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**PUBLICIS GROUPE S.A.**

A French “Société Anonyme à Conseil d’Administration”  
(Public Limited Company with Board of Directors)  
with a share capital of 101,724,744 euro  
Registered office: 133, avenue des Champs Élysées, 75008 Paris - France  
542 080 601 Registry of Commerce and Companies of Paris  
(hereinafter the “Company”)

**Prior Notice of Meeting**

Shareholders are hereby informed that the Combined General Shareholders’ Meeting of PUBLICIS GROUPE S.A. will be held on Tuesday, May 27, 2025, at 10:00 a.m. at the PublicisCinémas, 133, avenue des Champs-Élysées, 75008 Paris.

**Agenda**

**Within the powers of the Ordinary General Shareholders’ Meeting:**

1. Approval of the corporate financial statements for fiscal year 2024 (1<sup>st</sup> resolution);
2. Approval of the consolidated financial statements for fiscal year 2024 (2<sup>nd</sup> resolution);
3. Allocation of the net income for fiscal year 2024 and declaration of dividend (3<sup>rd</sup> resolution);
4. Approval of related-party agreements (4<sup>th</sup> resolution);
5. Noting of the expiry of the mandate of Ernst & Young et Autres and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying the financial statements (5<sup>th</sup> resolution);
6. Noting of the expiry of the mandate of Grant Thornton and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying sustainability information (6<sup>th</sup> resolution);
7. Appointment of KPMG S.A. as Statutory Auditor responsible for certifying sustainability information (7<sup>th</sup> resolution);
8. Approval of the information on the compensation of Corporate Officers for the fiscal year 2024 referred to in I of Article L. 22-10-9 of the French Commercial Code (8<sup>th</sup> resolution);
9. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024 (9<sup>th</sup> resolution);
10. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 (10<sup>th</sup> resolution);
11. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024 (11<sup>th</sup> resolution);
12. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Boris Nold, member of the Management Board from February 8, 2024, to May 29, 2024 (12<sup>th</sup> resolution);
13. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024 (13<sup>th</sup> resolution);
14. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024 (14<sup>th</sup> resolution);
15. Approval of the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025 (15<sup>th</sup> resolution);

16. Approval of the compensation policy for the Directors with respect to fiscal year 2025 (16<sup>th</sup> resolution);
17. Authorization to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares (17<sup>th</sup> resolution).

**Within the powers of the Extraordinary General Shareholders' Meeting:**

18. Authorization to the Board of Directors to decrease the capital via the cancellation of all or part of the Company's share capital (18<sup>th</sup> resolution);
19. Authorization to the Board of Directors, for a period of thirty-eight months, to grant stock options, entailing the waiver by shareholders of their preferential subscription rights, and/or rights for all or part employees and/or Corporate Officers of the Company or of companies of the Group to purchase shares (19<sup>th</sup> resolution);
20. Delegation of authority to the Board of Directors, 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 (20<sup>th</sup> resolution);
21. Delegation of authority to the Board of Directors, 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 (21<sup>st</sup> resolution);
22. Amendment to the Articles of Incorporation: amendment to articles 12, 13 et 19 of the Articles of Incorporation (22<sup>nd</sup> resolution).

**Within the powers of the Ordinary General Shareholders' Meeting:**

23. Powers to carry out formalities (23<sup>rd</sup> resolution).

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**Within the powers of the Ordinary General Shareholders’ Meeting**

**First resolution** *(Approval of the corporate financial statements for fiscal year 2024)*

The General Shareholders’ Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders’ meetings, having reviewed the report of the Board of Directors as well as the report of Statutory Auditors and the corporate financial statements for the fiscal year ended December 31, 2024, approves the 2024 corporate financial statements, as submitted, which show a net income of **1,895,466,122.09 euros**, as well as the transactions reflected in such financial statements or summarized in such reports.

**Second resolution** *(Approval of the consolidated financial statements for fiscal year 2024)*

The General Shareholders’ Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders’ meetings, having reviewed the report of the Board of Directors as well as the report of Statutory Auditors and the consolidated financial statements for the fiscal year ended December 31, 2024, approves the 2024 consolidated financial statements, as submitted, which show a net income of **1,660 million euros**, as well as the transactions reflected in such financial statements or summarized in such reports.

**Third resolution** *(Allocation of the net income for fiscal year 2024 and declaration of dividend)*

The General Shareholders’ Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders’ meetings, resolves, on the recommendation of the Board of Directors, to allocate the distributable profit, considering: :

- net income for the 2024 fiscal year amounts to	<b>1,895,466,122.09 euros</b>
- allocation to the legal reserve amounts to <sup>(a)</sup>	—
- prior retained earnings amount to	<b>11,289,390.60 euros</b>
amounts to	<b>1,906,735,512.69 euros</b>

<sup>(a)</sup> *The legal reserve has reached the threshold of 10% of share capital.*

- To be distributed to shareholders (for a total of <b>254,311,860</b> shares in circulation, Including treasury stock, on the basis of a dividend per share of <b>3.60 euros</b> , as of December 31, 2024), i.e.,	<b>915,522,696.00 euros</b>
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The dividend is set at **3.60 euros** for each of the shares carrying dividend rights, and will be payable in cash. The ex-dividend date will be **July 1<sup>st</sup>, 2025**, and the dividend will be payable on **July 3<sup>rd</sup>, 2025**.

It is specified that the total distribution amount is calculated based on the total number of shares as of December 31, 2024, and will be adjusted according to the number of shares entitled to a dividend on the ex-dividend date. The total dividend amount will be adjusted accordingly, and the amount allocated to the "Retained Earnings" account will then be determined based on the dividend actually paid, with the reminder that the dividend amount corresponding to treasury shares held on the ex-dividend date will be allocated to the "Retained Earnings" account.

For individuals residing in France, the dividend is subject to income tax at either a flat rate or a progressive tax scale, at the taxpayer's option.

If the taxpayer does not opt for the progressive income tax scale, the dividend is subject, at the time of payment, to social security withholdings of 17.2% and a non-discharging flat-rate income tax installment of 12.8%. This withholding tax is applied at the source and calculated on the gross dividend amount.

In the event of a global and irrevocable option by the taxpayer for the progressive income tax scale, this dividend is fully eligible for the 40% allowance provided for in Article 158.3.2° of the French General Tax Code.

The General Shareholders' Meeting notes that the following dividends were paid for the past three fiscal years:

Fiscal year	2021	2022	2023
Dividend per share	2.40 euros	2.90 euros	3.40 euros
Total amount distributed	602,711,919 euros	737,504,394 euros	864,660,324 euros
including dividend per share eligible for the 40% tax allowance	0.33 euro	0.14 euro	3.19 euros
including total dividend eligible for the 40% tax allowance	82,872,889 euros	36,649,678 euros	810,870,176 euros
including dividend per share not eligible for the 40% tax allowance*	2.07 euros	2.76 euros	0.21 euro
including total dividend not eligible for the 40% tax allowance*	519,839,030 euros	700,854,716 euros	53,790,147.85 euros

\* This distribution constitutes a reimbursement of an exempted contribution pursuant to Article 112 I° of the French General Tax Code.

#### **Fourth resolution** (Approval of related-party agreements)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the special report of the Statutory Auditors on related-party agreements referred to in the French Commercial Code, acknowledges the conclusions of this report and approves the new agreement authorized and entered into during fiscal year ended December 31, 2024.

#### **Fifth resolution** (Noting of the expiry of the mandate of Ernst & Young et Autres and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying the financial statements)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, notes that the mandate of Ernst & Young et Autres, Statutory Auditor, expires at the end of this Meeting and resolves to appoint PricewaterhouseCoopers Audit as its replacement as Statutory Auditor responsible for certifying the financial statements for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

#### **Sixth resolution** (Noting of the expiry of the mandate of Grant Thornton and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying sustainability information)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, notes

that the mandate of Grant Thornton, independent third-party body, expires at the end of this Meeting and resolves to appoint PricewaterhouseCoopers Audit as its replacement as Statutory Auditor responsible for certifying sustainability for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

**Seventh resolution** (*Appointment of KPMG S.A. as Statutory Auditor responsible for certifying sustainability information*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, resolves to appoint KPMG S.A. as the Statutory Auditor responsible for certifying sustainability information for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

**Eighth resolution** (*Approval of the information on the compensation of Corporate Officers for the fiscal year 2024 referred to in I of Article L. 22-10-9 of the French Commercial Code*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the 2024 Universal Registration Document (Chapter 3, sections 3.2.2.2 – Compensation paid or awarded in 2024 to non-executive corporate officers, 3.2.3.2 - Compensation paid or awarded in 2024 to executive corporate officers and 3.2.5.3 – Compensation ratios).

**Ninth resolution** (*Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.2.2, § Compensation paid or awarded in 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024).

**Tenth resolution** (*Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 then Chairman and Chief Executive Officer, as of May 29, 2024).

**Eleventh resolution** *(Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024).

**Twelfth resolution** *(Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024 to May 29, 2024).

**Thirteenth resolution** *(Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024).

**Fourteenth resolution** *(Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 then Chairman and Chief Executive Officer, as of May 29, 2024).



**Fifteenth resolution** *(Approval of the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the components of the compensation policy for corporate officers, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025 as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.1 – Compensation policy for the Chairman and Chief Executive Officer).

**Sixteenth resolution** *(Approval of the compensation policy for the Directors with respect to fiscal year 2025)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the components of the compensation policy for corporate officers, approves, pursuant to Article L. 22-10-8 II and L. 225-45 of the French Commercial Code, the compensation policy for the Company's Directors with respect to fiscal year 2025, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.2.1 - Compensation policy for the Directors).

**Seventeenth resolution** *(Authorization to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, and in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, authorizes the Board of Directors with the right to sub-delegate its authority in accordance with legal requirements and the Company's Articles of Incorporation, to purchase or arrange the purchase of the Company's shares for the following purposes:

- allotting or selling shares to employees and/or corporate officers of the Company and/or of the Group in particular as part of the Company's profit-sharing scheme, by allotting free shares or granting stock options, or through company savings plans, or inter-company savings plans, under the terms and conditions provided for by the applicable regulations, or any other share-based compensation scheme;
- delivering shares to honor obligations in connection with instruments or securities that may confer entitlement to equity rights, whether by redemption, conversion, exchange, presentation of a warrant or by any other means giving right to the allocation of ordinary shares of the Company;
- conserving and subsequently delivering shares as a means of exchange in merger or spin-off transactions or as a contribution, as payment in the case of external growth transactions;
- stimulation of 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 (as modified, where applicable);
- cancelling all or part of the shares thus acquired, in accordance with the law and pursuant to the authorization granted by the eighteenth resolution of the Combined General Shareholders' Meeting.

This program is also intended to enable the Company to trade in its own shares for any other authorized purpose or any other market practice that is currently authorized or accepted or may be authorized or accepted in the future by the laws and regulations in force. In such a case, the Company will inform its shareholders by issuing a press release.

The Company will be entitled to purchase its own shares, and sell or transfer shares redeemed, directly or through an investment service provider, in one or more transactions, at any time and by any means authorized by the laws and regulations in force, or that may come into force in the future, on regulated stock markets, multilateral trading facilities (MTFs), through systematic internalizers or over-the-counter, and, notably, by buying or selling blocks of shares, sale and repurchase agreements, through takeover bids or securities exchange bids, by using option mechanisms, derivative financial instruments, warrants or, more generally, securities giving access to shares in the Company (without limitation on the portion of the program that may be carried out by any of these means). The Company may also be entitled to hold and/or cancel shares redeemed subject to authorization by an extraordinary general shareholders' meeting, in compliance with applicable regulations.

However, the Board of Directors may not, unless previously authorized by a general shareholders' meeting, make use of this authorization from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

The share purchases may involve a number of shares limited as follows:

- the maximum number of shares that can be purchased during the buyback program shall not exceed 10% of the shares making up the Company's share capital on the date of each repurchase. This percentage will apply to the share capital as adjusted to reflect transactions affecting the share capital carried out subsequent to this Shareholders' Meeting. When shares are redeemed to promote liquidity in accordance with the requirements of the General Regulation of the AMF, the number of shares taken into account to calculate the 10% limit is equal to the number of shares purchased, less the number of shares resold during the authorization period;
- the number of shares purchased with a view to their retention or future delivery in connection with merger, spin-off or contribution transactions will not exceed 5% of the Company's share capital.

The maximum unit purchase price will be one hundred and thirty (130) euros, excluding acquisition costs, it being specified that this price will not apply to share buyback used for allocating free shares to employees and/or corporate officers of the Company and the Group or when they exercise stock options.

In the event of a change in the par value of shares or any transaction having an impact on shareholders' equity, the General Shareholders' Meeting delegates to the Board of Directors the power to adjust the aforementioned purchase price in order to take into account the impact of such transactions on the share price.

The Company's total amount used for share buyback under this authorization will not exceed 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.

The General Shareholders' Meeting grants the Board of Directors, all powers, including the right to sub-delegate its authority, as permitted by laws and regulations and in accordance with the Company's Articles of Incorporation, to determine the modes and conditions of implementation, to allocate or reallocate the shares acquired to the various objectives in view of compliance with applicable laws and regulations, to execute all instruments, enter into all agreements, take all necessary measures to protect the rights of securities holders that may confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment, carry out all formalities, and, more generally, to do everything necessary to implement this resolution.

This authorization is granted for a period of eighteen (18) months from the date of the General Shareholders' Meeting.



This authorization cancels, with immediate effect, the unused portion and unexpired term of the authorization granted under the fifteenth resolution approved by the Combined General Shareholders' Meeting of May 29, 2024.

### **Within the powers of the Extraordinary General Shareholders' Meeting**

**Eighteenth resolution** (*Authorization to the Board of Directors to decrease the capital via the cancellation of all or part of the Company's share capital*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority conditions applicable to extraordinary shareholders' meetings and after having reviewed the report of the Board of Directors and the special report of Statutory Auditors, pursuant to Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, authorizes the Board of Directors to:

- decrease the Company's share capital by cancelling, at its own discretion, in one or more transactions, in the proportions and at the times of its choosing, within the limit of 10% of the share capital for periods of twenty-four (24) months (it being specified that this limit applies to an amount of the Company's capital which will, if necessary, be adjusted to take into account operations affecting it after this General Shareholders' Meeting), of all or part of the Publicis Groupe S.A. shares acquired under the share buyback programs authorized by the General Shareholders' Meeting pursuant to Article L. 22-10-62 of the French Commercial Code, in particular pursuant to the seventeenth resolution which precedes, and more generally treasury shares held by the Company;
- allocate the difference between the purchase value of the canceled shares and their par value on any additional paid-in capital account or available reserves of its choosing.

The General Shareholders' Meeting grants the Board of Directors all powers, including the right to sub-delegate its authority in accordance with legal requirements and the Company's Articles of Incorporation, to implement a decrease in capital via the cancellation of treasury shares authorized by this resolution, set the terms and the final amount, note the completion thereof, amend the Articles of Incorporation accordingly, and, in a general manner, perform all acts and formalities and take the necessary steps to carry out this authorization.

The General Shareholders' Meeting grants this authorization for twenty-six (26) months from this date.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the nineteenth resolution of the Combined General Shareholders' Meeting of May 31, 2023.

**Nineteenth resolution** (*Authorization to the Board of Directors, for a period of thirty-eight months, to grant stock options, entailing the waiver by shareholders of their preferential subscription rights, and/or rights for all or part employees and/or Corporate Officers of the Company or of companies of the Group to purchase shares*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-177, L. 225-186 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code:

1) authorizes the Board of Directors, which in turn, may delegate such authorization under the conditions provided for by law and by the Company's Articles of Incorporation, for a period of thirty-eight (38) months from the date of this General Shareholders' Meeting, to grant, on one or more occasions, to employees or certain categories of employees or to certain categories of staff as well as to eligible managing corporate officers, or to some of them, of the Company or of French or foreign companies or

economic interest groupings that are directly or indirectly linked to it under the conditions pursuant to Article L. 225-180 of the French Commercial Code, and within the limits of the laws in force:

- options giving the right to subscribe to new Company shares to be issued by way of a capital increase and/or,
- options to purchase existing shares of the Company arising from repurchases made by the Company.

2) resolves that the subscription and purchase options that may be granted under this authorization may not give the right to subscribe for or acquire a total number of shares representing more than 3% of the share capital recorded on the date of their allocation by the Board of Directors, this figure not taking into account any adjustments that may be required to preserve the rights of beneficiaries if the Company carries out one of the pursuant to Article L. 225-181 of the French Commercial Code. This ceiling shall be deducted from the 3% ceiling mentioned in the twenty-fourth resolution (allocation of free shares to employees or corporate officers) adopted by the Combined General Shareholders' Meeting of May 29, 2024, or, where applicable, from the ceiling provided for in a similar resolution that may replace the said resolution during the period of validity of this authorization.

3) expressly makes the exercise of the options granted under this authorization subject to at least two performance conditions determined by the Board of Directors at the time of the decision to grant the options and measured over a three-year period.

4) resolves that the allocation of options made pursuant to this authorization may benefit, under the conditions provided for by law, the Company's eligible managing corporate officers that are part of management, provided that the exercise of the options is conditional on the achievement of at least two performance conditions determined by the Board of Directors at the time of the decision to allot the options and measured over three years. Resolves that the number of options that may be granted to eligible managing corporate officers of the Company may not give the right to subscribe for or acquire a total number of shares representing, on the allocation date and taking into account the options already granted under this authorization, more than 0.3% of the Company's share capital as recorded on the date of their allocation by the Board of Directors (subject to the possible adjustments mentioned above), which shall be deducted from the aforementioned ceiling of 3% of the share capital. This 0.3% ceiling is also common and global with the ceiling applicable to managers mentioned in the twenty-fourth resolution (allocation of free shares to employees or corporate officers) adopted by the Combined General Shareholders' Meeting of May 29, 2024, or, if applicable, from the ceiling provided for by a resolution of the same nature which may replace the said resolution during the period of validity of this authorization.

5) acknowledges that this authorization entails, in favor of the beneficiaries of the options, the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as and when the options are exercised and that the capital increase resulting from the exercise of subscription options will be definitively completed by the sole fact of the declaration of exercise of the option, supported by the subscription form and cash payment or by offsetting the corresponding amount against receivables.

6) resolves that the subscription or purchase price of the shares shall be set by the Board of Directors on the date on which the options are granted, without any possible discount, within the limits and in accordance with the procedures provided for by law. This price shall not be lower than the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the day on which the options are granted, rounded down to the nearest euro, nor, with respect to the call options, than the average purchase price of the treasury shares held by the Company, rounded down to the nearest euro.

7) resolves that the price and/or number of shares to be subscribed and/or purchased may be adjusted by the Company to preserve the rights of the beneficiaries if the Company carries out one of the transactions pursuant to Article L. 225-181 or R. 22-10-37 of the French Commercial Code.

8) resolves that, subject to the application of Articles L. 225-185 paragraph 4 of the French Commercial Code for the Company's eligible managing corporate officers, the options may be exercised by the beneficiaries within a maximum period of ten years from the vesting date of the options.

9) resolves to grant the Board of Directors the powers necessary to implement this resolution under the conditions determined above and within the legal or regulatory limits, which the Board of Directors may in turn delegate under the conditions provided for by law and by the Company's Articles of Incorporation, and in particular for the purposes of:

- determining the dates of each, set the conditions under which the options shall be granted and exercised, draw up the list of option beneficiaries, the number of options offered to each of them and the performance condition(s) to which the exercise of the options shall be subject;
- deciding on the possible prohibition of immediate resale of the shares that will be purchased and/or subscribed, it being specified that, with regard to the options granted to the Company's eligible managing corporate officers, the Board of Directors must either decide that the options may not be exercised by the interested parties before the termination of their duties, or set the quantity of shares resulting from the exercise of options that they will be required to keep in registered form until the termination of their duties;
- setting the vesting date, even retroactively, of the new shares resulting from the exercise of the Company's share subscription options to be issued;
- setting the period(s) for exercising the options, it being specified that the Board of Directors may provide for the right to temporarily suspend the exercise of options under the legal and regulatory conditions;
- deciding the conditions under which the price and number of shares to be subscribed or purchased shall be adjusted, namely in the cases provided for by law;
- limiting, restricting or prohibiting the exercise of the options during certain periods or as from certain events, its decision being able to relate to all or part of the options and to all or part of the beneficiaries;
- determining, without exceeding ten years from the vesting date of the options, the period during which the beneficiaries may exercise their options as well as the exercise periods of the options;
- recording the completion of the capital increases up to the amount of the shares that shall be effectively taken up by the exercise of the subscription options, amending the Articles of Incorporation accordingly, entering into all agreements, taking all measures, carrying out or arranging to carry out all acts and formalities, and generally doing all that is necessary for the implementation of this authorization;
- charging the costs of the capital increases against the amount of the premiums relating to these operations and deducting from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase and carrying out all formalities necessary for the listing of the securities thus issued, filing all declarations to all organizations and doing all that may be otherwise required.

10) acknowledges that this authorization terminates, with immediate effect, the unused portion and the unexpired period of the authorization granted by the Combined General Shareholders' Meeting of 25 May 2022, by the vote of its twenty- sixth resolution.

**Twentieth resolution** (*Delegation of authority to the Board of Directors, 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*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and voting in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labor Code and Articles L. 225-129 *et seq.*, L. 225-138, L. 225-138-1, L. 228-91 *et seq.* of the French Commercial Code:

1) delegates its authority to the Board of Directors, which in turn, may delegate such authority under the conditions provided for by law and by the Company's Articles of Incorporation, to decide whether to increase the share capital, on one or more occasions, under the conditions provided for in Articles L. 3332-18 *et seq.* of the French Labor Code, by issuing, for valuable consideration or free of charge, ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or by any other means, to ordinary shares to be issued by the Company or one of its direct or indirect subsidiaries, as the case may be, reserved for the subscribers of one or more Company savings plans (or any other plan to the subscribers of which Articles L. 3332-1 *et seq.* of the French Labor Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) of the Company and of the French or foreign companies that are linked to it under the conditions of Article L.225-180 of the French Commercial Code and of Articles L. 3344-1 *et seq.* of the French Labor Code. This resolution may be used for the purpose of implementing leveraged plans.

It is specified that the issue of preferred shares as well as the issue of securities giving access to preferred shares are excluded.

2) resolves that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this resolution, may not exceed two million eight hundred thousand (2,800,000) euros or its equivalent in any other authorized currency or in a monetary unit established by reference to several currencies (assessed on the date of the decision of the Board of Directors, or its delegated entity, deciding on the capital increase), it being specified that this ceiling is common to the capital increases that may be carried out pursuant to this resolution and to the twenty-first resolution hereafter.

It is hereby stipulated that:

- the nominal amount of ordinary shares to be issued may be added to this ceiling, where applicable, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's share capital in accordance with the legal and regulatory provisions, and where applicable, the contractual provisions providing for other cases of adjustment;
- the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, by virtue of this resolution shall be deducted from the overall ceiling of thirty million (30,000,000) euros provided for in paragraph 2 of the sixteenth resolution submitted to the May 29, 2024 General Shareholders' Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation.

3) resolves that the issue price of the shares issued pursuant to this delegation or the issue price of the securities giving access to the Company's share capital and the number of shares to which the conversion, redemption and, more generally, transformation of each security which may entitle to share capital, shall be determined under the conditions set out in Articles L. 3332-18 *et seq.* of the French Labor Code, by applying a maximum discount of 30% to the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the date of the decision of the Board of Directors (or 40% when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years), or of its delegated entity, setting the opening date of the subscription period. However, the

general shareholders' meeting authorizes the Board of Directors, if it deems it appropriate, to reduce or eliminate the discount to namely take into account the legal, accounting, tax and social security frameworks applicable locally.

4) resolves that, pursuant to Article L. 3332-21 of the French Labor Code, the Board of Directors may also decide to allocate, free of charge, to the aforementioned beneficiaries, shares to be issued or already issued or other securities giving access to the Company's share capital to be issued or already issued, as the case may be, by way of discount, provided that the financial equivalent taken into account, valued at the subscription price, does not have the effect of exceeding the limits provided for in Articles L. 3332-11, L. 3332-12, L. 3332-13 and L. 3332-19 of the French Labor Code and that the characteristics of the other securities giving access to the Company's share capital shall be determined by the Board of Directors under the conditions set out by the applicable regulations.

5) resolves to cancel, in favor of the beneficiaries indicated hereabove, the shareholders' preferential subscription rights to the shares and/or securities that may be issued pursuant to this resolution in favor of the subscribers of a company savings plans, said shareholders also waiving any right to the free allocation of shares or securities that may be issued on the basis of this delegation.

6) also resolves that, in the event that the beneficiaries have not subscribed to the entire capital increase within the time limit, the capital increase shall only be carried out up to the amount of the subscribed shares, and that the unsubscribed shares may be offered again to the beneficiaries concerned in the context of a subsequent capital increase.

7) authorizes the Board, of Directors in accordance with the terms of this delegation, to sell shares to subscribers of a company or group savings plan (or similar plan) as provided for in Article L. 3332-24 of the French Labor Code, it being specified that sales of shares made at a discount to subscribers of one or more Company savings plans referred to in this delegation shall be deducted up to the nominal amount of the shares thus sold from the ceilings referred to in paragraph 2 above;

8) resolves that the Board of Directors shall have full powers, which it may in turn, delegate, under the conditions provided for by law and by the Company's Articles of Incorporation, to implement this delegation and, namely for the purposes of:

- setting the terms and conditions of the capital increases and determining the dates, terms and conditions of the issues to be carried out pursuant to this resolution;
- setting the subscription opening and closing dates, the price, the vesting date of the securities issued, the terms of payment of the shares, and setting deadlines for their payment;
- establishing, in accordance with the law, the list of companies for which the aforementioned beneficiaries will be able to subscribe to the shares or securities giving access to the capital thus issued and benefit, if necessary, from the shares or securities giving access to the capital allotted free of charge;
- deciding that subscriptions may be made directly by the beneficiaries, members of a company or group savings scheme (or similar scheme), or through company mutual funds or any other structures or entities permitted by the applicable legal or regulatory provisions;
- in the event of the issue of debt securities, determining all the characteristics and terms of these securities (specifically their fixed or open-ended term, their subordinated or unsubordinated nature and their compensation) and amending, during the life of these securities, the terms and characteristics referred to above, in compliance with the applicable formalities;
- providing for the right to suspend the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
- determining and making any adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by means of incorporation of reserves, profits or share premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or



of any other assets, or a capital redemption, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and determining, in accordance with the legal and regulatory provisions and, where applicable, with the contractual provisions providing for other methods of preservation, any method making it possible to ensure the preservation of the rights of the holders of securities giving access to the Company's capital or of beneficiaries of share subscription or purchase options or free share allocations;

- in the event of a free allocation of shares or securities giving access to the capital, determining the nature, the number of shares or securities giving access to the capital as well as their terms and characteristics, the number to be allotted to each beneficiary, and setting the dates, deadlines, the number to be allotted to each beneficiary, and determining the dates, deadlines, terms and conditions for the allocation of these shares or securities access to the capital within the legal and regulatory limits in force and, specifically, choosing either to substitute the allocation of these shares or securities access to the capital in whole or in part for the discounts in relation to the issue price referred to above, or deducting the equivalent value of these shares or securities from the total amount of the contribution, or to combine these two options;
- recording the completion of the capital increases up to the amount of shares or securities access to the capital that shall be effectively taken up and amending the Articles of Incorporation accordingly;
- charging, if necessary, the costs of the capital increases to the amount of the premiums relating to these increases and, if it deems it appropriate, deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- in general, entering into all agreements, taking all measures and carrying out all formalities useful or necessary for the issues referred to above, for the listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

9) resolves to set the term of this delegation at twenty-six (26) months as of today's date.

10) acknowledges that this delegation of authority terminates with immediate effect, the unused portion and unexpired period of the authorization granted by the Combined General Shareholders' Meeting of May 29, 2024, by the vote of its twenty-fifth resolution.

**Twenty-first resolution** *(Delegation of authority to the Board of Directors, 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)*

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of Board of Directors and the Statutory Auditors' special report, and voting in accordance with the provisions of Articles L. 225-129 *et seq.* and namely Articles L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1) delegates its authority to the Board of Directors, which in turn, may delegate such authority under the conditions provided for by law and by the Company's Articles of Incorporation, to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, by issuing, for valuable consideration or free of charge, ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, through ordinary shares to be issued by the Company or one of its direct or indirect subsidiaries (including equity securities giving the right to the allocation of debt securities), as the case may be, reserved to persons meeting the characteristics of the categories (or one of the categories) defined hereafter.



2) resolves that the maximum nominal amount of the capital increase that may be carried out, immediately or in the future, pursuant to this resolution may not exceed two million eight hundred thousand (2,800,000) euros or its equivalent in any other authorized currency or in a monetary unit established by reference to several currencies, it being specified that this ceiling is common to the capital increases that may be carried out pursuant to this resolution and to the twentieth resolution hereabove.

It is hereby stipulated that:

- to this ceiling shall be added, where applicable, the nominal amount of shares that may be issued in addition, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's share capital in accordance with the legal and regulatory provisions, and where applicable, the contractual provisions providing for other cases of adjustment;
- the maximum nominal amount of the capital increases that may be carried out by virtue of this resolution shall be deducted from the overall ceiling of thirty million (30,000,000) euros provided for in paragraph 2 of the sixteenth resolution submitted to the May 29, 2024 General Shareholders' Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation.

3) resolves to cancel, in favor of the beneficiaries listed below, shareholders' preferential subscription rights to the shares and/or securities that may be issued pursuant to this resolution, which also entails the waiver by shareholders of their preferential subscription rights to the ordinary shares of the Company to which the securities issued on the basis of this delegation may entitle them, and to reserve the right to offer them to categories of beneficiaries meeting the following characteristics:

- a) all or part of the employees and corporate officers of Group companies related to the Company under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and having their registered office outside France; and/or
- b) undertakings for collective investment in securities (UCITS) or other French or foreign entities, with or without legal personality, for employee shareholding invested in the company's securities, for which the unit holders or shareholders will be the persons mentioned in (a) of this paragraph; and/or
- c) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan for the benefit of the persons mentioned in (a) of this paragraph insofar as the subscription of the person authorized in accordance with this resolution would enable the employees of subsidiaries located abroad to benefit from employee shareholding or savings formulas equivalent in terms of economic advantage to those which would benefit the other employees of the Group.

It is specified that this resolution may be used for the purpose of implementing leveraged plans.

4) resolves that the issue price of each share of the Company shall be set by the Board of Directors by applying a maximum discount of 30% on the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the decision date of the Board of Directors, or its delegated company, setting the subscription price of the capital increase or, in the event of a capital increase concomitant with a capital increase reserved for subscribers of a savings plan, the subscription price of such capital increase (twentieth resolution hereabove). However, the general shareholders' meeting authorizes the Board of Directors, if it deems it appropriate, to reduce or eliminate the discount to namely take into account the legal, accounting, tax and social security frameworks applicable locally.

5) it is specified that the issue of preferred shares as well as the issue of securities giving access to preferred shares are excluded.

6) resolves that the Board of Directors shall have all powers (including the power to postpone) which it may in turn delegate, under the conditions laid down by law, to implement this delegation, and, namely for the purposes of:

- determining the date, the amount of the issues and the issue price of the new shares to be issued as well as the other terms of the issue, including the time limits, the subscription conditions, the date of entitlement to dividends, even retroactively, and the method of paying up the said shares;
- establishing the list of beneficiaries of the cancellation of the preferential subscription rights within the categories defined above, as well as the number of shares to be subscribed by each of them;
- setting the opening and closing dates of the subscription periods;
- charging, if necessary, the costs of the capital increases to the amount of the premiums relating to these increases and, if it deems it appropriate, deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- determining and making any adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by means of incorporation of reserves, profits or share premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, or a capital redemption, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and determining, in accordance with the legal and regulatory provisions and, where applicable, with the contractual provisions providing for other methods of preservation, any method making it possible to ensure the preservation of the rights of the holders of securities giving access to the Company's capital or of beneficiaries of share subscription or purchase options or free share allocations;
- taking all measures needed for the issuances to take place;
- recording the completion of the capital increases up to the amount of shares or securities giving access to the capital that shall be effectively taken up and amending the Articles of Incorporation accordingly, as well as proceeding to all formalities and declarations and requesting all authorizations that may be necessary to carry out and successfully complete these issues;
- in general, enter into all agreements, take all measures and carry out all formalities useful or necessary for the issues referred to above, for the listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

7) decide that this delegation shall be granted for a period of eighteen (18) months from the date of this General Shareholders' Meeting.

8) this delegation terminates, with immediate effect, the unused portion and the unexpired period of the delegation granted by the Combined General Meeting of 29 May 2024, by the vote of its twenty-sixth resolution.

**Twenty-second resolution** (*Amendment to the Articles of Incorporation: amendment to articles 12, 13 et 19 of the Articles of Incorporation*)

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having reviewed the report of the Board of Directors, resolves that, pursuant to law n°2024-537 of June 13, 2024, aiming to increase business financing and France's attractiveness and to decree n°2024-904 of Octobre 8, 2024, regarding the implementation of measures to modernize the procedures for meetings and consultations of decision-making bodies in certain forms of commercial companies, to amend:

**a/** the Article 12 of the Articles of Incorporation relating to decisions of the Board of Directors taken by written consultation and the use of absentee ballot.

Paragraphs V and VI of Article 12 of the Articles of Incorporation are now amended to read as follows:



<i>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.”</i>	<i>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 directors temporarily acting as Chairman or the designated Secretary.”</i>
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The rest of the article remains unchanged.

**b/** the Article 13 of the Articles of Incorporation related to the powers of the Board of Directors.

The first paragraph of Article 13 of the Articles of Incorporation is now amended to read as follows:

<b>Article 13 - Powers of the Board of Directors</b>	<b>Article 13 - Powers of the Board of Directors</b>
<i>Former version</i>	<i>New version</i>
<i>“ 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.”</i>	<i>“ 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 <b>and</b> environmental challenges of its activities.”</i>

The rest of the article remains unchanged.

**c/** the Article 19 of the Articles of Incorporation related to general provisions of general shareholders' meeting.

The last paragraph of Article 19 of the Articles of Incorporation is now amended to read as follows:

<b>Article 19 – General provisions</b>	<b>Article 19 - General provisions</b>
<i>Former version</i>	<i>New version</i>
<i>"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.”</i>	<i><b>“The General Shareholders’ meeting is broadcast live and recorded, unless technical reasons make it impossible or seriously disrupt the broadcast. The recording of the General Shareholders’ meeting can be viewed on the Company’s website, under the conditions, forms, and within the time limits set by law.”</b></i>

The rest of the article remains unchanged.

### **Within the powers of the Ordinary General Shareholders’ Meeting**

#### **Twenty-third resolution (Powers to carry out formalities)**

The General Shareholders’ Meeting grants all powers to the bearer of a copy or excerpts of the minutes of this Shareholders’ Meeting to carry out all legal and other formalities that may be required.

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## **TERMS AND CONDITIONS FOR PARTICIPATING IN THIS GENERAL SHAREHOLDERS' MEETING**

### **1. Formalities for Attending the General Shareholders' Meeting**

In accordance with Article R. 22-10-28 of the French Commercial Code, all Company shareholders may participate in the General Shareholders' Meeting, regardless of the number of shares they hold or whether they hold registered or bearer shares.

To this end, shareholders are required to prove ownership of their shares, which must be registered in their name or in the name of the financial intermediary registered on their behalf, pursuant to Article L. 228-1 of the French Commercial Code, **no later than** the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025, midnight Paris time**, according to the terms as follows:

**- For registered shareholders (pure or administered registered shares):**

The shares must be registered in the registers held on behalf of the Company by its financial intermediary, Uptevia.

**- For holders of bearer shares:**

The financial intermediary with whom shares are held in bearer form, must provide proof of the shareholder status of the holder to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) – the centralizing intermediary for the General Shareholders' Meeting, by producing a shareholding certificate issued by Uptevia, where applicable, via electronic means in accordance with Article R. 22-10-28 of the French Commercial Code.

### **2. Means of Participating in the General Shareholders' Meeting**

Shareholders may participate in the General Shareholders' Meeting either:

- by attending the General Shareholders' Meeting in person;
- by Internet via VOTACCESS system: voting or being represented by giving proxy to the Chairman of the General Shareholders' Meeting or to a representative of their choice;
- by post using the participation form: voting or being represented by giving proxy to the Chairman of the General Shareholders' Meeting or to a representative of their choice.

Shareholder who has requested an admission card or shareholding certificate to attend the General Shareholders' Meeting, of who has cast their votes by post or electronically or given a proxy, may no longer use another method of participation, in accordance with Article R. 22-10-28 III of the French Commercial Code.

#### **A. Attending the General Shareholders' Meeting In Person**

Shareholders wishing to physically participate in the General Shareholders' Meeting must have an identity document and an admission card, which they can request as follows:

**- For registered shareholders (pure or administered registered shares):**

Pure registered shareholders may access the voting site by logging on to their Shareholder Account via the <https://www.investors.uptevia.com> website with their usual ID. After logging into their Shareholder Account, they should follow the on-screen instructions to access the VOTACCESS platform and request their admission card.

Administered registered shareholders may access the voting site by logging on to the VoteAG website via <https://www.voteag.com> with the temporary codes provided on the participation form

or the e-convocation. Once on the homepage, they should follow the on-screen instructions to access the VOTACCESS platform and request an admission card.

Registered shareholders who have not opted for the e-convocation may request their admission card by post using the participation form received by post with the convocation brochure, which they must complete by ticking "I wish to attend the Shareholders' Meeting", then sending it back directly to Uptevia, dated and signed, using the enclosed pre-paid envelope.

**- For holders of bearer shares:**

Holders of bearer shares must ask their financial intermediary for an admission card to attend the General Shareholders' Meeting. The financial intermediary will forward the request, together with a shareholding certificate proving their shareholder status on the date of the request, to Uptevia, who will send the admission card to the shareholder by post.

Holders of bearer shares whose financial intermediary is a member of the VOTACCESS platform can apply for an admission card online. They must ask their financial intermediary whether it is a member of the VOTACCESS platform and, if applicable, whether this access is subject to special conditions of use. When this is the case, shareholders must identify themselves on the Internet portal of their financial intermediary with their usual access codes. Shareholders must then follow on-screen instructions to access the VOTACCESS platform and request their admission card.

**Under no circumstances may requests for admission cards be sent directly to Publicis Groupe S.A.**

Admission card requests sent by post must be received by Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), no later than three days before the General Shareholders' Meeting, i.e., **Saturday, May 24, 2025**.

Holders of registered and bearer shares who have not received their admission card by the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025**, or who have misplaced it, may :

- for registered shareholders, present themselves spontaneously at the "shareholders without admission cards" desk on the day of the General Shareholders' Meeting with a valid identity document, or,
- for holders of bearer shares, ask their financial intermediary to issue a shareholding certificate proving their shareholder status on the second business day preceding the Meeting.

**B. Voting or Giving Proxy Via the Internet**

Registered and bearer shareholders whose financial intermediary is a member of the **VOTACCESS** platform may vote online.

This secure Internet platform, dedicated to voting on the resolutions proposed at the General Shareholder's Meeting, will be open **from the date of the convocation of the General Shareholders' Meeting until the day before the General Shareholders' Meeting, i.e., Monday, May 26, 2025, 3 p.m. Paris time.**

We recommended shareholders exercise their voting rights promptly, without waiting until the last minute to avoid any congestion on the VOTACCESS platform, and to secure their votes.

**- For registered shareholders (pure or administered):**

Pure registered shareholders may access the voting site by logging on to their Shareholder Account via the <https://www.investors.uptevia.com> website with their usual ID. After logging into their Shareholder Account, they should follow the on-screen instructions to access the VOTACCESS platform and proceed to vote or appoint or revoke a proxy.



Administered registered shareholders may access the voting site by logging on to the VoteAG website via <https://www.voteag.com> with the temporary codes provided on the participation form or the e-convocation. Once on the homepage, they should follow the on-screen instructions to access the VOTACCESS platform and proceed to vote or appoint or revoke a proxy.

**- For holders of bearer shares:**

Only holders of bearer shares whose financial intermediary is member of the VOTACCESS platform will be able to exercise their voting rights or give proxies online. Holders of bearer shares must verify whether their financial intermediary is a member of the VOTACCESS platform:

- If he is a member, shareholders must identify themselves on their financial intermediary's Internet portal with their usual access codes. They must follow the on-screen instructions to access the VOTACCESS platform in order to vote or appoint the Chairman or any person of their choice as proxy.
- If he isn't member, shareholders must send their instructions by post, according to the procedures described in section C below.

Holders of registered and bearer shares are informed that, in accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, they may appoint or revoke a proxy electronically by sending an e-mail to the following address: "[ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com)". Your e-mail must include an attached scanned copy of your participation form, specifying the following information: Company name (Publicis Groupe S.A), date of the General Shareholders' Meeting (May 27, 2025), surname(s), first name (s), bank details, the shareholder's address, as well as the surname(s), first name(s) and address of the appointed or revoked proxy. Holders of bearer shares must also enclose the shareholding certificate issued by their financial intermediary.

In order for appointments or revocations of proxies expressed by shareholders via electronic means to be validly taken into account, their instructions must be sent to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) **no later than the eve of the General Shareholders' Meeting, i.e., Monday, May 26, 2025, 3 p.m. Paris time.**

**Only notifications of appointments or revocations of a proxy may be sent to the aforementioned e-mail address; any other request or notification relating to another matter will not be taken into consideration and/or processed.**

It is specified that for any proxy given by a shareholder without indication of the person chosen or with incomplete information, the Chairman of the General Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

**C. Voting or Giving Proxy by Post Via the Participation Form**

**- For registered shareholders (pure or administered):**

The participation form along with the pre-paid envelope, attached to the notice of meeting brochure, will be dispatched, no later than fifteen (15) days prior to the General Shareholders' Meeting, to the registered shareholders who have not opted to receive an e-convocation.

They must complete the form by ticking "I vote by post", "I hereby give my proxy to the Chairman of the General Meeting" or "I hereby appoint", then return the duly completed, dated and signed participation form by post, using the pre-paid envelope or another stamped envelope, to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex).

**- For holders of bearer shares:**

Holders of bearer shares must request the participation form from their financial intermediary starting, from the date of the General Shareholders' Meeting convocation. They may also request it by post sent to Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris la Défense Cedex, no later than six (6) days before the date of the meeting.

They must complete the form by ticking “I vote by post”, “I hereby give my proxy to the Chairman of the General Meeting” or “I hereby appoint”, then return the duly completed, dated and signed participation form by post to their financial intermediary that will send it to Uptevia, along with their shareholding certificate.

**In order for their electronic instructions to vote and appoint or revoke a proxy to be validly taken into account**, holders of registered and bearer shares must send their participation form to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) promptly, from the date of notice of the General Shareholders' Meeting, and **no later than three (3) days before the General Meeting, i.e., Saturday, May 24, 2025, midnight Paris time.**

**Under no circumstances may participation forms be returned directly to Publicis Groupe S.A.**

It is specified that for any proxy given by a shareholder without indication of the person chosen or with incomplete information, the Chairman of the General Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

### **3. Transferring Shares Before the General Shareholder's Meeting**

Shareholders who have already returned a participation form or requested an admission card or a shareholding certificate may transfer all or part of their shares until the day of the General Shareholders' Meeting.

However, when a transfer occurs no later than the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025, midnight Paris time**, the financial intermediary will notify the Company of the transfer and provide the elements to cancel the vote or modify the number of shares and votes corresponding to the vote.

No transfer of shares made after the second business day preceding the General Shareholders' Meeting, i.e., after **Friday, May 23, 2025, midnight Paris time**, regardless of the means used, will be notified or taken into account, notwithstanding any agreement to the contrary.

### **4. Shareholders' Right of Disclosure**

In accordance with applicable legal and regulatory provisions, all the documents to which shareholders must have access to in the context of the General Shareholders' Meeting will be made available at the Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris., within the legal time limits.

Moreover, the documents and information referred to in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website [www.publicisgroupe.com](http://www.publicisgroupe.com) (Annual General Meeting section), no later than the twenty-first day preceding said General Shareholders' Meeting, i.e., **Tuesday, May 6, 2025.**

Lastly, in accordance with the applicable legal and regulatory provisions, pure registered shareholders may receive their notice of meeting and/or preparatory documents for the General Shareholders'

Meeting by email (e-convocation). To do this, they must log on to the [www.investors.uptevia.com](http://www.investors.uptevia.com) website and activate this option in the "E-Convocation" menu under "My Settings".

## 5. Audiovisual Broadcasting

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the General Shareholders' Meeting will be broadcast live in its entirety on the Company's website:

<https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>

A recording of the Meeting will be available on the Company's website no later than seven (7) business days after the date of the Meeting, i.e., by **Thursday, June 5, 2025**, and will remain accessible for at least two (2) years from its posting.

## 6. Requesting the Addition of Items or Draft Resolutions to the Agenda

One or more shareholders representing at least the fraction of the capital, provided for by the applicable legal and regulatory provisions, may request the addition of items or draft resolutions to the agenda under the conditions referred to in Articles L. 225-105, R. 225-71 to R. 225-73, R. 22-10-21 and R. 22-10-22 of the French Commercial Code.

Requests for the addition of items or draft resolutions to the agenda must be sent to the Chairman of the Board of Directors, preferably electronically, to the following address: "[investor-relations@publicisgroupe.com](mailto:investor-relations@publicisgroupe.com)", and if applicable, by registered letter with return receipt, to the Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris, which must reach the Company no later than the twenty-fifth calendar day preceding the General Shareholders' Meeting, i.e., **Friday, May 2, 2025**.

The request for inclusion of a draft resolution must include the text of said draft resolution, which may be accompanied by a short explanatory statement. When a draft resolution relates to the presentation of a candidate for the Board of Directors, it must include the information referred to in 5° of Article R. 225-83 of the French Commercial Code. Such requests must include a stock transfer certificate, either in the registered share accounts kept on the Company's behalf or in the bearer share accounts held by a financial intermediary, proving that the authors of the request hold or represent the fraction of the capital required by the aforementioned Article R. 225-71 of the French Commercial Code.

Items or draft resolutions submitted by shareholders will be reviewed at the General Shareholders' Meeting provided that the authors of such request produce a new certificate proving registration of their shares in the same accounts no later than the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025, midnight Paris time**.

The items and draft resolution texts whose registration on the agenda has been requested by shareholders will be published on the Company's website at [www.publicisgroupe.com](http://www.publicisgroupe.com) (Annual General Meeting section), in accordance with Article R. 22-10-23 of the French Commercial Code.

## 7. Submission of Written Questions

In accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code, any shareholder may submit questions in writing.

These questions will be sent to the Chairman of the Board of Directors, preferably electronically to the following address: "[investor-relations@publicisgroupe.com](mailto:investor-relations@publicisgroupe.com)," and, when necessary, by registered letter with return receipt at the Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris, no later than the fourth business day preceding the date of the General Shareholders' Meeting,

i.e., **Wednesday, May 21, 2025, midnight Paris time**. Questions submitted must be accompanied by a stock transfer certificate.

In accordance with the legislation in force, questions may be responded to jointly if they relate to the same content or the same issue. The response to a written question will be deemed having been given once a response is provided during the General Shareholders' Meeting or when it is published on the Company's website at [www.publicisgroupe.com](http://www.publicisgroupe.com) (Annual General Meeting section).

It is specified that only written questions within the meaning of the provisions of the aforementioned Articles L. 225-108 and R. 225-84 of the French Commercial Code may be sent to the Company; any other request or notification relating to any other matter will not be processed and/or taken into account.

## **8. Confirmation That Your Vote Has Been Taken Into Account**

Shareholders can receive confirmation that their vote has been taken into account in the following ways:

- ***Shareholders voting online via the VOTACCESS platform***
  - **Before the General Shareholder's Meeting**: shareholders will be able to download a voting certificate on the VOTACCESS platform confirming that their instructions have been communicated to the General Shareholders' Meeting Centraliser;
  - **After the General Shareholder's Meeting**: provided shareholders have already requested a confirmation of their vote on the VOTACCESS platform, by ticking the corresponding box on the VOTACCESS platform, they will have access to a confirmation on the VOTACCESS platform in the menu relating to voting instructions, no later than fifteen (15) days following the General Shareholder's Meeting.

- ***Shareholders voting by post via the participation form***

Shareholders wishing to receive confirmation that their voting instructions have been taken into account must send a request within three (3) months of the date of the General Shareholder's Meeting by registered letter with return receipt to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex).

Such a request must indicate: the Company's name (Publicis Groupe S.A.), the date of the General Shareholders' Meeting (May 27, 2025), the surname(s), first name(s) and address of the shareholder.

This notice will be followed by a notice of meeting containing any changes to the agenda as a result of requests for the addition of items or draft resolutions submitted by shareholders.

The Board of Directors