maximum nominal amount of capital increases that can be carried out by virtue of this delegation of authority, set against the total maximum amount of **30 million euros**, may not exceed **9 million euros** (identical to the amount authorized in 2022) set forth in the table on page 8.

The maximum nominal amount of securities representing debt claims against the Company that may be issued is set at **1,200 million euros**, on the date of the issue decision. Said amount will be set against the total maximum amount of debt securities set forth in the table on page 8.

In accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code:

- the issue price of the Company's shares will be at least equal to the minimum provided for by the laws and/or regulations applicable on the issue date, after adjustment, if necessary, of this amount to take account of the difference in dividend entitlement dates,
- the issue price of securities giving access to the capital will be such that the amount immediately received by the Company, plus any amount that may subsequently be received by the Company, is at least equal to the minimum subscription price defined in the previous paragraph for each Company share issued as a result of the issue of these securities.

The seventeenth resolution will be granted for a period of twenty-six (26) months.

3. DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL WITH THE ISSUE, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, OF ORDINARY SHARES IN THE COMPANY AND/OR SECURITIES GIVING ACCESS TO THE CAPITAL BY PUBLIC OFFERINGS REFERRED TO IN ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (18TH RESOLUTION)

By the **eighteenth resolution**, you are asked to renew the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to increase the Company's capital, without preferential subscription, by public offerings reserved exclusively for a limited circle of investors or qualified investors within the meaning of Article L. 411-2, 1st paragraph, of the French Monetary and Financial Code, by issuing the same securities as those referred to in the seventeenth resolution, subject to the maximum amounts set forth in the table on page 8.

The eighteenth resolution will be granted for a period of twenty-six (26) months.

4. DELEGATION OF AUTHORITY TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE CASE OF A CAPITAL INCREASE WITHIN THE LIMIT OF 15% OF THE ORIGINAL ISSUE CARRIED OUT IN PURSUANCE OF THE 16TH TO 18TH RESOLUTIONS (19TH RESOLUTION)

The **nineteenth resolution** submits for your approval the renewal, for a period of twenty-six (26) months, of the delegation of authority granted in 2022 to the Management Board or to the Board of Directors, as the case may be, to increase the number of shares to be issued, in order to meet excess demand (green shoe option), in connection with capital increases by the Company, with or without preferential subscription rights, which could be decided pursuant to the sixteenth to eighteenth resolutions put before this Shareholder's Meeting, within the timeframes and limits provided for by the applicable regulations, on the day of issue, i.e. no later than 30 days of the close of the subscription period, within the limit of 15% of the original issue and subject to the limits set forth in the table on page 8.

The issue price of shares in the Company will be the same as the original issue.

5. AUTHORIZATION TO DETERMINE THE ISSUE PRICE OF SECURITIES IN THE COMPANY, IN THE CASE OF CAPITAL INCREASES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS WITHIN THE LIMIT OF 10% OF THE CAPITAL PER ANNUM (20TH RESOLUTION)

By the **twentieth resolution**, you are asked to renew the authorization granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to set the issue price of shares to be issued under the seventeenth and eighteenth resolutions put before this Shareholder's Meeting, by way of derogation from the price-setting provisions set out in the aforesaid resolutions, within the limit of **10% of the share capital** over a twelve-month period.

The Management Board or the Board of Directors, as the case may be, will also be authorized to set the issue price of the shares, which may not be less than:

- the average price of the share on the Euronext Paris regulated market, weighted by volume, during the last trading session prior to when the issue price was set,
- or the average price of the share on the Euronext Paris regulated market, weighted by volume, during the trading session when the issue price was set,
- in both cases, possibly reduced by a discount not exceeding 10%.

The nominal amount of the capital increases that may be carried out immediately or in the future by virtue of this authorization will be deducted from the nominal limit of **9 million euros** and the total limit of **30 million euros** set forth in the table on page 8.

The twentieth resolution will be granted for a period of twenty-six (26) months.

6. DELEGATION OF AUTHORITY TO INCREASE THE SHARE CAPITAL BY INCORPORATING RESERVES, EARNINGS, PREMIUMS OR OTHER SUMS (21ST RESOLUTION)

By the **twenty-first resolution**, you are asked to renew the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to increase the capital by incorporating reserves, earnings, premiums or other sums, by the issue of new shares and/or the increase of the par value of existing shares, within the limits of the maximum amounts set forth in the table on page 8.

The twenty-first resolution will be granted for a period of twenty-six (26) months.

7. DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN THE EVENT OF A PUBLIC OFFERING INITIATED BY THE COMPANY (22ND RESOLUTION)

By the **twenty-second resolution**, you are asked to renew the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to issue, without preferential subscription rights, ordinary shares in the Company and/or securities giving immediate or deferred access to shares in the Company or one of its direct or indirect subsidiaries, as the case may be, as consideration for securities tendered in connection with a public offering for the shares of another company, subject to the limits set forth in the table on page 8.

The twenty-second resolution will be granted for a period of twenty-six (26) months.

8. DELEGATION OF AUTHORITY TO INCREASE THE CAPITAL, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, TO REMUNERATE THE CONTRIBUTION IN KIND GRANTED TO THE COMPANY, EXCEPT IN THE CASE OF A PUBLIC EXCHANGE OFFERING INITIATED BY THE COMPANY (23RD RESOLUTION)

By the **twenty-third resolution**, you are asked to renew, for a period of twenty-six (26) months, the delegation of authority granted in 2022 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to issue, without preferential subscription rights, ordinary shares and/or securities giving access to the Company's share capital or in any of its direct or indirect subsidiaries, as the case may be, to remunerate the contribution in kind granted to the Company, except in the case of a public offering, subject to the limits set forth in the table on page 8.

Issues carried out under this authorization must not exceed the statutory limit of 10% of the Company's share capital as calculated on the issuance date.

The purpose of this delegation of authority is to facilitate corporate acquisitions.

9. AUTHORIZATION FOR THE ALLOTMENT OF NEW SHARES, FREE OF CHARGE, TO ELIGIBLE EMPLOYEES AND/OR CORPORATE OFFICERS OF THE COMPANY, OR OF GROUP COMPANIES, ENTAILING A WAIVER OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS (24TH RESOLUTION)

By the **twenty-fourth resolution**, you are asked to renew the authorization granted in 2021 and to grant all powers to the Management Board or to the Board of Directors, as the case may be, to allocate, on one or more occasions, existing or future ordinary shares of the Company free of charge to beneficiaries to be determined by the Management Board or the Board of Directors, as the case may be, from among eligible employees and/or corporate officers of the Company or the Group's French and foreign companies.

The total number of free shares that may be allocated may not exceed **3% of the share capital** on the date of the decision to allot such shares by the Management Board or the Board of Directors, as the case may be.

The allotment of shares is subject to at least two performance conditions determined by the Management Board or the Board of Directors, as the case may be, at the time of the allotment decision.

The allotment of shares may be made to eligible corporate officers of the Company, provided that the ultimate acquisition of the allotted shares is subject to at least two performance conditions determined by the Management Board or the Board of Directors, as the case may be, at the time of the allotment decision and measured over a period of at least three years. The number of shares that may be granted to eligible corporate officers of the Company may not exceed **0.3% of the share capital**.

The allotment of free shares to the eligible corporate officers is decided in advance by the Management Board or the Board of Directors, as the case may be, on the recommendation of the Compensation Committee. The Board will determine the holding period for members of the Management Board in accordance with Article L. 225-197-1 II paragraph 5 of the French Commercial Code. Currently, Management Board members are required to retain 20% of the shares they acquire during their term of office.

The allotment of shares to the beneficiaries will not be finalized until the end of a vesting period of at least three years, with no mandatory retention period.

This authorization will automatically entail the waiver by the shareholders of their preferential subscription rights for the ordinary shares which will be issued as and when the definitive allotment of the shares takes place.

The twenty-fourth resolution will be granted for a period of thirty-eight (38) months.

10. et 11. DELEGATION OF AUTHORITY TO IMPLEMENT ONE OR MORE CAPITAL INCREASES, IN FAVOR OF SUBSCRIBERS TO A COMPANY SAVINGS PLAN (25TH RESOLUTION) OR CERTAIN CATEGORIES OF BENEFICIARIES IN THE CONTEXT OF EMPLOYEE SHARE OWNERSHIP PLANS (26TH RESOLUTION), WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

You are asked, by the **twenty-fifth and twenty-sixth resolutions** to delegate authority to the Management Board or the Board of Directors, as the case may be, to carry out capital increases, without preferential subscription rights, in favor of:

- members of one or several savings plans in the Company or one of the Group's French or foreign companies (**twenty-fifth resolution**);
- categories of beneficiaries who do not benefit from the system provided for in the aforementioned twentieth resolution, within the context of employee share ownership plans (**twenty-sixth resolution**).

The purpose of the twenty-sixth resolution is to allow employees and corporate officers located in countries where it is not possible, for local reasons (regulations, taxes or other circumstances) to offer shares on a secure basis through a Company investment fund (*FCPE*), to benefit from share ownership schemes equivalent in terms of economic profile to those available to other Publicis Groupe employees and corporate officers.

The maximum nominal amount of the capital increase that may be carried out under these two delegations of authority will not exceed **2.8 million euros**. This maximum amount will be set against the total maximum amount of **30 million euros** set forth in the table on page 8.

If the Management Board or the Board of Directors, as the case may be, decided to increase the share capital, on one or more occasions, pursuant to these delegations of authority, the share subscription price would be set in accordance with applicable legal provisions.

The twenty-fifth resolution will be granted for a period of twenty-six (26) months and the twenty-sixth resolution will be granted for a period of eighteen (18) months.

CHANGE IN THE COMPANY'S CORPORATE PURPOSE AND CORRESPONDING AMENDMENT TO THE ARTICLES OF INCORPORATION (27TH RESOLUTION)

The **twenty-seventh resolution** proposes that, with effect from the end of this Shareholders' Meeting, the Company's corporate purpose be amended to take account of the development of digital services and tools, and that, accordingly a second paragraph be added to Article 2 on the corporate purpose of the Company's Articles of Incorporation as follows:

“The development of digital services and tools based on digital platforms, software or any other electronic, computer or artificial intelligence medium, as well as the creation and operation of any database or computer-based service”.

EXTENSION OF THE COMPANY'S TERM AND CORRESPONDING AMENDMENT TO THE ARTICLES OF INCORPORATION (28TH RESOLUTION)

The **twenty-eighth resolution** proposes that, with effect from the end of this General Shareholders' Meeting and in accordance with the provisions of Article 1844-6 of the French Civil Code, the Company's term, initially set at 99 years from October 4, 1938 and expiring on October 3, 2037, be extended for a further 99 years from this annual General Shareholders' Meeting, i.e. until May 28, 2123, and that Article 4 of the Articles of Incorporation on the Company's term be amended accordingly.

APPROVAL OF THE CHANGE OF THE MANAGEMENT STRUCTURE TO A FRENCH SOCIÉTÉ ANONYME WITH A BOARD OF DIRECTORS AND ADOPTION OF THE CORRESPONDING NEW ARTICLES OF INCORPORATION (29TH RESOLUTION)

The **twenty-ninth resolution** submits for your approval, with effect from the end of this annual General Shareholders' Meeting, a change in the Company's management Corporate structure and the adoption of a corporate governance structure with a Board of Directors pursuant to Articles L. 225-17 to L. 225-56 and Articles L. 22-10-3 to L. 22-10-17 of the French Commercial Code, in place of the current structure with a Management Board and a Supervisory Board.

We submit for your approval the amendment of the Company's Articles of Incorporation to reflect this change in the Company's governance structure and to:

- allow the Board of Directors to appoint a Vice Chairman of the Board;
- allow the Board of Directors to appoint an Honorary Chairman who is an individual and a former Chairman of the Management Board or the Supervisory Board;
- provide for the mandatory appointment of a Lead Director, when the functions of Chief Executive Officer and Chairman of the Board of Directors are combined, whose role will be to assist the Chairman in his/her duties with regard to the proper functioning of the Company's governing bodies and to examine and, where appropriate, bring to the attention of the Board situations of conflict of interest involving Directors or the Chairman.

As part of this amendment to the Articles of Incorporation, we also submit to your approval the updating of certain provisions to bring them into line with current legislation and regulations, in particular to clarify the wording of the article relating to disclosure requirements in the event that the statutory threshold of 1% or a multiple thereof is exceeded.

We submit for your approval the amended version of the Company's Articles of Incorporation which incorporates the changes to the Company's corporate purpose and the extension of its term pursuant to resolutions 27th and 28th, as set out in Appendix 1 to this report. A table of the amendments made, other than those relating to the functioning of the Board of Directors, is also set out in Appendix 2.

Moreover, we propose that you note, as and when required, that all delegations of authority or authorizations granted to the Management Board by the Ordinary or Extraordinary General Shareholders' Meeting, in force on the date of this document (including the delegations of authority and authorizations adopted by this General Shareholders' Meeting), shall remain in force notwithstanding this change in corporate governance structure, it being understood that any reference in such delegations of authority or authorizations to the Management Board or the Supervisory Board shall be construed as a reference to the Board of Directors and any sub-delegation referring to the Chairman of the Management Board shall be construed as a reference to the Chief Executive Officer.

This change in corporate governance structure is the result of a proposal by Mr. Maurice Lévy.

The proposed change in the corporate governance structure marks the culmination of a successful transition. Mr. Arthur Sadoun succeeded Mr. Maurice Lévy as Chairman of the Management Board in 2017, and Mr. Lévy became Chairman of the Supervisory Board. Since then, the Group has continued to grow successfully and accelerated its transformation under the joint leadership of Mr. Lévy and Mr. Sadoun.

Following a lengthy and rigorous process, the proposed change in the corporate governance structure therefore appears to be more in line with the way the Groupe operates and to meet the challenges it now faces. In this context, the Supervisory Board is of the opinion that a Board of Directors that is more closely involved in the governance of the Company is better suited than a governance structure with a Management Board and a Supervisory Board, and notably allows:

- a simplified governance: in a dual company, management and supervision are separated between a management board and a supervisory board; in a company with a board of directors, these two functions are combined in a single body;
- a fluid structure for thinking and decision-making;
- this structure is more in line with the practice of large companies in France and internationally, and makes it easier for stakeholders to understand how the Groupe operates and to deal with foreign partners, which are all the more numerous given the Groupe's global presence.

We are considering appointing Mr. Arthur Sadoun as Chairman of the Board of Directors, it being specified that the decision to combine or separate the functions of Chairman and Chief Executive Officer will be taken by the Board of Directors, whose appointment will be submitted to the General Shareholders' Meeting and which will convene for this purpose after this General Shareholders' Meeting.

Combining the functions of Chairman and Chief Executive Officer will make it possible to further improve the effectiveness of the management team through a governance system that is more efficient, responsive and flexible in its decision-making, under the impetus and oversight of the Board of Directors. It will allow the Board to fully benefit from Mr. Arthur Sadoun's expertise, commitment and experience as Chief Executive Officer to meet the Group's future challenges.

In this context, we are considering appointing Mr. Maurice Lévy as Honorary Chairman, to involve him in Board and Committee meetings and defining his contribution to the Company. At the same time, we are considering that Mr. Maurice Lévy should enter into a service contract with the Company, on terms to be determined by the Board of Directors to be established, so that the Group can continue to benefit from his in-depth knowledge of the industry, major companies and market trends.

The proposed organisation is therefore one that allows the duo of Mr. Maurice Lévy and Mr. Arthur Sadoun to be maintained, key asset to the Company's success.

The balance of power will be maintained, with the reunification of the functions of Chairman and Chief Executive Officer complemented by the permanence of the function of Vice-Chairman and the strengthening of the way Board Committees are organised to assist them in monitoring the Company's policies more closely. The function of a Lead Director will be created in order to improve dialogue with and within the Board, in particular through the organisation of executive sessions, and to be able to deal with situations of potential conflict of interest.

In addition, specific limitations on the Chief Executive Officer's powers will be included in the Board's Rules of Procedure, which will be adopted by the Board of Directors following your annual General Shareholders' Meeting and will be made available to you on the Company's website.

You will be asked:

- to decide the adoption of the Board of Directors' corporate governance structure;
- to amend the Company's Articles of Incorporation in order to incorporate all the relevant provisions relating to the change in the Company's corporate governance structure, in addition to other drafting adjustments made in order to harmonise and/or update certain provisions of the Articles of Incorporation, in particular a more precise wording of the article relating to the information disclosure requirements in the event of thresholds being exceeded;
- for simplicity's sake, to replace the Company's current Articles of Incorporation in their entirety with the Articles of Incorporation set out in **Appendix 1** to this report;
- to adopt, article by article and then in their entirety, the text of the new Articles of Incorporation set out in **Appendix 1** to this report, which incorporates all the amendments made necessary by the adoption of the resolution submitted for your approval.

RESOLUTION WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

The thirtieth to the forty-second resolutions will enter into force only if the twenty-ninth resolution is approved. Conversely, the forty-third to forty-sixth resolutions will enter into force only if the twenty-ninth resolution is rejected.

APPOINTMENT OF ELEVEN DIRECTORS OF THE COMPANY (30TH TO 40TH RESOLUTIONS)

The appointments in the thirtieth to fortieth resolutions submitted for the approval of the shareholders are subject to the adoption of the twenty-ninth resolution on the change of the Company's corporate governance structure to that of a French *Société Anonyme* limited liability company with a Board of Directors.

As a result of the change in the Company's corporate governance structure, the current terms of office of the members of the Management Board and the Supervisory Board will expire at the end of this Annual General Shareholders' Meeting. Following the Nominating Committee's recommendation, the Supervisory Board submits for your approval the appointment of all the current members of the Supervisory Board, with the exception of Mr. Maurice Lévy, as directors of the Company and the appointment of Mr. Arthur Sadoun in order to ensure continuity in the governance of the Company. The renewal of the term of office of the members representing Employees will be submitted to the Comité de Groupe.

We submit to your approval the appointments of Mr. Arthur Sadoun (**30th resolution**), Mrs. Élisabeth Badinter (**31st resolution**), Mr. Simon Badinter (**32nd resolution**), Mr. Jean Charest (**33rd resolution**), Mrs. Sophie Dulac (**34th resolution**), Mr. Thomas H. Glocer (**35th resolution**), Mrs. Marie-Josée Kravis (**36th resolution**), Mr. André Kudelski (**37th resolution**), Mrs. Suzan LeVine (**38th resolution**), Mrs. Antonella Mei-Pochtler (**39th resolution**) and Mr. Tidjane Thiam (**40th resolution**).

With these proposed appointments, you are therefore asked to renew your confidence of the members of the Supervisory Board whose terms of office expire at the end of this Shareholders' Meeting, so that they can continue to bring their complementary skills and experience to the Board of Directors in order to maintain the diversified and balanced composition and the quality governance of Publicis Groupe for the benefit of the Groupe's employees, shareholders and stakeholders.

These Directors will be appointed for a term of office of 2 to 4 years, in accordance with Article 10 of the amended Articles of Incorporation, which provides for the possibility of appointing Directors for a term of office of less than 4 years in order to stagger the terms of office of Directors and to avoid a shortage of Directors on the Board of Directors at any time, which must always consist of at least three members pursuant to Article 10 of the amended Articles of Incorporation.

We therefore submit for your approval the appointment of the following persons:

- **For a four-year term of office, expiring at the close of the General Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2027:**

Mr. Arthur Sadoun, a graduate of the European Business School and holder of an MBA from INSEAD, the European Institute of Business Administration, started his career at the age of 21, creating his own advertising agency in Chile that he would later sell to BBDO. He joined the TBWA network (Omnicom) in 1997 and was appointed CEO of TBWA/Paris in 2003. In 2006, he joined Publicis Groupe as CEO of Publicis Conseil, the Groupe's flagship founded by Marcel Bleustein-Blanchet. He was appointed Chairman of Publicis France in 2009 then promoted to CEO of the Publicis Worldwide network in 2013. In 2015, he was appointed CEO of Publicis Communications, the creative solutions arm of Publicis Groupe. He has been Chairman of the Management Board of Publicis Groupe SA since June 1st, 2017. He was made a "Chevalier de l'Ordre National du Mérite" in 2014 and named "Director of the Year" by Advertising Age in 2016. He was made a "Chevalier de la Légion d'Honneur" in 2021.

Mrs. Élisabeth Badinter, a long-standing Publicis shareholder and daughter of Marcel Bleustein-Blanchet, the founder of the Publicis Groupe, is a qualified philosophy teacher, specializing in the 18th century, and has also lectured at the École Polytechnique. Observer of the evolution of mentalities and mores, she has authored numerous essays. She joined the Supervisory Board in 1987 and chaired it from 1996 to 2017. In 2017, she relinquished her position as Chairman of the Board to Mr. Maurice Lévy and has since held the position of Vice-Chairman.

Mrs. Sophie Dulac, granddaughter of the founder of the Publicis Groupe and niece of Mrs. Élisabeth Badinter, has a degree in psychographics. She spent several years in the public relations sector before continuing her career by founding and managing a recruitment consultancy firm. Since 2001, she has chaired the cinema company, Les Écrans de Paris, now called Dulac Cinémas. She also manages the film production and distribution companies, Dulac Productions and Dulac Distribution. Since 2012, Mrs. Sophie Dulac has been the founder and Chair of the Champs-Élysées Film Festival. Mrs. Sophie Dulac was Vice-Chair of the Supervisory Board from 1999 to 2017.

Mr. Thomas H. Glocer was a corporate lawyer at the Davis Polk & Wardwell law firm before joining Reuters in 1993. He was appointed CEO of Reuters Groupe in 2001 and then from April 2008 to December 2011, CEO of Thomson Reuters Corp. He is currently Executive Chair of the Board of BlueVoyant Inc and Chairman of the Board of Istari Global Ltd, companies specialized in cyber defense, and Executive Chair of the Board of Capitolis Inc., specialized in financial technology. He is also General Partner at Communitas Capital LLC, a venture capital company, and member of the Boards of Directors of Morgan Stanley, Merck & Co and System Inc.

Mrs Marie-Josée Kravis is an economist specializing in the analysis of public policy and strategic planning. She began her career as a financial analyst at Power Corporation of Canada and then worked for the Solicitor General of Canada and the Canadian Ministry of Public Services and Procurement. She was Vice-Chair of the Board of Directors and Senior Researcher at the Hudson Institute

Mr. André Kudelski holds a Master's degree in applied physics from the École Polytechnique Fédérale de Lausanne (EPFL), and is Chairman and CEO of the Kudelski Group, a world leader in digital security listed on the Swiss Stock Exchange (SIX:KUD.S). He is also Chairman of the Board of Innosuisse, the Swiss federal agency for innovation, and Vice Chairman of the Board of the

Swiss-American Chamber of Commerce. He is a member of the Strategic Advisory Board of the Ecole Polytechnique Fédérale de Lausanne (EPFL) and was previously Vice Chairman of the Board of Aéroport International de Genève and a Director at Nestlé, HSBC Private Banking Holdings (Switzerland), Edipresse and Dassault Systèmes.

- **For a three-year term of office expiring at the close of the General Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2026:**

Mr. Jean Charest, a lawyer by training, was elected to the Canadian House of Commons in 1984. At the age of 28, he became Minister of State for Youth. He has also served as Minister of the Environment (he led the Canadian delegation to the Earth Summit in Rio in 1992), Minister of Industry, Deputy Prime Minister of Canada and Premier of Quebec from 2003 to 2012. He is currently a partner at Therrien Couture Joli-coeur and a member of the Queen's Privy Council for Canada.

Mrs. Suzan LeVine is currently a Policy Mentor at Brown University and a Senior Lecturer at the University of Washington. She previously served as the Acting Assistant Secretary of the Employment and Training Administration of the U.S. Department of Labor in 2021. She previously served as Commissioner of the Washington State Employment Security Department from 2018 to 2021. She served as the U.S. Ambassador to Switzerland and Liechtenstein from 2014 to 2017. Her experience in the public sector has drawn on her expertise in technology, as well as her experience as director of communications and student partnerships at Microsoft and Vice President of luxury travel sales and marketing at Expedia. She also sits on a number of non-profit organizations.

Mrs. Antonella Mei-Pochtler is a seasoned executive with extensive experience in the consumer, media and technology sectors. She has held senior positions at the Boston Consulting Group (BCG) at the European and global level, focusing on digital transformation, strategy and organisation, including as a member of the Global Executive Council. During her time at BCG, she founded the Brand Club, a platform for CEOs of international brands and media companies in Germany. She was named one of the world's top 25 consultants by *Consulting* magazine and received the Women Leaders in Consulting Lifetime Achievement award in 2013. She sits on various international boards, including as Deputy Chairwoman of Westwing AG, member of the board of the Generali Group and deputy chairwoman at Pochtler Industrieholding. She sits on the boards of various non-profit institutions.

- **For a two-year term of office expiring at the close of the General Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2025:**

Mr. Simon Badinter, son of Mrs. Élisabeth Badinter, has successively served as Director of International Development (1996), member of the Management Board (1999-2013) and Chair (2003-2011) of Médias et Régies Europe, as well as Chair of Médias Regies America until 2013. He was in turn radio host of his show "The Rendezvous", broadcast in 50 cities in the United States by Iheartradio and then, from 2017, volunteer coach for youth in detention in Ohio, a program which was extended to Kentucky and Pennsylvania in 2023, and a volunteer organizer of the Sing for Life program at the Akron Children's Hospital Behavioral Department in Ohio. In December 2022, the Ohio State Association of Juvenile Court Judges awarded him the Court Service Award in recognition of his overall work with troubled youth and service to the court system. He is also a member of the Board of Directors of Médiavision et Jean Mineur.

Mr. Tidjane Thiam, a graduate of École Polytechnique and École Nationale Supérieure des Mines de Paris and holder of an MBA from INSEAD, worked for ten years at the strategy consulting firm McKinsey where he was a Partner. He represented Côte d'Ivoire at the IMF and World Bank, and held positions at Aviva (recently named Abeille Assurances), before being appointed CEO of Prudential and then Crédit Suisse. Throughout his career, Mr. Tidjane Thiam has led both private and public sector companies, developing major projects that have made a positive contribution to the economy and society. In 2010, he was named to the "Time 100" list. In 2011, he received the

insignia of Chevalier de la Légion d'Honneur.

We submit for your approval the appointment of each of the selected candidates by separate resolutions. Detailed information on each of the candidates are presented in the 2023 Universal Registration Document Chapter 3, Section 3.1 Governance of Publicis Groupe.

COMPENSATION FOR CORPORATE OFFICERS IN 2024 FROM THE CLOSE OF THE GENERAL SHAREHOLDERS' MEETING OF MAY 29, 2024 (41ST AND 42ND RESOLUTIONS)

As a result of the proposed change in the management structure and pursuant to Article L. 22-10-8 II of the French Commercial Code, we submit to your approval the compensation policy for corporate officers resulting from this new management structure in 2024 (“*ex ante*” voting) from the end of this General Shareholders' Meeting.

To this end, we submit for your approval the compensation policy applicable to the Chief Executive Officer (**41st resolution**) and the Directors (**42nd resolution**). In this context, we propose that the compensation policy applicable to the future Chief Executive Officer and Directors should be the same as the compensation policy applicable respectively to the Management Board and the Supervisory Board.

It is therefore proposed that the compensation policy applicable to the future Chairman and Chief Executive Officer be identical to that of the Chairman of the Management Board with respect to fiscal year 2024, which is submitted for your approval under the 13th resolution, as presented in the 2023 Universal Registration Document, Chapter 3, Section 3.4.2.

The Supervisory Board considers that the transposition of this compensation policy is justified by the fact that the duties of the Chief Executive Officer will be performed by the same person who currently performs the duties of Chairman of the Management Board, without prejudice to any decisions that may be taken by future General Shareholders' Meetings convened to vote on the compensation policy.

With regard to future members of the Board of Directors, including the Chief Executive Officer in his capacity as Director, it is proposed that the applicable compensation policy be identical to that for members of the Supervisory Board with respect to fiscal year 2024, which is submitted for your approval under the 14th resolution, as presented in the 2023 Universal Registration Document, Chapter 3, Section 3.4.1. It is specified that the Lead Director shall receive an additional fixed portion in the amount of 30,000 euros.

RENEWAL OF THE TERMS OF OFFICE OF FOUR MEMBERS OF THE SUPERVISORY BOARD (43RD TO 46TH RESOLUTIONS)

The terms of office of Supervisory Board members Mrs. Sophie Dulac, Mrs. Marie-Josée Kravis, Mr. Thomas H. Glocer and Mr. André Kudelski will expire at the end of the General Shareholders' Meeting of May 29, 2024.

Following the Nominating Committee's recommendation and subject to the rejection of the twenty-ninth resolution, the Supervisory Board submits for your approval the renewal of the terms of office of Mrs Sophie Dulac (**43rd resolution**), Mr. Thomas H. Glocer (**44th resolution**), Mrs. Marie-Josée Kravis (**45th resolution**) and Mr. André Kudelski (**46th resolution**), for four-year terms of office expiring at the end of the Ordinary General Shareholder's Meeting convened to approve the financial statements for fiscal year 2027.

These proposals have been made taking into account the individual profiles and skills of each member, set against the overall composition of the Supervisory Board.

Mrs. Sophie Dulac, granddaughter of the founder of the Publicis Groupe and niece of Mrs. Élisabeth Badinter, contributes to the stability of the Groupe's governance through her family's presence on the

Board. She brings all her expertise in communications, the industry in which she works, and CSR at the Board's ESG Committee, of which she is a member.

Mr. Thomas H. Glocer brings all his expertise in finance and new technologies. He is a very active member on three of the five Supervisory Board committees and has driven the Board's evaluation process for the past six years.

Mrs. Marie-Josée Kravis brings her own expertise to the Supervisory Board on international economic issues, particularly in the United States. She also has in-depth knowledge of the functioning and governance of listed companies in France. Her skills have enriched the discussions at the Board and committees she is a member of, notably the Strategy and Risk Committee, which she chairs.

Mr. André Kudelski plays a key role as Chair of the Compensation Committee. In this capacity, he has overseen significant work on the compensation of the Groupe's corporate officers and employees.

Detailed information on the members of the Supervisory Board proposed for renewal are presented in the 2023 Universal Registration Document, Chapter 3, Section 3.1.1.

POWERS TO CARRY OUT FORMALITIES (47TH RESOLUTION)

The **forty-seventh resolution** is the usual resolution regarding the powers granted to carry out all formalities relating to the resolutions adopted at the General Shareholders' Meeting.

Publicis Groupe's 2023 Universal Registration Document can be consulted on the Publicis Groupe's website at www.publicisgroupe.com/investors/shareholders/general-meeting.

It is specified that the Supervisory Board issued a favorable opinion on the adoption of the aforementioned resolutions. As such, the Management Board recommends shareholders to approve all the resolutions at the General Shareholders' Meeting of May 29, 2024.

April 17, 2024
The Management Board

**Appendix 1 – Draft Articles of Incorporation submitted to the General Shareholder’s Meeting
on May 29, 2024**

TITLE 1
**INCORPORATION OF THE COMPANY – PURPOSE –
CORPORATE NAME – REGISTERED OFFICE – TERM**

Article 1
Incorporation of the Company

“PUBLICIS GROUPE S.A.” is a French limited liability company (*société anonyme*) incorporated under French law on October 4, 1938.

It will continue to exist with successive holders of the shares issued and shares which may be issued in the future.

This Company is governed by the provisions of Book II of the French Commercial Code, specifically Articles L. 225-17 to L. 225-56 of said Code, and under the mandatory provisions of the laws and decrees enacted since or which may be subsequently enacted. It is also governed by these Articles of Incorporation (*Statuts*) for matters which may be required or referred to, pursuant to applicable legal and regulatory provisions in force.

Article 2
Corporate Purpose

The Company’s purpose:

Commercialise and develop advertising of any kind in all its forms, in any way whatsoever.

The development of digital services and tools based on digital platforms, software or any other electronic, computer or artificial intelligence medium, as well as the creation and operation of any database or computer-based service.

Organise any shows and radio and television broadcasts, design any radio, television and other types of programmes, operate any movie theatres, recording and broadcasting studios, and any screening and viewing rooms, paper publishing of any nature and mechanical publishing of any music, sketches, screenplays and dramas.

And generally speaking, all commercial, financial, real estate, industrial and movable transactions directly or indirectly related to the foregoing and likely to facilitate the development and growth of its corporate business.

The Company may act in all countries in its name and on behalf of third parties, either alone or in partnership, association or company, with all other companies and individuals and implement under any form whatsoever, either directly or indirectly, the transactions under its corporate purpose.

It may also acquire, under any form, any interests and participations in any French or foreign businesses and undertakings, regardless of their purpose.

Article 3

Corporate Name – Registered office

The Company's corporate name:

“PUBLICIS GROUPE S.A.”

is preceded or immediately followed by the words “*société anonyme*” or the initials “S.A.” and the amount of the share capital.

The registered office is located in PARIS (8th), 133 avenue des Champs-Élysées.

It may be transferred to any other location within the *département* of Paris or a bordering *département* by a decision of the Board of Directors, subject to ratification by the following Ordinary General Shareholders' meeting.

It may be transferred to any other location pursuant to a deliberation by the Extraordinary General Shareholders' Meeting.

The Board of Directors may open administrative headquarters, branches, offices, and agencies in any location without resulting in an exemption regarding the jurisdiction established under these Articles of Incorporation.

Article 4

Term

The term of the Company, originally fixed at ninety-nine years from October 4, 1938, expiring on October 3, 2037, was extended by resolution of the Extraordinary General Shareholders' meeting of May 29, 2024, for a further ninety-nine years from the date of said meeting, i.e. until May 28, 2123, except in the event of an early dissolution or extension as stipulated in these Articles of Incorporation.

At least one year prior to the expiration date of the Company's term, an Extraordinary Shareholders' meeting shall be held to decide as required to amend the Articles of Incorporation, should the Company's term be extended.

The text of this report is a free translation from the French language and is supplied solely for information purposes. Only the original version in the French language has legal force.

TITLE II SHARE CAPITAL – SHARES

Article 5 *Share Capital*

The share capital is one hundred and one million seven hundred and twenty-four thousand seven hundred and forty-four (101,724,744 euro). It is divided into two hundred and fifty-four million three hundred and eleven thousand eight hundred and sixty (254,311,860) shares, all of the same class and fully paid up, with a par value of 0.40 euro each.

Article 6 *Form of shares*

The fully paid-up shares are registered or bearer shares, at the shareholder's discretion. The partially paid-up shares may be bearer shares after full payment only.

Share ownership, regardless of its form, results from registration in the holder's name in the registers and accounts opened and in accordance with applicable laws and regulations.

The Company, or a third party appointed by the Company, may make use of legal and regulatory provisions to identify the holders of registered or bearer shares that grant immediate or future voting rights at the annual General Shareholders' meeting.

The Company can request legal entities, holding its shares and more than 2.5 % of the share capital or voting rights, to inform it of the identity of individuals directly or indirectly holding more than one third of the share capital of such legal entity or voting rights exercised at the General Shareholders' meeting.

The conversion of shares from registered shares to bearer shares and conversely is carried out pursuant to the laws in force.

Article 7 *Transfer of shares*

I - Assignment of registered shares may be carried out vis-à-vis third parties and the Company solely via a transfer form, signed by the assignor or its agent and mentioned on the registers the Company keeps for such purpose.

In the event shares are not fully paid up, the transfer form must also be signed by the assignee.

The Company may request that the parties' signatures be certified by a Legal Officer (*Officier Public*) or by the Mayor where the registered office is located, subject to exceptions which may result from legal provisions.

The transfer of free shares or shares following a death must also be carried out solely by transfer mentioned on the share transfer register of the Company to establish that the transfer was implemented under legal conditions.

The assignees shall bear the transfer costs.

Shares that are not fully paid-up may not be transferred.

II - A paid transfer of bearer shares is carried out via registration in the books of the relevant authorised intermediary(ies).

III - Any person or entity, acting alone or not, who holds or will hold, in any way whatsoever under Articles L. 233-7, L. 233-9 and L. 233-10 of the French Commercial Code, directly or indirectly, a portion greater than or equal to 1% of the share capital, voting rights, or securities giving access to the Company's share capital or any multiple of such percentage, including beyond the disclosure thresholds established by law and regulations, must inform the Company of their identity, the total number of shares, voting rights held by such person or entity, as well as of any securities giving access to the capital and voting rights that may be attached thereto, as well as the shares already issued that this person may acquire by virtue of an agreement or a financial instrument referred to in Article L. 211-1 of the French Monetary and Financial Code and corresponding voting rights, by means of a registered letter with return receipt sent to the registered office within five trading days from the date on which one of the thresholds was exceeded.

This requirement also applies whenever the portion of capital or voting rights drops below one of the thresholds provided for in the paragraph above.

In the event of failure to comply with the aforementioned provisions, the penalties provided for by law for failure to meet the obligation to disclose the fact that statutory thresholds have been exceeded shall also apply, at the request, recorded in the minutes of the General Shareholders' meeting, of one or more shareholders holding at least 1% of the share capital or the Company's voting rights.

IV – The Extraordinary General Shareholders' meeting may authorize the Board of Directors to purchase a fixed number of the Company's shares in order to cancel them via a reduction of capital under the provision of Article L. 225-206 of the French Commercial Code.

Moreover, the Company may acquire its own shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, in particular those provided for stabilising the market price of Company shares.

Finally, the Company may retain, under the conditions provided for by law, any shares it may have acquired in the context of universal transmission of estate or as a result of a court decision.

Article 8

Rights attached to each share

With regard to ownership of corporate assets and the sharing of profit, each share shall entitle its owner to an amount proportionate to the number of existing shares and shall grant rights, in particular, during the term or in the event of the liquidation of the Company, to payment of the same net amount for any allocation or reimbursement, so that, if necessary, all tax exemptions as well as all taxation to which such allocation or reimbursement may give rise are grouped between all the shares without distinction.

The shareholders shall be bound, even vis-à-vis third parties, only up to the amount of shares they own; beyond, they may not be subject to any call for funds.

Whenever it is required to hold several shares in order to exercise any right, owners of isolated securities or a number lower than is required, grants their owners no rights in the Company; in such a case, shareholders will personally attend to the consolidation of the required number of shares.

Article 9
Payment of cash shares

The amounts outstanding for cash shares are called by the Board of Directors.

The called portions and the date, on which the corresponding amounts must be paid, are brought to the attention of the shareholders by a notice published in a journal of announcements, with at least fifteen days notice.

The shareholder who fails pay, on their due date, the instalments due on the shares he/she holds, will automatically and without prior formal notice pay the Company late- payment interests calculated each day as from the due date, at the rate of eight percent (8%) per year, without prejudice to specific enforcement measures provided for by law.

TITLE III:
ADMINISTRATION OF THE COMPANY

Sub-title I:
BOARD OF DIRECTORS

Article 10
Appointment – Term of office – Age limit – Renewal – Cooptation

I – The Company is administered by a Board of Directors composed of at least three and up to eighteen members, meeting the age limit requirements stipulated in paragraph III below, and appointed by the General Shareholders' meeting.

II – Directors are appointed for a four-year term.

Furthermore, for the sole purpose of establishing and maintaining a staggering of the terms of office of administrators, the Ordinary General Shareholders' meeting may appoint or reappoint one or more Directors for a term of office of one, two, or three years.

Directors whose term of office has expired may always be re-elected.

III – The number of Directors having exceeded the age of seventy-five may not exceed one third, possibly rounded up to the highest number of Directors in office. In the event such threshold is exceeded, the eldest member of the Board of Directors will automatically resign. The Board of Directors will assess whether such threshold is reached during its deliberation on the financial statements for the past fiscal year.

The aforementioned provisions shall also apply to the permanent representatives of the legal entities attending the Board of Directors.

IV – In the event of a vacancy, due to death or resignation, of one or more members without the number of Directors falling, as a result thereof, to below the minimum provided by law, the Board of Directors may provisionally appoint members between two General Shareholders' meetings.

When the number of Directors falls below the minimum provided by law, the remaining Directors must immediately convene the Ordinary General Shareholders' meeting in order to complete the number of members of said Board.

The member of the Board of Directors appointed to replace another member whose term of office has not expired, remains in office during the remaining time of the term of office of his/her predecessor.

V – Each member of the Board of Directors shall hold at least five hundred registered or bearer shares during his or her entire term of office. In the event these are bearer shares, the authorised account administrator shall provide evidence of their ownership in accordance with the law.

VI – The Board of Directors shall also include, where applicable, one or two Directors representing employees in pursuance of Article L. 225-27-1 of the French Commercial Code.

When the number of administrators, calculated as stipulated in Article L. 225-27-1 II of the French Commercial Code, is less than or equal to eight, the Comité de Groupe shall appoint a single administrator representing employees.

When the number of administrators, calculated as stipulated in Article L. 225-27-1 II of the

French Commercial Code, is greater than eight, provided this criterion is still met at the date of appointment, the Comité de Groupe shall appoint a second administrator representing employees.

In the event the number of administrators, calculated as stipulated in Article L. 225-27-1 II of the French Commercial Code, become less than or equal to eight, the two Directors representing employees shall continue their terms of office until they expire.

The term of office of an employee representative shall begin at the date of appointment and end upon expiry of a four-year period. The mandate of an employee representative is renewable and is terminated by anticipation under the conditions set forth by law and in these Articles of Incorporation, in particular in the event of termination of said representative's employment contract.

Should a position of employee representative become vacant, for whatever reason, this vacancy shall be filled in accordance with the provisions of Article L. 225-34 of the French Commercial Code.

The Board of Directors may validly meet and deliberate until the Comité de Groupe appoints or replaces the Director(s) representing employees.

Should the conditions stipulated in Article L. 225-27-1 of the French Commercial Code cease to be fulfilled, the term of office of the Director(s) representing employees shall end following a meeting during which the Board of Directors notes that it is no longer within the scope of this requirement.

By way of an exception to the requirement set forth in V hereinabove, Directors representing employees are not required to hold a minimum number of shares during their term of office.

Article 11

Chairman, Vice-Chairman and Honorary Chairman of the Board of Directors

I – The Board of Directors shall elect a Chairman among its members.

The Chairman shall perform the duties and exercise the powers vested in him/her by law and by the Articles of Incorporation. He/She chairs the meetings of the Board of Directors and organises and directs its work and meetings, on which the Chairman reports to the General Shareholders' meeting. The Chairman shall ensure the smooth functioning of the Company's governing bodies and, in particular, the ability of the Directors to perform their duties. The Chairman chairs the General Shareholders' meetings and prepares the reports required by law. The Chairman may also assume the general management of the Company in the capacity of Chief Executive Officer, should the Board of Directors decide to combine these two functions, at the time of his/her appointment or at any other time. In such a case, the provisions relating to the Chief Executive Officer shall apply.

The age limit for holding the office of Chairman of the Board of Directors is seventy-five years; the term of office of a Chairman of the Board of Directors who has reached this age shall end after the Ordinary General Shareholders' meeting convenes to approve the financial statements for the past fiscal year and held in the year in which this age limit is reached.

II – The Board of Directors may appoint a Vice-Chairman from among its members to replace the Chairman in the event of his/her absence, temporary incapacity, resignation, death or non-renewal of his/her term of office. In the event of temporary incapacity, such replacement shall be valid for the limited duration of the incapacity and, in all other cases, until the election of a new Chairman.

III – The Chairman and the Vice-Chairman must be individuals and shall be appointed for the entire duration of their term of office; they may be re-elected.

The Board of Directors may revoke them at any time.

IV – The Board of Directors may appoint an Honorary Chairman, who must be an individual and a former Chairman of the Board of Directors or of the Supervisory Board.

The Honorary Chairman may attend the meetings of the Board of Directors in an advisory capacity under the conditions laid down in the Internal rules and regulations of the Board of Directors.

Article 12
Deliberation

I – Upon notice given by the Chairman or, in his/her absence, by the Vice-Chairman, the Board of Directors shall meet as often as the interests of the Company's require.

However, if the Board of Directors hasn't met for more than three months, the Chairman or the Vice-Chairman of the Board of Directors shall convene the Board of Directors no later than fifteen days after the request of at least one third of the administrators.

In the event the functions of Chairman and Chief Executive Officer are separated, the Chief Executive Officer may request the Chairman to convene a meeting of the Board of Directors on a specific agenda.

In the Chairman's absence, incapacity, resignation, death or non-renewal of his/her's term of office, a meeting of the Board of Directors may be convened by at least one third of the Directors to appoint a Chairman.

Meetings of the Board of Directors shall be held at the registered office or at such other place as may be specified in the notice of the meeting. Unless otherwise decided by the Board of Directors, Directors may participate by means of videoconference or telecommunication within the framework provided by law and regulations. Directors participating by such means shall be deemed to be present in accordance with the quorum and majority requirements.

Meeting notices are given through any means and even orally.

II – Any member of the Board of Directors may grant power-of-attorney to another member to represent him/her during a deliberation of the Board and vote for him/her on one or more or all the issues deliberated on. The Board of Directors is sole judge of the validity of the power-of-attorney, which may be given by simple letter or by email; each member present may represent only one absent member.

III – In the absence of the Chairman and the Vice-Chairman, the Board of Directors shall appoint one of its Directors present to act as Chairman at each of its meetings.

The Board of Directors shall also appoint a secretary among its members or another person.

IV – The presence of at least half of the number of Directors in office is required to validate the deliberations of the Board of Directors in accordance with the Internal rules and regulations.

The Board of Directors' deliberations shall be made based on the majority of the votes of the Directors present or represented.

In the event of a tie, the Chairman, present or represented, shall have the deciding vote.

V – Decisions relating to the specific powers of the Board of Directors as referred to in the third paragraph of article L. 225-37 may be taken by written consultation of the administrators.

VI – The deliberations of the Board of Directors shall be recorded in minutes in a special register, which may be in electronic form, in accordance with the laws and regulations in force.

Copies or excerpts from such minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, the administrator temporarily acting as Chairman or the designated Secretary.

Article 13

Powers of the Board of Directors

I – The Board of Directors determines the direction of the Company's activities and ensures their implementation in accordance with the Company's best interests, taking into account the social, environmental, cultural and sporting challenges of its activities.

II – Subject to the powers expressly delegated to the General Shareholders' meeting and within the limits of the Company's corporate purpose, the Board of Directors shall deal with all matters relating to the proper functioning of the Company's business activities and shall, through its deliberations, decide on all matters concerning the Company.

III – It may decide to set up committees from among its members to deal with matters referred to them by the Board of Directors or its Chairman. Where appropriate, the Board of Directors shall determine the composition and terms of reference of each of these committees, which shall deliberate under its responsibility.

Where appropriate, the Board of Directors shall determine the compensation of the members of the committees.

Article 14

Compensation

I - The Board of Directors may receive compensation determined by the General Shareholders' meeting and maintained until otherwise decided at any other General Shareholders' meeting.

The Board of Directors allocates this compensation among the Directors in proportions it deems fair.

The Board of Directors may authorize the reimbursement of travel expenses and costs incurred by the Directors in the Company's best interest.

II – The Board of Directors shall determine the compensation to allocate to the Chairman and, where applicable, to the Vice-Chairman.

III – Moreover, the Board of Directors may, in accordance with the legislation in force, allocate additional compensation for duties or powers delegated to its administrators.

Article 15

Non-voting members of the Board

I – The Ordinary General Shareholders' meeting may appoint one or more non-voting members of the Board of Directors, who may be individuals or legal entities and who need not be shareholders.

II – They shall be appointed for a four-year term of office and shall be eligible for re-election at the end of that term. The term of office of each non-voting members of the Board of Directors expires at the end of the Ordinary General Shareholders' meeting convened to approve the financial statements for the last fiscal year and held in the year in which his/her term of office expires.

III Non-voting members of the Board of Directors attend meetings of the Board of Directors without voting rights. They may also participate in committees established by the Board of Directors.

Their absence shall not affect the validity of the Board of Directors' deliberations.

IV The terms of the compensation of the non-voting members of the Board shall be determined by the Board of Directors, which may pay them a portion of the fixed annual sum allocated to the Directors by the Ordinary General Shareholders' meeting as compensation for their services.

Sub-Title II: EXECUTIVE MANAGEMENT

Article 16

Chief Executive Officer

I - In accordance with applicable law, the general management of the Company shall be vested either in the Chairman of the Board of Directors or in another person appointed by the Board of Directors, who shall bear the title of Chief Executive Officer.

The Board of Directors, by a majority of the Directors present or represented, shall choose between the two methods of exercising the management of the Company.

II - The age limit for appointment as Chief Executive Officer is seventy years. If the Chief Executive Officer reaches this age, his duties shall cease at the end of the Annual General Shareholders' meeting convened to approve the financial statements for the preceding fiscal year and held in the year in which the Chief Executive Officer reaches this age.

III - The Chief Executive Officer is vested with the broadest powers to act on behalf of the Company in all circumstances and shall exercise his/her powers within the scope of the Company's corporate purpose and subject to the powers expressly conferred by law to the General Shareholders' meeting and the Board of Directors.

The Board of Directors shall determine the type and amount of compensation and the term of office of the Chief Executive Officer in accordance with applicable laws and regulations.

IV - When the Chairman of the Board of Directors assumes responsibility for the general management of the Company, the provisions of the Articles of Incorporation and the law shall apply with respect to the Chief Executive Officer. He/She shall assume the title of Chairman and Chief Executive Officer and may remain in office until the Ordinary General Shareholders' meeting convened to approve the financial statements for the previous year and held in the year in which the Chief Executive Officer reaches the age of seventy.

V - The Board of Directors shall determine which of the Chief Executive Officer's decisions require the prior approval of the Board of Directors.

Article 17

Deputy Chief Executive Officers

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more persons to assist the Chief Executive Officer with the title of Deputy Chief Executive Officer under the conditions provided by law. The maximum number of Deputy Chief Executive Officers shall not exceed two.

TITLE IV
SUPERVISION OF THE COMPANY

Article 18
Statutory auditors

The Company shall be audited under the conditions set by law, by one or more statutory auditors.

TITLE V
GENERAL
SHAREHOLDERS' MEETINGS

Article 19
General provisions

The General Shareholders' meeting, duly convened, represents all the shareholders. Its deliberations, taken pursuant to the legislation in force and Articles of Incorporation, are legally binding for all shareholders, including those absent, disabled or dissident shareholders.

The General Shareholders' meeting is composed of all the shareholders, regardless of the number of shares they own.

Each year, an Ordinary Shareholders' meeting shall be held within six months of the end of the fiscal year, unless such time-period is extended by a court ruling.

Ordinary and Extraordinary General Shareholders' meetings, depending on the purpose of the proposed resolutions, can also be convened at any time of the year.

The General Shareholders' meetings are convened under the conditions, forms and time-periods set by law.

The meetings shall take place at the registered office or at any other location specified in said notice of meeting.

At the time the General Shareholders' meeting is convened, the Board of Directors can authorise that the General Shareholders' meeting be publicly broadcast by means of videoconferencing or any means of telecommunication or remote transmission, including the Internet.

Article 20
Representation and admission to Shareholders' Meetings

A shareholder may be represented by another shareholder, his/her spouse or partner in a French domestic partnership ("PACS") or any other individual or legal entity of his/her choice. The power-of-attorney and, where applicable, the revocation thereof shall be made in writing, and the Company shall be given notice thereof in accordance with the requirements of the regulations in force.

Every shareholder may attend General Shareholders' meetings, either in person or via an agent, subject to proof of identity and ownership of his/her shares, by registering his/her securities in an account in accordance with the law.

Provided the Board of Directors permits it at the time the General Shareholders' meeting is convened, any shareholder may also participate in the meeting by means of videoconferencing, telecommunication and remote transmission, including the Internet, pursuant to the legislation and regulations in force. Such shareholder will accordingly be deemed present for the purpose of calculating the quorum and majority.

Article 21

Officers – Attendance sheet – Votes

The Chairman of the Board of Directors or, the Vice-Chairman in his/her absence, or, in their absence, a member of said Board appointed by it, shall act as Chairman of the General Shareholders' meeting. In the absence thereof, the General Shareholders' meeting shall elect its chairman.

The role of scrutineers is assumed by the two shareholders present holding or representing the greatest number of shares and, should they decline, by those ranked just after them, until acceptance.

The officers of the meeting shall appoint a secretary who may be chosen outside the General Shareholders' meeting.

An attendance sheet shall be prepared pursuant to the law in force.

Each member of the Shareholders' meeting shall have as many votes as he/she owns or represents in shares, without restriction; however, a double voting right shall be granted to shares for which evidence is provided of a minimum two-year registration in the name of the same shareholder or shares having been merely transferred, over such period, from registered share to registered share, following an intestate estate or will, a division of communal estate between spouses, donation *inter vivos* in favour of a spouse or a relative entitled to inherit, or in other cases provided for by law.

The Extraordinary General Shareholders' meeting may always purely and simply cancel the double voting right, but such suppression would become definitive only after approval by the special meeting of shareholders still benefiting from a double voting right.

In the event of the division of ownership of Company shares, the limited owners ("*usufruitiers*") and bare owners ("*nus-proprétaires*") of shares can freely distribute voting rights at the Exceptional or Ordinary General Shareholders' meetings provided they notify the Company beforehand, by providing a certified copy of their agreement at least twenty calendar days before the first General Shareholders' meeting is held following the above-mentioned ownership division by registered mail with return receipt. Failing notification within this period, the distribution will be implemented *ipso jure* in accordance with Article L. 225-110, paragraph 1, of the French Commercial Code.

Any shareholder may vote by post in accordance with and in the manner provided for in laws and regulations in force. When so decided by the Board of Directors, and indicated in the meeting notice published in the *Bulletin des Annonces Légales Obligatoires* (legal announcement bulletin), shareholders may vote by any means of telecommunication or remote transmission, including over the Internet, in accordance with the legislation and regulations in force at the time such means are used.

The voting method shall be determined by the officers presiding over the General Shareholders' meeting.

Article 22

Ordinary General Shareholders' meeting

The annual Ordinary General Shareholders' meeting hears the reports presented by the Board of Directors and the statutory auditors, approves the balance sheet and the corporate and consolidated accounts or requests the adjustment thereof, determines how profits are used, sets the dividends, appoints and replaces, when necessary, the administrators, approves or rejects the appointments made during the fiscal year, reviews the management acts of the Board of Directors, discharges them from their duties, revokes them, discharges Directors of their assignment, revokes them at its sole discretion, approves or rejects the transactions referred to in Article L. 225-38 of the French Commercial Code, votes the compensation of the Board of Directors, appoints statutory auditor(s) when necessary.

The annual General Shareholders' meeting may also, like any other ordinary meeting held as an extraordinary meeting:

- ratify the transfer of the registered office decided by the Board of Directors pursuant to the provisions of the penultimate paragraph of Article 3 of the Articles of Incorporation,

- authorise any loans through the issuance of non-convertible bonds into shares and rule on the creation of specific securities to be granted to them, it being specified that this power is not reserved to the General Shareholders' meeting and that the Board of Directors is entitled to decide or authorize such loans and the creation of specific securities to grant them, unless the General Shareholders' meeting decides to exercise this authority,
- and, generally speaking, rule on any matters which don't fall within the exclusive powers of the Extraordinary General Shareholders' meeting.

Article 23

Extraordinary General Shareholders' meeting

The Extraordinary General Shareholders' meeting may amend the Articles of Incorporation, in all their provisions, regardless of what they are, as authorized by law.

It may, in particular, and without the list below being construed in a limited way, decide to:

- modify or extend the corporate purpose,
- change the Company's name,
- transfer the registered office outside the *département* of Paris and border *départements*,
- increase or reduce the share capital,
- change the Company's nationality under the conditions provided for in Article L. 225-97 of the French Commercial Code,
- extend, reduce the term or early dissolution of the Company,
- implement mergers and absorptions with or by any other companies created or to be created,
- assign any third party or collect the contributions of any pre-existing or new companies of all the Company's properties, rights and obligations,
- transform into a company of any other legal form,
- consolidate shares or their division into shares with a lower par value.

It may not, in any way, unless shareholders unanimously decide it, increase the shareholders' commitments, subject to the transactions resulting from the share consolidation duly carried out.

Article 24

Quorum and majority – Minutes

The Ordinary and Extraordinary Shareholders' meetings deliberate in accordance with the quorum and majority requirements as stipulated by the provisions respectively governing them.

The minutes of deliberations of the meetings and copies or excerpts from such minutes shall be prepared and certified pursuant to the regulations in force.

TITLE VI
FISCAL YEAR – INVENTORY

Article 25
Fiscal year

The fiscal year shall begin on January 1 and end on December 31.

Article 26
Inventory and corporate accounts

At the end of each fiscal year, the Board of Directors shall establish an inventory of the various assets and liabilities existing on such a date.

It shall also establish the financial statements and the balance sheet as required by law.

TITLE VII
PROFITS – RESERVES

Article 27
Determination of the profit

The net income for the fiscal year, after deduction of general expenses and other charges of the Company, including all amortization and provisions, shall constitute the profit.

Article 28
Allocation and distribution of profit

At least five per cent of the profit, and, where applicable, after deduction made of losses from the previous years, is withdrawn on the reserves referred to as the “legal reserve”. This drawing ceases to be mandatory when the reserve fund reaches one tenth of the share capital; but it must resume whenever the legal reserves becomes less than one tenth of the share capital.

The distributable profit is made up of the profit for the fiscal year plus the profit carried forward, minus the losses of the preceding years and the amounts withdrawn on the reserve funds pursuant to the law and the Articles of Incorporation.

A first dividend shall be paid out of the profits of the financial year via a five percent withdrawal of paid up and non-amortized shares. In the event of a shortfall during a fiscal year preventing such payment, a deduction on the profits of future fiscal years may not be used.

Regarding surpluses, the General Shareholders’ meeting may decide, following a proposal by the Board of Directors, to deduct any such amounts it may deem reasonable to set, either to be carried forward on the next fiscal year, or be included in one or more reserves, either general or special, for which it determines the allocation or use.

The balance, if any, is allocated to the shares.

Article 29
Payment of dividends

The terms and conditions for paying dividends shall be set by the Shareholders' meeting or, otherwise by the Board of Directors.

However, payment of dividends must take place within a maximum period of nine months following the end of the fiscal year.

Duly received dividends shall never be returnable.

The Shareholders' meeting deliberating on the accounts of the fiscal year may grant each shareholder, for all or part of the distributed dividend, an option between payment of the dividend in cash or in shares under applicable legal and regulatory conditions.

TITLE VIII
DISSOLUTION – LIQUIDATION

Article 30
Early dissolution

The Extraordinary Shareholders' meeting may, at any time, decide an early dissolution of the Company.

Article 31
Event of losses

When losses, stated in accounting documents, result in the reduction of the shareholders' equity below one-half of the share capital, the Board of Directors must, within four months following the approval of the accounts stating such losses, convene the Extraordinary Shareholders' meeting to decide on the early dissolution of the Company, if necessary.

In the event a dissolution is not decided, the Company is required, no later than at the end of the second fiscal year following the one when the losses were established, to reduce its share capital by an amount at least equal to the amount of losses which could not be covered by the reserves when, during this period, the shareholders' equity of the Company could not be replenished to reach an amount at least equal to half the share capital, subject to the legal provisions relating to the minimum amount of capital for French *sociétés anonymes*.

In the absence of the General Shareholders' meeting, as well as in the event such meeting could not deliberate validly, any interested party may ask the courts to dissolve the Company.

Article 32
Conditions for liquidation

Upon expiration of the Company, or in the event of early dissolution, the General Shareholders' meeting shall determine the liquidation method and appoint one or more liquidators and determine who exercises their duties in accordance with the law.

The assets of the dissolved Company shall be allocated, first, to pay the liabilities and corporate expenses, then to reimburse the non-amortized amount of the capital. The remaining proceeds of the liquidation shall be equally allocated to the shares.

TITLE IX
DISPUTES

Article 33
Disputes – Address for service

Any disputes, which may arise during the term of the Company or during its liquidation either between shareholders, or between the Company and the shareholders themselves, concerning the interpretation and execution of these Articles of Incorporation or corporate matters in general, shall be submitted to the jurisdiction of the competent court.

Appendix 2 – Table of main amendments to the Articles of Incorporation other than those relating to the Company’s new management structure

Former version	New version
<p><i>Article 2 – Corporate purpose</i> The Company’s purpose:</p> <p>Commercialise and develop advertising of any kind in all its forms, in any way whatsoever.</p> <p>Organise any shows and radio and television broadcasts, design any radio, television and other types of programmes, operate any movie theatres, recording and broadcasting studios, and any screening and viewing rooms, paper publishing of any nature and mechanical publishing of any music, sketches, screenplays and dramas.</p> <p>And generally speaking, all commercial, financial, real estate, industrial and movable transactions directly or indirectly related to the foregoing and likely to facilitate the development and growth of its corporate business.</p> <p>The Company may act in all countries in its name and on behalf of third parties, either alone or in partnership, association or company, with all other companies and individuals and implement under any form whatsoever, either directly or indirectly, the transactions under its corporate purpose.</p> <p>It may also acquire, under any form, any interests and participations in any French or foreign businesses and undertakings, regardless of their purpose.</p>	<p><i>Article 2 – Corporate purpose</i> The Company’s purpose:</p> <p>Commercialise and develop advertising of any kind in all its forms, in any way whatsoever.</p> <p>The development of digital services and tools based on digital platforms, software or any other electronic, computer or artificial intelligence medium, as well as the creation and operation of any database or computer-based service.</p> <p>Organise any shows and radio and television broadcasts, design any radio, television and other types of programmes, operate any movie theatres, recording and broadcasting studios, and any screening and viewing rooms, paper publishing of any nature and mechanical publishing of any music, sketches, screenplays and dramas.</p> <p>And generally speaking, all commercial, financial, real estate, industrial and movable transactions directly or indirectly related to the foregoing and likely to facilitate the development and growth of its corporate business.</p> <p>The Company may act in all countries in its name and on behalf of third parties, either alone or in partnership, association or company, with all other companies and individuals and implement under any form whatsoever, either directly or indirectly, the transactions under its corporate purpose.</p> <p>It may also acquire, under any form, any interests and participations in any French or foreign businesses and undertakings, regardless of their purpose.</p>
<p><i>Article 4 – Term</i> The Company’s ninety-nine-year term as from October 4, 1938 shall expire on October 3, 2037; except in the event of an early dissolution or extension as stipulated in these Articles of Incorporation.</p>	<p><i>Article 4 – Term</i> The term of the Company, originally fixed at ninety-nine years from October 4, 1938, expiring on October 3, 2037, was extended by resolution of the Extraordinary General Shareholders’ meeting of May 29, 2024, for a</p>

<p>At least one year prior to the expiration date of the Company's term, an Extraordinary Shareholders' Meeting shall be held to decide as required to amend the Articles of Incorporation, should the Company's term be extended.</p>	<p>further ninety-nine years from the date of said meeting, i.e. until May 28, 2123, except in the event of an early dissolution or extension as stipulated in these Articles of Incorporation.</p> <p>At least one year prior to the expiration date of the Company's term, an Extraordinary Shareholders' meeting shall be held to decide as required to amend the Articles of Incorporation, should the Company's term be extended.</p>
<p><i>Article 6 – Form of shares</i> The fully paid-up shares are registered or bearer shares, at the shareholder's discretion.</p> <p>The partially paid-up shares may be bearer shares after full payment only.</p> <p>Share ownership, regardless of its form, results from registration in the holder's name in the registers and accounts opened and pursuant to applicable laws:</p> <ul style="list-style-type: none"> - for registered securities, by the Company or an agent appointed for such purpose, - for bearer securities, by a financial intermediary authorised by the French Minister of Economy and Finance. <p>The Company and authorized intermediaries grant any holder of a securities account requesting it and at his/her own costs a certificate specifying the nature, number of securities registered in his/her account and references included therein.</p> <p>Owners of bearer securities are identified under the terms and conditions provided for by the legislation in force.</p> <p>The Company can request legal entities, holding its shares and more than 2.5 % of the share capital or voting rights, to inform it of the identity of individuals directly or indirectly holding more than one third of the share capital of such legal entity or voting rights exercised at the Shareholders' Meeting.</p> <p>The conversion of shares from registered shares to bearer shares and conversely is carried out pursuant to the laws in force.</p>	<p><i>Article 6 – Form of shares</i> The fully paid-up shares are registered or bearer shares, at the shareholder's discretion.</p> <p>The partially paid-up shares may be bearer shares after full payment only.</p> <p>Share ownership, regardless of its form, results from registration in the holder's name in the registers and accounts opened and in accordance with applicable laws and regulations.</p> <p>The Company, or a third party appointed by the Company, may make use of legal and regulatory provisions to identify the holders of registered or bearer shares that grant immediate or future voting rights at the annual General Shareholders' meeting.</p> <p>The Company can request legal entities, holding its shares and more than 2.5 % of the share capital or voting rights, to inform it of the identity of individuals directly or indirectly holding more than one third of the share capital of such legal entity or voting rights exercised at the General Shareholders' meeting.</p> <p>The conversion of shares from registered shares to bearer shares and conversely is carried out pursuant to the laws in force.</p>
<p><i>Article 7 – Transfer of shares</i> I - Assignment of registered shares may be</p>	<p><i>Article 7 – Transfer of shares</i> I - Assignment of registered shares may be</p>

carried out vis-à-vis third parties and the Company solely via a transfer form, signed by the assignor or its agent and mentioned on the registers the Company keeps for such purpose.

In the event shares are not fully paid up, the transfer form must also be signed by the assignee.

The Company may request that the parties' signatures be certified by a Legal Officer (*Officier Public*) or by the Mayor where the registered office is located, subject to exceptions which may result from legal provisions.

The transfer of free shares or shares following a death must also be carried out solely by transfer mentioned on the share transfer register of the Company to establish that the transfer was implemented under legal conditions.

The assignees shall bear the transfer costs.

Shares that are not fully paid-up may not be transferred.

II- A paid transfer of bearer shares is carried out via registration in the books of the relevant authorised intermediary(ies).

III. - Any person or entity, acting alone or not, who holds or will hold, in any way whatsoever under Articles L. 233-7 et seq. of the French Commercial Code, a portion greater than or equal to 1% of the share capital or voting rights, or any multiple of such percentage, including beyond the disclosure thresholds established by law and regulations, must inform the Company of the total number of shares and voting rights held by such person or entity, as well as of any securities giving access to the capital and voting rights that may be attached thereto, by means of a registered letter with return receipt sent to the registered office within five trading days from the date on which one of the thresholds was exceeded.

carried out vis-à-vis third parties and the Company solely via a transfer form, signed by the assignor or its agent and mentioned on the registers the Company keeps for such purpose.

In the event shares are not fully paid up, the transfer form must also be signed by the assignee.

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The transfer of free shares or shares following a death must also be carried out solely by transfer mentioned on the share transfer register of the Company to establish that the transfer was implemented under legal conditions.

The assignees shall bear the transfer costs.

Shares that are not fully paid-up may not be transferred.

II - A paid transfer of bearer shares is carried out via registration in the books of the relevant authorised intermediary(ies).

III - Any person or entity, acting alone or not, who holds or will hold, in any way whatsoever under Articles L. 233-7, **L. 233-9** and **L. 233-10** of the French Commercial Code, **directly or indirectly**, a portion greater than or equal to 1% of the share capital, voting rights, or securities **giving access to the Company's share capital** or any multiple of such percentage, including beyond the disclosure thresholds established by law and regulations, must inform the Company **of their identity**, the total number of shares, voting rights held by such person or entity, as well as of **any securities** giving access to the capital and voting rights that may be attached thereto, **as well as the shares already issued that this person may acquire by virtue of an agreement or a financial instrument referred to in Article L. 211-1 of the French Monetary and Financial Code and corresponding voting rights**, by means of a registered letter with return receipt sent to the registered office within five trading days from the date on which one of the

This requirement also applies whenever the portion of capital or voting rights drops below one of the thresholds provided for in the paragraph above.

In the event of failure to comply with the aforementioned provisions, the penalties provided for by law for failure to meet the obligation to disclose the fact that statutory thresholds have been exceeded shall also apply, at the request, recorded in the minutes of the shareholders' meeting, of one or more shareholders holding at least 1% of the share capital or the Company's voting rights.

IV – The Extraordinary Shareholders' Meeting may authorize the Management Board to purchase a fixed number of the Company's shares in order to cancel them via a reduction of capital under the provision of Article L. 225-206 of the French Commercial Code.

Moreover, the Company may acquire its own shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, in particular those provided for stabilising the market price of Company shares.

Finally, the Company may retain, under the conditions provided for by law, any shares it may have acquired in the context of universal transmission of estate or as a result of a court decision.

Article 14 – Chairman and Vice-Chairman of the Supervisory Board

The Supervisory Board shall elect, among its members, a Chairman and a Vice-Chairman who are in charge of convening the Board and conduct the discussions thereof and who exercise their duties during their term of office as members of the Supervisory Board.

thresholds was exceeded.2

This requirement also applies whenever the portion of capital or voting rights drops below one of the thresholds provided for in the paragraph above.

In the event of failure to comply with the aforementioned provisions, the penalties provided for by law for failure to meet the obligation to disclose the fact that statutory thresholds have been exceeded shall also apply, at the request, recorded in the minutes of the General Shareholders' meeting, of one or more shareholders holding at least 1% of the share capital or the Company's voting rights.

IV – The Extraordinary General Shareholders' meeting may authorize the **Board of Directors** to purchase a fixed number of the Company's shares in order to cancel them via a reduction of capital under the provision of Article L. 225-206 of the French Commercial Code.

Moreover, the Company may acquire its own shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, in particular those provided for stabilising the market price of Company shares.

Finally, the Company may retain, under the conditions provided for by law, any shares it may have acquired in the context of universal transmission of estate or as a result of a court decision.

Article 11 - Chairman, Vice-Chairman and Honorary Chairman of the Board of Directors

I – The Board of Directors shall elect a Chairman among its members.

The Chairman shall perform the duties and exercise the powers vested in him/her by law and by the Articles of Incorporation. He/She chairs the meetings of the Board of Directors and organises and directs its work and meetings, on which the Chairman reports to the General Shareholders' meeting. The Chairman shall ensure the smooth functioning of the Company's governing bodies and, in particular, the ability of the Directors to perform their duties. The Chairman chairs the General Shareholders' meetings and prepares the reports required by law. The Chairman may also assume the general

<p>The Chairman and the Vice-Chairman must be individuals; they may be re-elected.</p> <p>The Board may revoke them at any time.</p>	<p>management of the Company in the capacity of Chief Executive Officer, should the Board of Directors decide to combine these two functions, at the time of his/her appointment or at any other time. In such a case, the provisions relating to the Chief Executive Officer shall apply.</p> <p>The age limit for holding the office of Chairman of the Board of Directors is seventy-five years; the term of office of a Chairman of the Board of Directors who has reached this age shall end after the Ordinary General Shareholders' meeting convenes to approve the financial statements for the past fiscal year and held in the year in which this age limit is reached.</p> <p>II - The Board of Directors may appoint a Vice-Chairman from among its members to replace the Chairman in the event of his/her absence, temporary incapacity, resignation, death or non-renewal of his/her term of office. In the event of temporary incapacity, such replacement shall be valid for the limited duration of the incapacity and, in all other cases, until the election of a new Chairman.</p> <p>III - The Chairman and the Vice-Chairman must be individuals and shall be appointed for the entire duration of their term of office; they may be re-elected.</p> <p>The Board of Directors may revoke them at any time.</p> <p>IV - The Board of Directors may appoint an Honorary Chairman, who must be an individual and a former Chairman of the Board of Directors or of the Supervisory Board.</p> <p>The Honorary Chairman may attend the meetings of the Board of Directors in an advisory capacity under the conditions laid down in the Internal rules and regulations of the Board of Directors.</p>
	<p><i>Article 15 – Non-voting members of the Board</i></p> <p>I - The Ordinary General Shareholders' meeting may appoint one or more non-voting members of the Board of Directors, who may</p>

	<p>be individuals or legal entities and who need not be shareholders.</p> <p>II - They shall be appointed for a four-year term of office and shall be eligible for re-election at the end of that term. The term of office of each non-voting members of the Board of Directors expires at the end of the Ordinary General Shareholders' meeting convened to approve the financial statements for the last fiscal year and held in the year in which his/her term of office expires.</p> <p>III - Non-voting members of the Board of Directors attend meetings of the Board of Directors without voting rights. They may also participate in committees established by the Board of Directors. Their absence shall not affect the validity of the Board of Directors' deliberations.</p> <p>IV - The terms of the compensation of the non-voting members of the Board shall be determined by the Board of Directors, which may pay them a portion of the fixed annual sum allocated to the Directors by the Ordinary General Shareholders' meeting as compensation for their services.</p>
<p><i>Article 33 – Disputes – Address for service</i></p> <p>Any disputes which may arise during the term of the Company or during its liquidation either between shareholders, or between the Company and the shareholders themselves, regarding the interpretation and performance of these Articles of Incorporation or regarding corporate matters in general, shall be subject to the Court having jurisdiction in the location of the registered office.</p> <p>For this purpose, in the event of a dispute, each shareholder must have an Address for service subject to the jurisdiction of the competent courts where their registered office is located. All summonses and notices shall be duly delivered to this address.</p> <p>In the absence of an Address for service, summonses and notices shall be validly made to the Public Prosecutor's Office (Parquet du Procureur de la République) before the Tribunal de Grande Instance where the registered office is located.</p>	<p><i>Article 33 – Disputes – Address for service</i></p> <p>Any disputes, which may arise during the term of the Company or during its liquidation either between shareholders, or between the Company and the shareholders themselves, concerning the interpretation and execution of these Articles of Incorporation or corporate matters in general, shall be submitted to the jurisdiction of the competent court.</p>