HAVAS

2024 ANNUAL REPORT

CONTENTS

DISCLAIMER

A definition or explanation of abbreviations, technical terms and other terms used throughout this Annual Report can be found in Section 11. In some cases, numbers have been rounded for readers' convenience. This report comprises regulated information within the meaning of articles 1:1 and 5:25c of the Dutch Financial Markets Supervision Act (Wet op het Financieel Toezicht).

This document is the PDF version of the Annual Report of Havas N.V. for the financial year ended December 31, 2024 and made available on www.havas.com. Another version of this document has been prepared in the European single electronic reporting format (ESEF) as specified by the European Commission in Commission Delegated Regulation (EU) 2018/815 of December 17, 2018, as amended. This ESEF reporting package is also available on www.havas.com. In the event of any discrepancies between this PDF version and the ESEF reporting package, the ESEF reporting package takes precedence.

IMPORTANT LEGAL INFORMATION AND CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING STATEMENTS AND NON-IFRS FINANCIAL MEASURES

Certain statements contained in this Annual Report, whether in Section 4, "*Forward-looking statements*" or elsewhere in this Annual Report, may be forward-looking statements, including, but not limited to, statements that are predictions of or indicate future events, trends, plans, expectations or objectives. As a general matter, statements contained herein other than statements of historical facts are, or may be deemed to be, forward-looking statements. Undue reliance should not be placed on forward-looking statements because, by their nature, they are subject to known and unknown risks and uncertainties and can be affected by other factors that could cause the Havas Group's actual results to differ materially from those expressed or implied in such forward-looking statements. Please refer to Section 7.2, "*Risk Factors*" of this Annual Report for a description of certain important factors, risks and uncertainties that may affect the Havas Group's business and/or results of operations. Such forward-looking statements are made as of the date of this Annual Report and Havas undertakes no obligation to publicly update or revise any of these statements, whether to reflect new information, future events or circumstances or otherwise, except as required by applicable laws and regulations.

This Annual Report contains certain non-IFRS financial measures, or alternative performance measures, used by Havas in analyzing operating trends, financial performance and financial position of the Havas Group and providing investors with additional information considered useful and relevant regarding the results of the Havas Group. These alternative performance measures are not recognized measures under IFRS or any other generally accepted accounting standards, and they generally have no standardized meaning and therefore may not be comparable to similarly labelled measures used by other companies. As a result, none of these alternative performance measures should be considered in isolation from, or as a substitute for, the financial statements and related notes prepared in accordance with IFRS. For a definition of these alternative performance measures, please refer to Section 11, "*Definitions of Alternative performance measures*" of this Annual Report.

EDITORIAL

YANNICK BOLLORÉ
Chairman and CEO, Havas

2024 was a historic year of financial performance and transformation for Havas.

Since our inception, we have consistently reinvented ourselves to meet the rapidly evolving needs of our clients and anticipate societal trends. This relentless pursuit of transformation is embedded in our DNA, and this year was no exception.

As our clients' challenges become increasingly complex with a growing need for data-driven, fully integrated strategies at speed, we have continuously innovated to deliver the most impactful solutions driven by the bold creativity of our talents.

Our return to the stock market coupled with the launch of our Converged strategy puts us in a very good position to deliver on our growth objectives, create long-term value and reaffirm our status as the strongest challenger in the communications and marketing sector.

The launch of our new group strategy, Converged, reflects our determination to provide our clients with an even more integrated and innovative offering. With Converged, we have taken a major step forward. More than an operating system, it's an enhanced client experience and a new way of working that uses data and technology to amplify our ideas, our creativity and our production. The initial results, achieved in just a few months, are promising, including new wins such as Wyndham, the European Commission, and Groupe Barrière, among others. Our clients have shown great enthusiasm for this new offering, demonstrating their confidence in our vision for the future.

Our successful listing on Euronext Amsterdam is a key driver of our Group's transformation. This value-creating strategic turning point paves the way for a host of opportunities, in terms of visibility, growth and profitability.

Additionally, we continued our expansion into rapidly growing sectors and strengthened our global presence by adding six new agencies. We enhanced our data strategy with versatile, end-to-end technology tailored to client needs. And our creativity was recognized with over 1,500 awards over the course of the year.

2025 is a year of acceleration. Our position as a challenger brings both significant responsibility and immense potential. We are well-equipped to achieve our ambitions, backed by solid fundamentals that empower Havas to swiftly adapt to an ever-changing environment, while consistently delivering exceptional service to our clients.

Our leadership team is pivotal to driving this acceleration. We recently welcomed several new talents around the globe and saw others take on new responsibilities to guarantee the success of current initiatives and bring forward new opportunities to ensure we are well-prepared for the future.

Equally essential are our relationships with our clients. We position ourselves as an indispensable business partner, leveraging our full expertise to help them overcome future challenges. These partnerships, founded on mutual trust and long-term commitment are fundamental to our collective success.

Our determination to win, combined with our unwavering pursuit of creative excellence, technological expertise, and unmatched agility, place us among the top performers in the industry. We don't want to simply follow trends; we want to create them. This ambition is driven by embracing innovation, experimentation, and the exploration of new paths.

I am convinced that, together with our clients, our talents, our partners and now our shareholders, we can transform future challenges into opportunities. Over the coming months, we will continue to be bold and creative, to embrace change, and to seek new ways to better serve our clients and excel in our endeavors.

To conclude, I would like to thank the Group's board of directors and the management team for their unwavering support, our clients for their trust, and our talents for their passionate commitment to our transformation.

Together, we will continue to write the Havas story.

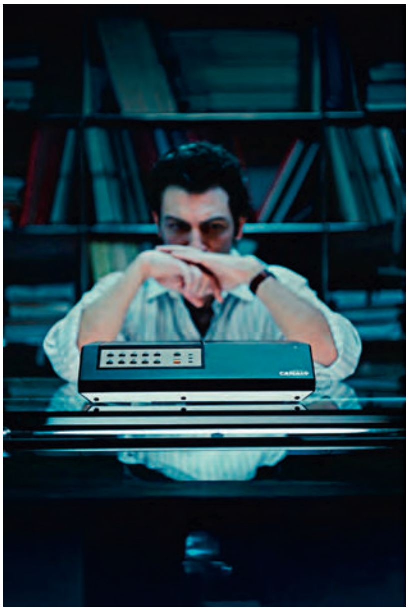
Yannick Bolloré

CAMPAIGNS OF THE YEAR

ADIDAS, THE FEMALE FIELD
HAVAS MIDDLE EAST

BURGER KING X KFC,
THE COLLAB OF THE CENTURY
BUZZMAN AND HAVAS PARIS

CITROËN, THE REVOLUTION
BETC



CANAL+, 40TH ANNIVERSARY
BETC

EDF, THE OLYMPIC CAULDRON
BETC

EVIAN, THE MOUNTAIN OF YOUTH
BETC

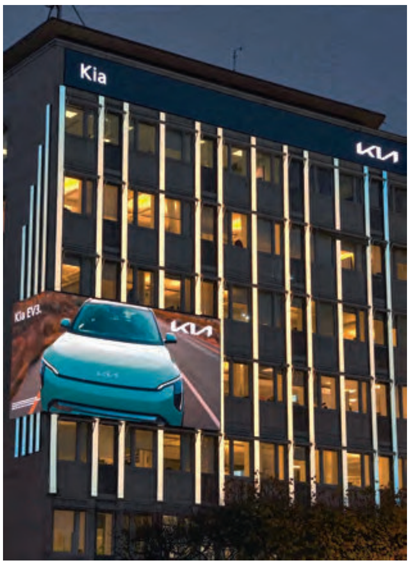
CAMPAIGNS OF THE YEAR

FINISH, ULTIMATE CHALLENGE
HAVAS NEW YORK

JBL, MADE TO BE HEARD
HAVAS LONDON

LVMH, PARIS, HERE WE GO!
HAVAS PLAY

HEINZ, EVERYDAY HEROES
BETC



KIA, EV3 LAUNCH
HAVAS MEDIA

MICHELIN, ON THE ROAD AND BEYOND
BETC

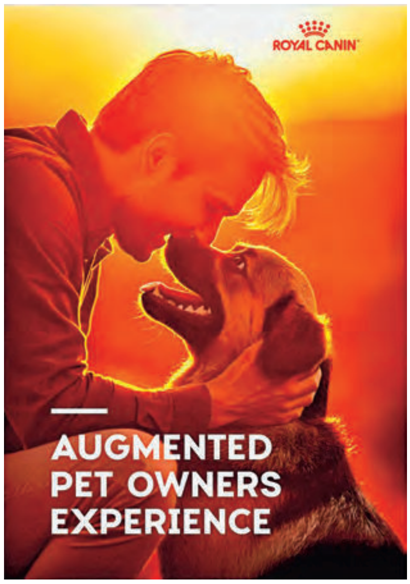
CAMPAIGNS OF THE YEAR

PARIS 2024, OLYMPIC GAMES
W CONRAN DESIGN

NORAUTO, ACTIONS FOR TOMORROW
BETC AND HAVAS MEDIA

PUMA, FOREVER. FASTER. SEE THE GAME LIKE WE DO
HAVAS INTERNATIONAL

PROGRESSIVE INSURANCE, PARENTAMORPHOSIS
ARNOLD WORLDWIDE



ROYAL CANIN, AUGMENTED PET OWNERS EXPERIENCE
EKINO

PNC BANK, BRILLANTLY BORING
ARNOLD WORLDWIDE

CAMPAIGNS OF THE YEAR

SANOFI CUP
SHORTCUT EVENTS

ViiV HEALTHCARE, LUUK
HAVAS HEALTH AND HAVAS NOW

TIM BRASIL, THE POWER OF 5G, RIGHT AT YOUR FINGERTIPS
BETC HAVAS

TELEFÓNICA, 100 YEARS OF TELEFÓNICA
HAVAS MEDIA

VUELING, FRENCH RUGBY FEDERATION SPONSORSHIP
HAVAS INTERNATIONAL SPAIN AND HAVAS PLAY FRANCE

ABOUT HAVAS

FOUNDED IN **1835** BY…

… Charles-Louis Havas, and headquartered in Paris, the Group is one of the world's largest by revenue and most established global communications and marketing groups, providing end-to-end services across the industry value chain, with multiple areas of excellence and a diversified exposure to industry verticals and geographies.

Since its creation, the Group has grown consistently, regularly reinventing itself to drive change in the industry and anticipate new business needs. Today, it employs nearly **23,000 people** and operates in over **100 countries.**

Drawing on its extensive heritage and wealth of expertise, the Group has consistently invested in its future and developed teams, capabilities and technological tools on a global scale that make it ideally positioned to strengthen its standing as **a partner to its clients** and seize the growth opportunities presented by today's increasingly complex communications and marketing industry.

To meet the needs of its clients, the Group pioneered, as early as 2013, the development of a fully integrated approach, embodied by **71 Havas Villages,** bringing all communications businesses under one roof, and **8 Havas Centers of Excellence,** around the world. This model allows teams from different entities and agencies to work together and leverage the expertise across the Group, away from traditional silos, to offer innovative and tailored solutions to clients.

Boosted **by the significant investments made in data, technology and artificial intelligence** ("AI") over the past years, the Group is seeking to leverage its client-centric model and exceptional strategic, creative and media talent to offer a comprehensive suite of integrated services across the entire communications and marketing spectrum. To build more bridges among creativity, media, production and technology, in June 2024, the Group launched the next step in its evolution: the **Converged strategy.**

The aim of this strategy is to provide agencies across the organization with access to the full range of the Group's global expertise, tools and capabilities through its newly deployed operating system. With creative ideas at the heart of this integrated model, the Group's aim is to create, produce and distribute personalized, optimized and real-time content and experiences on a global scale, all with the same mission: **to make a meaningful difference to brands, businesses, and people** with effective communication and marketing solutions.

HISTORY

THE GROUP WAS ORIGINALLY FOUNDED IN 1835 in Paris by Charles-Louis Havas and is one of the oldest communications and advertising agencies in the world.

Initially established as a news agency, the Group has evolved significantly over time, driving change in the media landscape and expanding its services to meet the evolving needs of a diverse and international clientele.

By the early 20th century, the Group had diversified significantly, setting the stage for its transformation into a leading advertising and public relations conglomerate. The pivotal change in the Group's trajectory occurred in the late 20th and early 21st centuries, when it underwent several strategic mergers, acquisitions and rebranding efforts and focused on providing integrated communications and marketing services.

THE FOLLOWING ARE KEY HIGHLIGHTS OF THE PAST FOUR DECADES:

1982 Havas is listed on the Paris Stock Exchange.

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

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

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

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

2007 Havas adopts a "digital at the core" strategy, which enabled the Group's traditional creative agencies to organically deliver multidimensional brand and business solutions, including digital content, for their clients by integrating the teams and capabilities of digital agencies into the Group's operations.

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

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

HISTORY

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

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

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

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

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

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

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

2021-2024 Havas continues to grow and implements its acquisition strategy by making key acquisitions, including several agencies in India, such as PivotRoots, creative agencies such as Uncommon, the multi-award-winning London-based agency, and several technology-focused agencies such as Search Laboratory in the United Kingdom to expand into digital and data-driven marketing. Havas has been recognized as a top six media agency group in global billings according to COMvergence.

2023 Global and Regional Billings Rankings and Market Shares Report and the top M&A buyer in 2023 among advertising holding networks according to the COMvergence's Key Highlights 2023 Report.

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

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

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

2024 Following the completion of Havas spin-off from Vivendi SE, Havas announces successful listing on Euronext Amsterdam, marking a new era of growth and innovation.

KEY FIGURES

NEARLY
23,000
EMPLOYEES
(59% WOMEN)

IN MORE THAN
100
COUNTRIES

71
HAVAS
VILLAGES

8
HAVAS CENTERS
OF EXCELLENCE

2024 REVENUE
€2,863
MILLION

2024 NET REVENUE
€2,736
MILLION
+1,5%

ADJUSTED EBIT MARGIN
12,4%
+30 BP

FREE CASH FLOW
€223
HIGH CONVERSION RATE

1,575
RECOGNITIONS
AND AWARDS

KEY FIGURES

OVER

4,000

CLIENTS ACROSS A WIDE RANGE OF SECTORS

& MORE

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

EUROPE

The Group's presence in Europe has grown to over 11,000 employees across roughly 170 agencies in 25 countries and 49 cities over the course of its operating history. Europe accounted for 49% of the Group's net revenue for the year ended December 31, 2024.

NORTH AMERICA

North America is key for the Group as it accounted for 34% of the Group's net revenue for the year ended December 31, 2024. With over 3,800 employees across roughly 40 agencies as of 2024, the Group maintains operations in New York, Chicago, Boston, Los Angeles, and Washington DC, which are generally recognized as important hubs in the advertising field.

ASIA-PACIFIC, MIDDLE EAST AND AFRICA

This geographic operating segment includes more than 4,000 employees across roughly 75 agencies in 29 countries and 43 cities. Havas Creative and Havas Media account for a large majority of the Group's net revenue in this geographic operating segment.

LATIN AMERICA

The Group's footprint in Latin America, numbering over 4,000 employees across roughly 44 agencies, results from a number of global clients that engaged the Group to accompany their development in this region in the 1990s, particularly those services delivered by Havas Media. Offices in Latin America have been progressively opened in additional countries in this region to service such long-standing clients. The Group's Havas Creative business line also contributes to net revenue in this region.

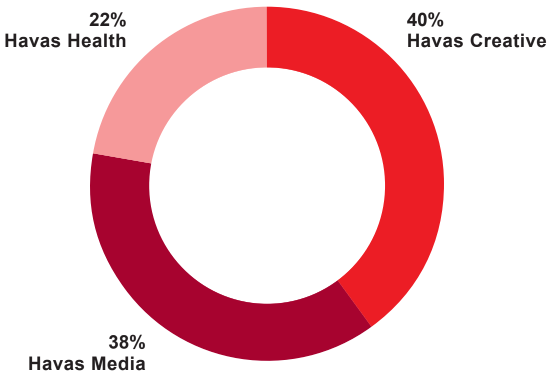
The Group's top ten clients accounted for 21.7% of the Group's net revenue for the year ended December 31, 2023 and 20.3% for the year ended December 31, 2024. The Group has an extensive and diversified client base, ranging from large multinational corporate clients to local clients.

Key industry verticals served by the Group include healthcare and wellness, finance, consumer goods, TMT, food and beverages, industries and services, travel and entertainment, retail and automotive, which accounted for 88.5% and 89.3% of the Group's consolidated net revenue for the year ended December 31, 2023 and for the year ended December 31, 2024, respectively.

THE GROUP'S GLOBAL FOOTPRINT

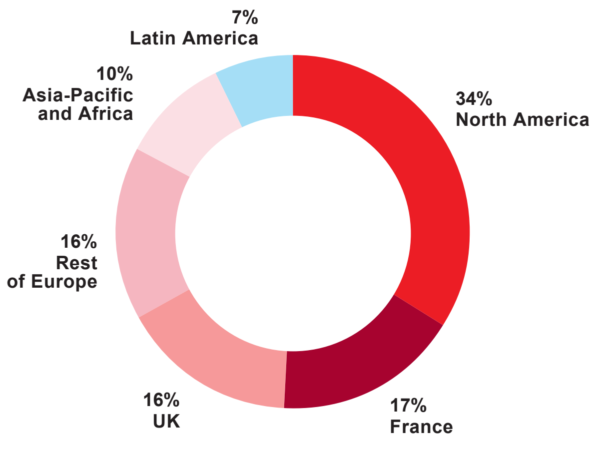
In the year ended December 31, 2024, the Group had revenue of €2,863 million and net revenue of €2,736 million generated across its three primary business lines: **(i) Havas Creative,** which delivers a wide range of creative services, from advertising, brand strategy and business transformation to digital and social media solutions as well as public relations and events; **(ii) Havas Media,** which is dedicated to delivering comprehensive media experiences, through media planning and buying, fan engagement, retail media and e-commerce, as well as data analytics services to optimize client advertising investments; and **(iii) Havas Health,** which focuses on healthcare and wellness communications, providing specialized marketing services to pharmaceutical companies, healthcare providers and wellness brands. The following charts provide a breakdown of the Group's business lines on a net revenue basis, for the year ended December 31, 2024.

NET REVENUE SPLIT BY BUSINESS LINE
YEAR ENDED DECEMBER 31, 2024*

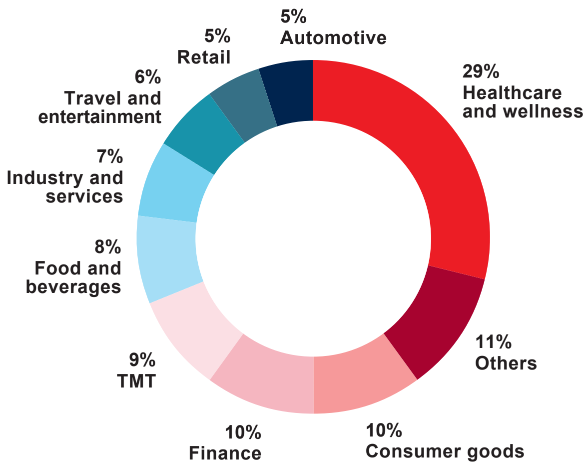


The Group operates across a diverse range of industry verticals and has a diversified exposure to global markets. The following charts provide a breakdown of the Group's industry verticals and geographic operations, on a net revenue basis, for the year ended December 31, 2024.

NET REVENUE SPLIT BY GEOGRAPHIC SEGMENT
YEAR ENDED DECEMBER 31, 2024*



NET REVENUE SPLIT BY INDUSTRY VERTICAL
YEAR ENDED DECEMBER 31, 2024*



*Rounded figures.


HAVAS
HAVAS
WE BELIEVE IN
MEANINGFUL BRANDS
HAVAS

For full details of Havas' commitments and initiatives, see the 2024 CSR Report.

PURPOSE

MEANINGFUL BRANDS

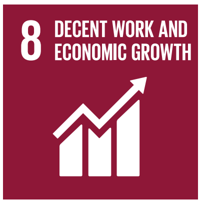
As the world continues to face unprecedented social, economic, and environmental challenges, Havas' purpose is to take concrete actions that positively contribute to the ecological transition and to society, providing a meaningful difference through the influence of its activities.

Driven by this purpose, Havas supports the United Nations Sustainable Development Goals. The Group is especially engaged in the following, implemented in our internal policies, as well as in our businesses.

Republica Havas x Alma
Face Un-Recognition

BETC São Paulo x Santander Bank – The Gender Discount

BETC x EDF
Eva saga



Havas PR Milan x Tortellante
Pasta Libera Tutti
(Pasta Liberates All)

Lynx UK x Earswitch
Airquity

Havas Paris Social x
Label Emmaüs
Des Histoires pour Noël
(Stories for Christmas)

Havas Carbon Impact calculator

BETC x Engage
Nature On/Off

Havas Play x United24
The Donation Map

Havas Germany x Aktion Deutschland Hilft
The Big Shakeup

IMPACT+ PILLARS

Sustainability is at the core of Havas' mission. The Group's Impact+ strategy is built on three pillars and key actions.

- **People:** Havas fosters a sense of belonging and wellbeing, aiming to create communities for growth and enjoyment while delivering excellence and positively impacting society.
- **Environment:** Our environmental strategy is based on two priorities: embark on a decarbonization trajectory and support our clients in their positive transformation.
- **Responsible Communication:** Belonging to the industry of ideas, we believe that creativity has the power to bring about positive change in society. Our goal is to lead the way in creating and delivering responsible communication messages through agencies in collaboration with clients and partners.

Regarding the People pillar, Havas has extended its global and local programming, with a wide range of focus areas. This year, 37 countries have developed 145 actions, showcasing the potential of Havas' people experience to impact all levels of the organization.

In 2024, Havas continued to make progress on its carbon targets by purchasing renewable electricity in various countries (through Guarantees of Origins and Renewable Energy Certificates) while also launching an engagement process for the Group's main suppliers globally. Inspired by its priority to support its clients in their positive transformation, the Group deployed the Havas Carbon Impact calculator across all Havas agencies.

The Group's commitment towards its clients is also driven by the narratives promoted and the messages conveyed in favor of making a positive change. The creativity of Havas' agencies has allowed the production and distribution of multiple meaningful campaigns, as well as 170 pro bono campaigns.

In recognition of its sustainability performance, Havas was awarded the EcoVadis Gold Medal in 2024, with a score of 75/100.

SUSTAINABILITY GOVERNANCE

The structure of the internal CSR network was strengthened globally, with the aim of facilitating countries' engagement and collective progress towards sustainability common goals.

The Global Chief CSR Officer, member of the Executive Committee, leads Havas' sustainable efforts alongside a team of CSR experts.

In July 2023, the Global CSR Department launched the Global CSR Committee composed of around 30 sustainability representatives in the countries and regions where Havas operates.

In 2024, Havas does not disclose sustainability statements in accordance with the Corporate Sustainability Reporting Directive (CSRD) requirements. Following its split from Vivendi, Havas is listed in the Netherlands and should publish its CSRD report in 2026, covering the fiscal year 2025.

1. PEOPLE

Havas is grounded in togetherness, openness, and respect for all, taking pride in the strong sense of belonging felt by its people. The wellbeing of everyone is a priority, and the aim is for the Villages to be places where community, growth, and a bit of fun are experienced by all. The highest ambition is to deliver excellence to the brands and businesses supported, while also making a meaningful impact on society.

1.1 BELONGING

Havas builds on its strengths of fairness and belonging by continuing to ensure all are welcomed as part of a team, encouraged to show up authentically, and energized to share their thoughts and ideas.

HAVAS ALL IN: OUR INCLUSION AND BELONGING APPROACH

Launched in 2018, Havas All In is the approach to Inclusion and Belonging. Activated both globally and locally, Havas All In empowers all levels of the organization to develop and drive initiatives that create impact.

In 2024, 145 actions took place across 46 agencies and 39 countries on a range of local and regional focus areas including:

- Education and awareness;
- Mental health;
- Industry access;
- Ethnic and cultural representation;
- LGBTQ+ inclusion;
- Women and gender equality.

Havas' cultural impact is tracked through our annual employee survey. Havas has been proud to see high ratings on factors related to belonging.

WOMEN AND GENDER

Havas supports women's professional growth. Women represent a significant portion of our workforce across various geographical areas and divisions.

Women by geographical area:

- North America (Canada, USA, Mexico): 61%;
- Europe: 60%;
- South America: 58%;
- Africa: 56%;
- Asia-Pacific (with Oceania): 55%.

Women by division:

- Havas Health: 65%;
- Havas Media: 60%;
- Havas Creative: 57%;
- Havas HQ: 57%;

Women constitute 58.9% of overall workforce. Among managerial positions, 57% are held by women. Additionally, women occupy 40% of executive roles, including CEO, president, manager, and director positions. These figures highlight our ongoing commitment to fostering diversity and inclusion within the organization.

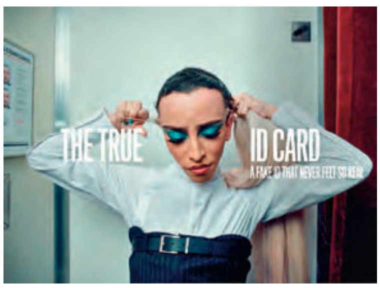
Havas supports women's careers through initiatives like Femmes Forward (FF), launched in 2018 for senior managers and directors. The program includes workshops, leadership assessments, coaching, and community building. Over 475 women from 43 countries have participated, with a 78% retention rate for at least two years.

In 2021, Havas introduced Femmes Forward Frida to advance women at the creative director level, increasing women in creative roles from 42% to 44.7%. In Asia, Havas India launched EmpowHers, a six-month mentoring program for women entrepreneurs in partnership with Her Entrepreneurial Network (HEN).

LGBTQ+ INCLUSION

While Havas celebrates LGBTQ+ inclusion and education all year long, Global Pride Month emphasizes a particular theme and the voices of the LGBTQ+ community and allies. Havas Pride 2024 explored the importance of what identity and allyship mean to the community. Programming included a mix of global learning sessions on intersectional identity, LGBTQ+ mental health, and modern-day parenting.

Havas also celebrates LGBTQ+ inclusion in its campaigns as for "The True ID Card" created by Buzzman for NYX Professional Makeup. The campaign conveys the message to use make-up for expressing identity and individuality instead of hiding behind it. This message echoes the social meaning of applying makeup in the LGBTQIA+ community to revealing their true inner selves. For them, wearing makeup is not about putting on a mask, it's about taking one off.



1.2 WELLBEING

Health and wellbeing are prioritized in Havas' work environment through open conversations, caring managers and teams, and active learning and awareness.

Havas deepened its commitment to supporting employee mental wellness in 2023 with the launch of Havas Minds, a custom-designed content series educating on the spectrum of mental health. To date, more than 6,600 employees have completed Havas Minds (over 30% global participation).

Local initiatives were implemented to support our talents' wellbeing. Havas Media Netherlands launched Pop Up Coaching to provide real-time in-office mental wellness support. Havas Village Vienna offers discounted personal training sessions every Thursday to promote mental health and wellness, bringing together employees from various business areas and levels as a community.

1.3 IMPACT

At Havas, talents work together with trust and collaboration – celebrating wins, learning from setbacks, and taking pride in knowing ideas and efforts are making a meaningful difference.

DISABILITY INCLUSION AND ACCESSIBILITY

Disability and Accessibility programming launched as new focus area in 2024, with global learning sessions on a range of introductory topics:

- **Digital accessibility awareness:** fundamental skills and awareness with internal thought leaders, plus a client case study session with tips for more accessible work.
- **Understanding disabilities:** exploring the importance of understanding visible and invisible disabilities, ways to foster inclusivity by recognizing diverse needs, and the unique social barriers often faced by the community.
- **The Power of neurodiversity:** exploring the spectrum of neurodiversity, plus how to navigate and embrace it to foster more diverse perspectives and creative problem-solving.

In local networks, many initiatives took place. Havas Chile continued to deepen their relationship with Residencia Las Azucenas, a local nonprofit organization providing housing and care to young girls with mental and physical disabilities. In 2024, the team's efforts helped collect and provide winter clothing, as well as quality time with the girls. In Europe, Havas Village France hosted its fourth annual DuoDay as part of European Disability Employment Week in November. DuoDay is a European inclusion initiative that enables individuals with disabilities to be paired with an industry professional for one day of immersion and inspiration.

Havas engages in campaigns addressing disability. Despite the popularity of first-person shooter games, accessibility for the visually impaired community remains a significant challenge. To support these individuals within the gaming community, Harman collaborated with BLKJ Havas to launch a software that aims to make first-person shooter games more inclusive. By enabling visually impaired players to perceive their virtual environment through sound, the technology elevates players' overall gaming experience.

2. ENVIRONMENT

As the latest climate science urges to limit global temperature rise, as a company, Havas has a critical role to play in decreasing greenhouse gas emissions, as well as supporting its clients' transition efforts.

2.1 OUR COMMITMENTS

Havas is committed to a decarbonization trajectory that encompasses reductions in energy consumption, increased use of renewable energy, lowering emissions associated with operations and engaging with suppliers to achieve these goals.

DECARBONIZATION

Havas' decarbonization trajectory aligned with the Paris Agreement is structured around four major objectives:

- reduce greenhouse gas emissions associated with energy consumption (Scopes 1 and 2) by 71% by 2035;
- use 100% renewable electricity by 2030;
- reduce emissions linked to business operations (business travel, fixed assets, waste…) by 43% by 2035;
- involve suppliers in a decarbonization strategy aligned with the Group's commitments by 2026.

In December 2024, Havas split from Vivendi and became a publicly listed company. As such, Havas will commit in 2025 to the Science-Based Targets initiative (SBTi), an independent global body for companies to set emission reduction targets based on climate science. The SBTi-approved carbon emission targets previously set by the Vivendi Group will be refined to reflect Havas' new status.

RESPONSIBLE PROCUREMENT

Collaborating with suppliers is key to achieving the Group's carbon targets and addressing the climate crisis. Havas suppliers are divided into indirect and direct categories.

Indirect suppliers, which support Havas' operations, must adhere to the company's Responsible Purchasing Charter and CSR Clause, which outline ethical, social, and environmental standards. Strategic suppliers undergo an EcoVadis assessment to align with Havas' commitment to responsible business practices.

Direct suppliers, implicated in client-related work, are involved in advertising, creative, production, events, and media. By 2023, Havas expanded its environmental assessment to include 85% of its direct suppliers by emissions. Havas updated its Responsible Purchasing Charter in 2024, requiring new suppliers to sign or demonstrate equivalence within their own charters. Starting in 2024, Havas developed questionnaires to assess suppliers' climate reduction targets. 66% of 2023 suppliers by emission had already set climate reduction targets by the end of 2024, demonstrating their commitment to sustainability. In 2025, Havas will launch a supplier engagement program for small and medium-sized enterprises (SMEs) to set reduction targets.

BODIES

In addition to these commitments and initiatives aiming at pursuing the goals of the Paris Agreement, Havas collaborates with external bodies to combat climate change and promote circular economy.

AD NET ZERO ALL FOR NONE

Circul'R

eaca EUROPEAN ASSOCIATION OF COMMUNICATIONS AGENCIES

epe entreprises pour l'environnement

United Nations Global Compact

ORSE Observatoire de la responsabilité sociétale des entreprises

2.2 CARBON FOOTPRINT

Havas' GHG emissions inventory is calculated annually using data from the extra-financial reporting campaign, following Vivendi's protocol. Due to the company's split, Havas has opted for voluntary third-party verification by R3 consulting to ensure accuracy and reliability. The verified data covers all legal entities with over 25 employees, representing 93% scope coverage. Please refer to the 2024 CSR Report for more details on the methodology.

Based on data verified by R3, Havas reports a GHG inventory of 37,422 tCO_2eq (scope 1, scope 2 market-based and partial scope 3) in 2024.

	Unit	2024	2023	% change vs. 2023
Total employees	person	22,841	23,042	-1%
Total scope 1	TCO_2eq	2,579	2,584	0%
Total scope 2 Market-based	TCO_2eq	3,341	4,323	-23%
Total scope 2 Location-based	TCO_2eq	6,613	6,530	1%
Total partial scope 3	TCO_2eq	31,502	27,829	13%
Total scope 1, 2 (market-based) and partial scope 3	**TCO_2eq**	**37,422**	**34,736**	**8%**

2.3 SUPPORTING OUR CLIENTS IN THEIR TRANSFORMATION

Havas is committed to supporting clients in their sustainable transformation and to participate in the decarbonization of the advertising industry. This translates into the following actions:

- **Measure** greenhouse gas emissions associated with the production and distribution of campaigns as well as raise client awareness of this impact using the Havas Carbon Impact calculator.
- **Offer** ecodesigned solutions that meet clients' expectations.
- **Train** business leads in addressing environmental issues specific to their clients' sectors, with the Axa Net Zero School.

HAVAS CARBON IMPACT CALCULATOR

In November 2023, Havas launched the Havas Carbon Impact calculator, a proprietary tool designed to calculate the carbon footprint of media campaigns, creative campaigns and events. By integrating all of Havas' expertise in one unique tool, collaborating agencies can measure and deliver the full carbon impact assessment of a shared campaign, from production to diffusion.

Based on a robust methodology, the Havas Carbon Impact calculator addresses clients' ambition to understand their value chain carbon emissions, by providing ever more accurate results. Its embedded Havas-specific data ensures access to granular, customized insights. For instance, for media plans the tool relies on specific data from Havas' media providers from more than fifty countries, ensuring consistency in the carbon footprint calculations for agencies and their clients.

In 2024, Havas deepened the methodology and optimized the tool to closely meet the needs of agencies and clients, a trend the Group will confirm in 2025 by implementing the Global Media Sustainability Framework (GMSF).

Taking a consulting approach with the clients on decisions related to their campaigns is at the heart of the Havas Carbon Impact calculator. By using the tool ahead of the campaign launch, agencies can offer solutions to minimize its overall carbon impact. Several clients have already leveraged the tool's results to guide strategic decisions, aligning their campaigns more closely with sustainability objectives.

Since the launch of the Havas Carbon Impact calculator, over 400 campaigns and 1,200 projects have been measured for more than 150 clients.

AXA NET ZERO SCHOOL

When collaborating with clients in sectors like Energy, Healthcare, and Agrifood, it is crucial to understand the levers at their disposal to support the ecological transition. Net Zero School courses, in partnership with

AXA and available through Havas University, trained Havas client leads with the necessary knowledge and skills. These courses were dedicated to 200 senior, client-facing professionals in their respective sectors. The knowledge gained from these courses will help Havas agencies to support their clients in their decarbonization pathway. Eight industry verticals were selected:

- **AGRIFOOD**
- **TEXTILE**
- **ENERGY**
- **OIL AND GAS**
- **CHEMICALS**
- **ROAD TRANSPORT**
- **HEALTH**
- **AVIATION**

This training enhanced client interactions and professional growth of our business leads by gaining deeper industry-specific knowledge on sustainability issues. The courses also strengthened CSR strategies and stakeholder relationships by fostering alignment with industry-specific ecological transitions.

3. RESPONSIBLE COMMUNICATION

The Responsible Communication pillar reflects the Group's efforts in using its creative expertise to enable its clients to deliver advertising and communications that can positively impact society. Havas has worked with clients on numerous campaigns that promote narratives on responsible lifestyles and that raise public awareness on societal issues.

3.1 POSITIVE CHANGES

Havas' agencies worldwide have launched initiatives for positive societal impact such as Havas GenUs, a network of sustainability experts, established in the UK, Ireland and France. Combining strategic and creative consulting, data optimization tools, and consumer research, Havas GenUs supports companies in their need for "Shift" (model transformation, climate roadmap) and "Engagement" (storytelling, auditing, responsible communication training).

HAVAS GENUS
Sustainability Network

Other local initiatives have been implemented worldwide. In 2024, Havas UK launched the Sustainable Innovation Programme, a skills training series designed to drive positive change for clients. The program fosters understanding of the climate crisis and guides participants through actionable steps, including measuring advertising emissions, low-carbon campaign principles, and using communications for sustainable behavior change. It culminates in a shared commitment and co-created action plan to ensure progress.

3.2 NEW IMAGINARIES

Havas' goals are to use its expertise to serve the public interest and advocate for new narratives that encourage responsible lifestyles and highlight societal issues.

"The Gender Discount" campaign was created by BETC Havas (São Paulo) for Santander Bank to address the gender pay gap in Brazil. Women were offered discounts equivalent to the gender pay gap percentage in various stores. This initiative not only raised awareness about the wage disparity but also encouraged discussions on gender equality and the need for systemic change.

In response to a 20% decline in visits to the Label Emmaüs solidarity platform, Havas Paris created an innovative campaign, "Des Histoires pour Noël" (Stories for Christmas), to highlight the value of second-hand products. The agency developed an AI-driven tool that creates compelling stories for each item for sale, transforming simple pre-loved objects into unique, desirable gifts and giving them a fresh emotional significance.

The Eva Saga, developed by BETC for EDF, promoted energy-saving behaviors through a relatable character named Eva. The campaign aimed to engage and educate the public on the importance of energy efficiency and the role individuals could play in the ecological transition.

3.3 CREATIVITY AT THE SERVICE OF GREAT CAUSES

Havas also aims to assume a portion of these campaigns on a pro bono basis. In 2024, 171 pro bono campaigns were conducted by Havas' agencies and 1,177 employees were involved in solidarity actions (including pro bono) and skills-based sponsorship initiatives.

"The Donation Map" campaign, by Havas Play in partnership with the online video game Fortnite, used a specially designed Fortnite map to raise funds for building a primary care clinic in Ukraine. Gamers spent time on the map, and every second was converted into donations. This campaign, showcasing an innovative approach to fundraising received 44 awards in 2024.

4. ETHICS AND ANTI-CORRUPTION

At Havas, we enforce a zero-tolerance approach to corruption in every form. Whether in our internal or external relationships, it is our duty to remain vigilant, uphold our ethical standards, and adhere to the laws in the countries where we operate.

Thus, Havas carries out its business activities in compliance with local and international regulations and bases its business conduct and its relations with third parties on high standards of business ethics. These standards guide its business development and help maintain the Group's relationships of trust with its business partners and customers. They also strengthen its overall performance. They are enshrined in a Compliance Program, which includes training for Group employees in ethical behavior and aims to prevent and deal with any risk situation that may arise within the context of their work. It is in line with the fundamental principles of the United Nations Global Compact, which shape the Group's approach to respecting and promoting fundamental human rights and labor standards, respecting the environment and combating corruption.

ANTI-CORRUPTION CODE

As the foundation of the Group's anti-corruption policy, the Havas Anti-Corruption Code sets out the Group's commitments in the fight against corruption. These rules apply to all employees in every country where the Group operates. The Anti-Corruption Code has been translated into 24 languages so that each individual can understand the prevention measures it contains. The Group's businesses have adopted the Code as part of their Internal Regulations, which means employees are bound by it. It is also available on the Havas website and the Group intranet.

Anti-Corruption Code

HAVAS CODE OF ETHICS

Havas signed the Global Compact back in 2003 and continues to assert its commitment to the ten main principles defined by the United Nations with regard to human rights, labour law, the environment and the fight against corruption. All employees should be guided in their day-to-day work by the values and principles set forth in this Code of Ethics, irrespective of their profession, level of responsibility or geographical region.

This Code of Ethics has been provided to all the agencies within the Group. As part of the induction process, all new Havas recruits receive a copy of the Code of Ethics. It is also available on the Havas website and the Group intranet.

Havas Code of Ethics

TRAINING ANTI-CORRUPTION

The training of all employees is a key focus of the anti-corruption program. An e-learning fully dedicated to anti-corruption issues helps employees gain a better understanding of at-risk behavior and of anti-corruption policy rules. This training module is compulsory and constitutes the minimum requirement for all employees in terms of anti-corruption training, particularly when onboarding new employees. Specific and regular training courses, notably for people identified as potentially exposed to a corruption risk, complete the training program.

DUTY OF VIGILANCE

To strengthen the vigilance program, the Compliance Department has intensified the deployment of training modules on the duty of vigilance.

HARASSMENT

In 2024, Havas has continued to strengthen measures related to the fight against harassment and reminded a zero-tolerance policy for any form of psychological or sexual harassment. Numerous actions have been taken, such as enhancing whistleblowing systems and procedures for conducting internal investigations, several communication and awareness-raising campaigns aimed at all employees were again carried out, and training for managers and employees.

THIRD-PARTY ASSESSMENT

The integrity of third parties is assessed using maps based on specific risk criteria (e.g. third party category, revenue generated and location) used to identify the different third-party categories and to align the assessment with the chosen risk level. This analysis led to the definition of third-party assessment policies based on the specific nature of each business segment. These policies set out the categories of at-risk third parties, the roles of those involved in performing due diligence, and the appropriate process within the business for deciding whether to establish or continue the business relationship.

COMPLIANCE CLAUSES

Business relationships cannot be established unless business partners are informed of the Group's anti-corruption commitments and receive documents on its Compliance Policy (e.g. Anti-Corruption Code and Responsible Purchasing Charter). Each business also ensures that their draft contracts include an anti-corruption clause setting out each party's commitments with regard to anti-corruption issues.

Alongside the anti-corruption clause, a vigilance clause consolidates contractual compliance provisions. Incorporated into commercial agreements, it provides a framework for the commitments of the parties to the commercial relationship with regard to vigilance issues.

The deployment of these clauses continued in 2024.

WHISTLEBLOWING SYSTEMS

Designed to detect risks, the whistleblowing system is deployed through a platform that is available to all Havas Group entities. This platform is accessible to all Group employees as well as third parties. It guarantees the strict confidentiality of the identity of the whistleblower, the persons targeted by the report and all information and documents gathered via the system.

Employees who witness or believe, in good faith, that they have knowledge of a case of serious breach of these codes, can also report any such non-compliance to their superiors, or they can contact directly the Compliance Department by e-mail.

BOARD REPORT

1

BUSINESS REVIEW

1.1 The Group's structure

The structure of Havas N.V. (Havas or the Company, registered with the Dutch trade register (Kamer van Koophandel under number 95011439) together with its subsidiaries (the Group) is designed to provide an integrated and tailor-made response to the needs of each of its clients globally and across all of its communications and marketing businesses.

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

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

The following table provides a breakdown of the Group's net revenue by business line for the year ended December 31, 2023 and for the year ended December 31, 2024.

(in euro millions, except percentages)	Year ended 12/31/2024		Year ended 12/31/2023	
NET REVENUE				
Havas Creative	1,081	39.5%	1,055	39.1%
Havas Media	1,040	38.0%	972	36.1%
Havas Health	619	22.6%	654	24.3%
Others/eliminations	–4	–0.1%	14	0.5%
Total	**2,736**	**100%**	**2,695**	**100%**

1.1.1 Havas Creative

Havas Creative delivers a wide range of creative services, including advertising creation and solutions, brand and design expertise, content production, marketing services, customer experience, public relations, public affairs and corporate communications, partnership, sponsorship and event solutions, business consultancy and transformation, for its over 2,400 clients globally with the support of approximately 10,000 employees.

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

1.1.1.1 ADVERTISING CREATION

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

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

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

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

To address client needs, the Group also provides brand and design services, notably through the Conran Design Group, which is a network for brand and design consultancy that includes approximately 200 professionals and is located in four main hubs: the Conran Design agency in the United Kingdom, the W&Cie agency in France, the Conran Design agency in Mumbai and the Conran U.S. agency in New York. The Conran Design Group provides clients with brand-centered solutions with respect to overall strategy, design, communication and engagement, ranging from defining and designing a brand's direction to creating unique brand experiences.

1.1.1.2 CUSTOMER EXPERIENCE AND BUSINESS TRANSFORMATION

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

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

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

1.1.1.3 PRODUCTION OF PERSONALIZED CONTENT

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

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

1.1.1.4 STRATEGIC COMMUNICATION AND INFLUENCE

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

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

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

1.1.1.5 EVENTS AND EXPERIENCES

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

1.1.2 Havas Media

The objective of Havas Media is to create and deliver premium media experiences for its over 3,000 clients supported by approximately 8,500 employees, providing them with the right media and content to connect with their target audience. The range of services provided by Havas Media includes media planning, programmatic buying, performance marketing, mobile data consulting, retail media and e-commerce, out-of-home and geo-targeted advertising, social media, experiential and fan engagement.

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

1.1.2.1 MEDIA CONSULTING AND INVESTMENT

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

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

1.1.2.2 FAN ENGAGEMENT

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

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

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

1.1.2.3 RETAIL MEDIA AND E-COMMERCE

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

Havas Market is centered around five key pillars:

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

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

1.1.2.4 MEDIA PERFORMANCE

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

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

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

1.1.2.5 DATA AND ANALYTICS EXPERTISE

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

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

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

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

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

1.1.3 Havas Health

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

It unites **Havas Life, Havas Lynx, and Jacques**, all wholly owned health and communications networks, with the consumer health businesses and practices of Havas Creative. The network has the talent, tenacity, and technology that health companies, brands, and people need to thrive in today's world.

Havas Health creates ideas and experiences to change the way people think about wellness. Using innovative technology to turn creative ideas into meaningful outcomes, Havas Health offers a comprehensive range of services to help brands across the healthcare sector to achieve their goals and contribute to improving the health and well-being of people around the world.

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

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

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

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

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

1.2 Positioning within a growing and evolving market

The Group has consistently invested in its future and developed expertise, capabilities and technological tools on a global scale. These have strengthened the Group's standing as a partner and make it ideally positioned to seize the growth opportunities presented by an increasingly complex communications and marketing industry. The Group operates across several key markets where advertising expenditure is expected to increase. According to Dentsu Global Ad Spend Forecasts December 2024, advertising expenditure is expected to grow at a compound annual growth rate of 4.4% at worldwide level, of 1.7% in France, of 4.3% in the United Kingdom and of 4.8% in North America (the Group's principal markets), respectively over the 2024-2027 period.

According to the same source, the pharmaceutical sector, main sector of the Group, is also expected to remain one of the fastest-growing industry verticals, at +5.8% expected in 2025, driven mainly by long-term macro trends such as ageing populations and product innovation. Similarly, the Group believes that it is well placed to address the expected growth in the digital and retail advertising segments over the 2024-2027 period, including through the Group's e-commerce offering through Havas Market, fan and audience engagement-focused services through Havas Play, and its data analytics expertise, for example through CSA. The evolution of the communications and marketing industry, including the digitalization of advertising and the development of new technologies, has made the Group particularly well positioned to capture this growth. In particular, the multiplications of formats, platforms and devices in a growing digital ecosystem have increased the importance for large advertisers to find sophisticated, nimble digital partners capable of assisting them in navigating this complexity, provide end-to-end capabilities and ultimately fuel growth. This new, more complex reality where digital and technology tools are at the forefront presents numerous opportunities, validating the Group's investments in data, technology and AI to respond to its clients' needs. For example, the Group's capabilities to deliver at-scale content and services across several platforms allow it to fully exploit the significant increase in media space for the benefit of its clients. Similarly, because clients now expect advertisers to monitor customer journeys across all channels and ecosystems, the enhanced tools, organizational agility and cross-industry knowledge developed by the Group deliver exceptional added value that sets the Group apart. The Group's commitment to adjust rapidly to an evolving environment is further evidenced by the unveiling of its "Converged" strategy in June 2024, which the Group has already successfully commenced deploying for certain of its clients.

1.2.1 Industry trends

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

- **Adaptation to change**: the advertising industry is undergoing significant changes in a very dynamic environment, including as a result of rapid technological advancements, the convergence of e-commerce and marketing, the development of dedicated markets, changing client expectations, media fragmentation, the continued prominence of connected devices and the emergence of new digital formats, the rise of generative AI, increasing restrictions on the use of third-party cookies and uncertainty regarding their future availability, a continued focus on data protection and polarization around environmental and social issues. For these reasons, advertisers must show a high degree of agility, commitment to innovation and culture of change to remain relevant and deliver at the highest level;

- **AI at the forefront**: the opportunities offered by AI to advertisers are expected to have a profound impact on the market, the tools used by agencies, the expectations of their clients, and the nature of the content and services delivered, meaning that advertisers have to adapt, invest and proactively redesign the way they conduct business, win clients and provide services going forward;
- **The role of culture**: by understanding and integrating cultural contexts, brands can forge deeper, more meaningful relationships with their audiences and clients by delivering immersive experiences. Accordingly, advertisers are expected to tailor and personalize the content they produce and the services they deliver to the cultural context of their clients' audience;
- **The rise of activism**: brand activism is on the rise and consumers are increasingly showing awareness of brands' positioning on certain social and political issues. Similarly, advertisers have to be cognizant of the values and attitudes of the market at hand to deliver content and services that are aligned with the values supported by clients and their target audience;
- **Cross-media measurement**: the need for a holistic view of audience behavior, including as a result of the multiplication of media platforms and the rise of omni-channel marketing, is prompting advertisers to pursue cross-media measurement solutions. Advertisers have to adapt to such new realities, especially in digital advertising, by developing appropriate tools to access real-time data insights and maximize the effectiveness of their campaigns by personalizing them.

1.2.2 Competitive landscape

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

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

1.2.3 Industry recognition

The Group has been consistently awarded honors and recognitions across various industry disciplines over the years for the impact, quality and effectiveness of its work. The Group was particularly successful recently with its agencies winning a total of 1,575 awards and best-of rankings in 2024 and receiving accolades at the world's most prestigious festivals and ceremonies. The Group continued to shine in 2024 as demonstrated by the recent significant industry recognitions listed below:

- **BETC was ranked the first creative agency in the world by WARC**, the global authority on marketing effectiveness that evaluates agency and campaign performance, in its 2024 Rankings, marking the first time a French agency managed to reach this prestigious position. Havas Creative and Havas Media were also ranked by WARC in the top six Creative and Media Agency Networks, respectively, and the Group in the top five Holding Companies under both Creative and Media rankings. Five agencies of Havas Creative also saw their work listed by WARC in the Top 100 Creative Campaigns, including Havas Paris for its "Anne de Gaulle" campaign which was part of the top ten. As for Havas Media, eight agencies were mentioned in the Top 100 Media Campaigns listed by WARC, including Havas Play France for "Adopt A Mod" and HOY Buenos Aires with "I Don't Remember" in the top ten. First French agency to receive this award, BETC Paris received a Grand Prix at Little Black Book's The Immortal Awards with their campaign "Papa" for Canal+;
- At the **Cannes Lions**, the International Festival of Creativity, held in Cannes in June each year, 12 Group agencies (**Arnold Boston, BETC Paris, BETC Havas Brazil, Buzzman, Havas Costa Rica, Havas Germany, Havas Lynx UK, Havas Paris, Havas Republica, Havas PR Pundit, One Green Bean, and Uncommon**) won a total of 25 awards, including three Gold Lions, ten Silver Lions and twelve Bronze Lions. Among the awarded agencies, Uncommon won a Gold Lion and three Silver Lions with the "Windows" campaign for British Airways, as well as a Gold Lion for Havas Germany with "The Big Shake Up" for Aktion Deutschland Hilft, and Buzzman a Gold Lion for its work for Burger King, with "The Unnoticeable Whopper". The 2024 edition of Cannes Lions is an exceptional vintage for the Group, with an increase of 32% in the number of awards won across four continents compared to 2023. On this occasion, Jacques Séguéla, honorary Chairman of Havas' Creative Council, also received the prestigious Lion of St Mark lifetime achievement award;
- At the **2024 Clio Awards**, the Group's agencies received significant recognition, with 49 awards, including one Grand Prix by Havas Gurisa for Loterías y Quinielas del Uruguay, the first ever Grand Prix for the Latin America region. In addition, Havas London won Gold with "Me, My Autism & I" for Vanish, as did BETC with the "Papa" campaign for Canal+ and "Rob it to get it" for Distance;
- Finally, the Group was named second among the best 20 networks in the **2024 ACT Good Report**, a ranking developed in 2014 to promote sustainability and social responsibility and raise awareness of major social and environmental issues by ACT Responsible, an international non-profit association affiliated with the United Nations' Department of Global Communications and Global Compact, in collaboration with WARC. Havas Paris also achieved the third place, among the best 25 agencies, and "Anne de Gaulle" by Havas Paris, "The Best Religion is Love" by Havas Peru, and "Winter in Germany" by Havas Germany were among the Best 40 Campaigns for Good.

1.3 Milestones 2024

JANUARY

CONSUMER ELECTRONICS SHOW

During the Consumer Electronics Show, Havas invited its clients to explore the future of innovation. Havas also launched the "Superhuman Era" report, which explores the transformation of the health and wellness sector through technology.

FEBRUARY

LEDGER BENNETT ACQUISITION

Havas announces the acquisition of UK-based global B2B marketing agency Ledger Bennett. It is the latest strategic acquisition by Havas to evolve its operating model as clients accelerate their transition to become more customer-centric organizations.

MARCH

BETC, FIRST CREATIVE AGENCY IN THE WORLD

For the first time in history, a French agency has topped the prestigious WARC rankings, that lists the most creative ad agencies in the world. A huge recognition for French creativity.

WILDERNESS ACQUISITION

Havas acquires award-winning social-first marketing agency Wilderness, enhancing existing capabilities to help clients better connect with their audiences through meaningful content and experiences.

APRIL

TED CONSULTING ACQUISITION

Havas acquires a French data consultancy firm TED Consulting. Specialized in all aspects of digital transformation, TED Consulting will enhance the use of data through unique expertise in AI powered hyper-automation.

MAY

LAUNCH OF THE CONRAN DESIGN GROUP NETWORK

Havas announces the launch of Conran Design Group network, a new global offering dedicated to brand and design in London, Paris, Mumbai and New-York.

LIQUID ACQUISITION

Havas acquires a leading omni-commerce company Liquid, marking a significant step forward in enhancing its e-commerce and retail media capabilities.

JUNE

THE HAVAS CAFÉ

Havas' agencies win 25 awards at the Cannes Lions Festival and, as every year, Havas host the Havas Café in Cannes where all its guests have the opportunity to take part in panels, roundtables and conversations with experts.

LAUNCH OF CONVERGED

Yannick Bolloré announces the new groupwide Operating System called Converged, powered by the best technology. This marks an important evolution to its global strategy and significant investments to better answer clients' needs.

LION OF ST MARK

To celebrate his lifetime achievements, Jacques Séguéla has been honored with the prestigious Lion of St Mark Award, a few months after his 90th birthday. Havas launches a new network of health agencies, named Jacques.

JULY

HOTGLUE ACQUISITION

Havas acquires leading independent Australian media agency and creative production company, Hotglue.

ECOVADIS GOLD MEDAL

With an overall score of 75/100, Havas has been awarded the EcoVadis Gold Medal at the Group level, in recognition of its continuous efforts to enhance sustainability performance.

AUGUST

OLYMPIC GAMES

From the opening and closing ceremonies to branding, client support, brand engagement, PR and hospitality, the Group was involved in the organization of the 2024 Olympic and Paralympic Games.

SEPTEMBER

DMPG ACQUISITION

Havas acquires UK-based global digital data agency DMPG to power clients' data and tech transformations.

OCTOBER

MEANINGFUL BRANDS

Havas publishes the 2024 edition of its global annual Meaningful Brands™ study, conducted with YouGov across +156k citizens, 24 markets and +2,600 brands, revealing newfound resilience during a period when global crisis has become the norm.

HAVAS MEANINGFUL BRANDS ™

NOVEMBER

CAPITAL MARKETS DAY

During its Capital Markets Day in London, CEO Yannick Bolloré, alongside members of Havas' executive leadership team, outlines the Group's growth strategy and financial targets in the context of its contemplated listing in Amsterdam.

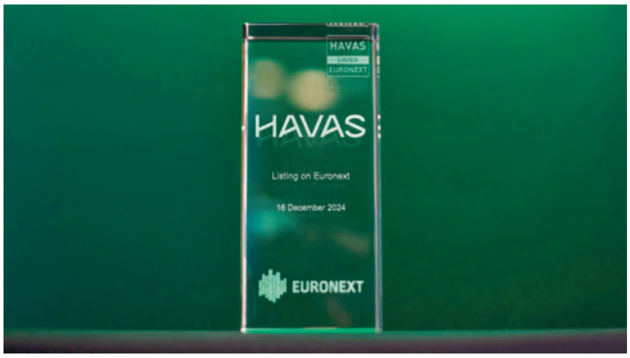
GLP1 DAY

Following the launch of Havas' GLP-1 Prosumer Report in June, the Havas New-York Village hosted a special event, the GLP-1 Day to explore the significant impact that these drugs are bringing about, and how this can be an opportunity for brands.

DECEMBER

PUBLIC LISTING

On December 16th, havas has officially rung the bell announcing its successful listing on Euronext Amsterdam. Now, as an independent, publicly traded company, Havas is excited to embrace a new era of growth and innovation.



A historic year

BOARD REPORT

2

STRENGTHS AND STRATEGIES

2.1 Strengths

2.1.1 The Havas Village integrated and client-centric model

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

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

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

Moreover, the Group believes this structure creates a "client-centric" model in multiple ways. First, it simplifies client interactions with the Group's agencies by providing them access to a broader range of services and expertise. Moreover, the Group believes that the collaboration resulting from this integrated approach can help produce more effective communications and marketing campaigns for clients by enhancing the consistency in the standards with which the agencies deliver their services, the speed and efficiency with which the agencies deliver those services, and the creative value of its services. Havas Villages also provides the Group with the opportunity to deploy employees with specific creative or other expertise across different agencies and markets, depending on the requirements of a particular client or project. The Group benefits from a relatively young workforce (average age at the Group level for the year ended December 31, 2024 was 36,1 years old) that regularly infuses new perspectives and skillsets. For a description of the Group's global employee turnover rate (reflecting all departures) and its voluntary turnover rate (reflecting voluntary departures).

The agencies are enabled by several Havas Centers of Excellence, which represent the Group's technological centers of expertise. Each Havas Center of Excellence, together including over 1,100 skilled professionals, brings together experts specialized in fields such as production, e-commerce, data management, and customer experience. Located in various parts of the world, such as India, Peru and Spain, they provide their services to agencies across the Group, adapting to different time zones and regulations, while also having the capability to serve clients directly.

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

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

2.1.2 Significant data, technology and AI capabilities

Havas consistently strives to provide solutions tailored to clients' needs in a rapidly changing environment. The Group leverages data, technology and AI capabilities to empower its teams and clients with the tools to optimize each major phase of the design, creation, production and delivery of its communication and marketing services.

The Group has invested over the past decade to equip its teams and clients with the latest technological tools through internal development, acquisitions and partnerships. In particular, the Group was an early adopter of AI tools, using data-driven algorithms in the context of its programmatic media buying services over the past 10 years. It has remained focused on recent developments, including generative AI. This technology is driving a significant evolution in the industry by making it possible to create texts, images, sounds and videos instantly. By way of example, the Group uses an AI-powered large language model to automatically generate product descriptions that can then be used to feed consumers content and optimize online shopping services for the Group's clients.

AI is used by the Group to refine its targeting strategies, to adapt quickly to changing market conditions and consumer preferences and to help ensure that clients' campaigns remain relevant and impactful in a dynamic communications and marketing landscape. For instance, the Group uses "Propensity" which is a machine learning algorithm able to segment consumers into different categories based on their propensity to buy into a given brand group with a high level of granularity.

The Group's tools and solutions further include, for example, the CSA measurement suite, which is a platform that hosts a number of specific data and measurement tools, allows the Group to use its technology, data, and analytics expertise to provide its clients a comprehensive view of marketing performance through consultancy (data strategy and audits), technology (data management, audience optimization) and science (measurement and attribution, predictive modeling). Additionally, "Client Space", which consists in dashboards that are made available to agencies across the Group and to designated clients, serves a knowledge management function by centralizing information about different advertising campaigns. Tools developed by Havas Market, such as Forecast (a proprietary forecasting tool supported by a robust methodology), allow clients to assess their potential for e-commerce growth and identify where additional focus is needed. Moreover, the Group is in the process of launching a dedicated AI studio in Pantin, France.

Havas has forged key strategic partnerships to further enhance its technology capabilities including with Adobe, Microsoft (Copilot, OpenAI), Google (Vertex, Gemini) and with the consulting firm Trinity Life Sciences enhances the Group's offering in the healthcare sector through Trinity's analytics capabilities in respect of life sciences industry.

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

2.1.3 Historical financial model combining growth, margin expansion and strong cash conversion

Havas business model has demonstrated recent robust financial performance and the Group's healthy financial position provides significant flexibility to both support future investments and present attractive returns for shareholders. The Group has delivered strong financial performance over the 2019–2024 period (notwithstanding the adverse effects of the pandemic in 2020), with an average annual growth rate in net revenue of 3.9% per year, supported by organic business expansion (representing 1.7% per year) and M&A activity (representing 1.9% per year). From a geographic standpoint, all regions provided solid growth over this period, with average net revenue increases in the Group's geographic segments of 9.3% in Latin America, 6.1% in Asia-Pacific and Africa, 3.5% in North America and 3.7% in Europe. This financial performance is a testament to the Group's successful and resilient business model, which is supported by stable revenue streams generated from its strong client relationships. The Group also demonstrated its ability to improve its operating profitability, increasing its Adjusted EBIT and Adjusted EBIT margin by €95 million and 170 basis points during this period of 2019-2024. The Group's improved margins were driven in part by the Group's "cost plus" model for its advertising activities and an evolution in media services from commission-based remuneration to a combination of retainer fees and outcome-based compensation.

The Group's business model has historically been characterized by relatively low capital expenditures, resulting in a high cash conversion rate in the 80% to 90% range over the 2019–2024 period reflecting average free cash flows of EUR 315 million per year. The Group has also maintained a positive net cash position, with a net cash position (excluding lease liabilities and earn-out and buy-out obligations) of €211 million at the end of December 2024 (after the payment of an exceptional dividend of €150 million). The Group's recent robust financial performance and healthy financial position are also a testament to the Group's successful deployment of its acquisition strategy. Over the 2022-2024 period, the Group has executed 23 acquisitions, strengthening its expertise and geographical coverage and contributing to the Group's growth. The Group's approach to acquisitions is characterized by a structure that favors optimal integration post-acquisition, including through a strong emphasis on cultural fit and a partnership model. This approach is designed to increase the probability that the acquisitions will be accretive beyond the short-term and generate a return on its investment. Building on the strength of its business model and its healthy financial condition, the Group believes that it is in a solid position and has the required financial flexibility to continue delivering shareholder value without compromising on the investments required to remain a leader in its field.

2.2 Strategies

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

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

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

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

2.2.1 A new strategy extending the Group's integrated model: Converged

The Group has developed a client-centric and integrated model that is underpinned by a decentralized but cohesive organizational structure, reflected in its Havas Villages and Centers of Excellence.

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

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

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

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

i) ***Intelligence:*** this step leverages the Group's access to an extensive number of data points through large and diverse datasets by centralizing it into a single data repository. This enables the creation of specific audience segments who share characteristics, behaviors, or demographics, providing a unified view of a large number of audience data points, resulting in increased efficiency (for example, by using all data available), reducing generic targeting and more accurately positioning the client's brand to capture the consumers' demand;

ii) ***Design:*** the Group's teams integrates the insights derived from the intelligence phase in their design of the communications and marketing blueprints for the Group's clients. Agency teams are able to use tools on the platform to help design communication and marketing plans. These tools include, for example, sophisticated, AI-based scenario planning tools to allocate budgets across markets, portfolio, channels and over time, as well as generative AI platforms to experiment with and visualize creative ideas and concepts;

iii) ***Activation:*** this step focuses on the manner in which to deploy the communication and marketing plans developed during the design phase. Agency teams are able to use tools on the platform to, for example, accurately target consumers using both deterministic (profile-based) and probabilistic (AI-based) matching, categorize product inventory based on its expected appeal, brand safety and carbon impact, and dynamically deliver content appropriate for the right audience and context by using generative AI; and

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

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

2.2.2 A focus on innovation and investments in data, technology and AI capabilities

Havas intends to continue investing in what it believes to be the most effective data and technology and AI tools. As part of this effort, the Group announced in June 2024 an additional expected €400 million of investments (defined as total of Opex, Capex and M&A spending), including in new capabilities, tools, international networks and strategic partnerships (in addition to payments in relation to earn-out and buy-out obligations related to past acquisitions), between 2024 and 2027, as part of its "Converged" strategy. This would bring the total amount of investments made by the Group in such areas since 2014 to approximately €1 billion.

2.2.2.1 INNOVATIVE SOLUTIONS

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

2.2.2.2 RESEARCH & DEVELOPMENT EFFORTS

The Group is also focused on innovation through its dedicated research and development ("R&D") and technology and data teams. The Group expects to continue its focus on exploring use cases for emerging technologies, including generative AI, machine learning and advanced data analytics. The Group believes these technologies have a wide range of applications, including the ability to be used to better inform and improve its clients' advertising choices, particularly in terms of modeling the expected target audience or calculating the effectiveness of media actions. Moreover, these technologies can be used to streamline the Group's content production, from development to content management, in an effort to deliver efficiency gains and cost savings to its clients.

The Group invests significantly in cutting-edge technologies to enhance its service offerings, optimize campaign effectiveness and drive client success. Through its dedicated expert teams and supported by more than 2,200 data, technology and customer experience specialists, the Group seeks to both enhance the effectiveness and efficiency of its current services and pioneer new solutions that set benchmarks in the communications and marketing industry. For example, the Group's global content-at-scale network, Prose on Pixels, which integrated several of the Group's production practices into a single offering, was enabled by the Group's investment in technologies. This commitment to R&D is at the core of the Group's strategic vision to remain at the forefront of this dynamic and competitive market. Note that the R&D efforts are mostly to Research and is not capitalized.

2.2.2.3 ACCELERATED INVESTMENTS AND STRATEGIC PARTNERSHIPS

Havas intends to continue investing in what it believes to be the most effective data and technology and AI tools. As part of this effort, the Group continues to invest in new capabilities, tools, international networks and strategic partnerships. For example Havas has entered into an expanded partnership with Adobe in 2023, enabling all Havas agencies to leverage Adobe's AI-powered content supply chain solutions and creative generative AI solutions.

This partnership empowers approximately 5,000 users globally to integrate Adobe's technology into the Group's processes, including with respect to visualization, image search and resizing, production (content generation, personalization and optimization) and project management through Adobe Workfront. For example, with Adobe GenStudio, agencies can choose from a range of content creation techniques and methods. It also provides them with usage and performance data to evaluate the effectiveness of creative content and campaigns.

In addition to Adobe, the Group has also entered into numerous partnerships with other established industry players. The Group's technology capabilities are enabled by a global team of specialists that are certified across various software and solutions used by the Group and its clients, including data specialists fully focused on data analysis, data science and data strategy.

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

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

2.2.2.4 TRAINING AND THOUGHT LEADERSHIP

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

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

2.2.3 An attractive talent strategy

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

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

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

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

The "People" pillar of the Group's CSR strategy also reflects the Group's commitment to foster an inclusive workplace that prioritizes the well-being and professional development of its employees, recognizing that varied perspectives enhance creativity and innovation.

2.2.4 A disciplined acquisition strategy

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

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

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

The Group intends to continue its disciplined external growth strategy, which is supported by a positive track record. Over the period 2019-2024, the Group estimates that contributions to net revenue from new acquisitions represented, on average, approximately 1.9% of its net revenue per year. Most recently, the Group has executed 23 acquisitions from 2022 to 2024, including notably Uncommon in the United Kingdom and PivotRoots in India.

Havas has also been recognized as the top 10 M&A buyer in 2024 among advertising holding networks according to Ciesco's 2024 Global M&A Activity Overview.

The Group is aiming to generate contributions to net revenue from new acquisitions averaging between €40 million and €50 million per year over the medium term, driven by the execution of the Group's external growth strategy.

BOARD REPORT

3

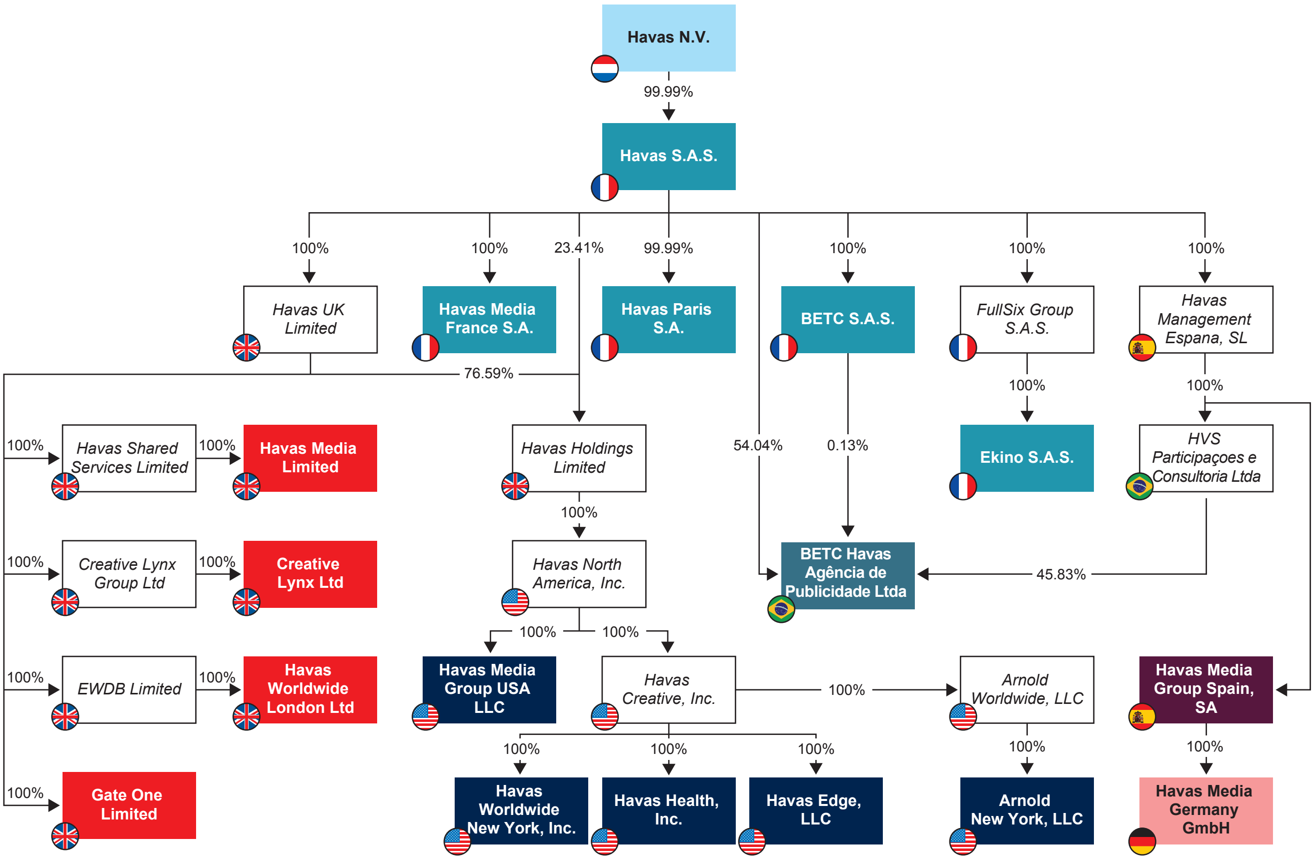
ORGANIZATIONAL AND REPORTING STRUCTURE

3.1 Organizational structure

The Company owns and operates, indirectly through Havas S.A.S. and its direct and indirect subsidiaries, the Havas Business.

The Company is a holding company without material direct business operations. The principal assets of the Company are the equity interests it directly or indirectly holds in Havas S.A.S. and its direct and indirect subsidiaries.

The simplified organizational chart below shows the legal organization of the Group and its main subsidiaries as December 31, 2024.



3.2 Corporate executives

The table below presents the key top corporate executives at Havas.

Name	Start of service at Havas	Position
Yannick Bolloré	2011	Executive Director, Chairman and CEO Havas Group
Alfonso Rodés Vilà	1996	Executive Director, Chairman, Havas Media Network, Chairman, Havas Spain
Jean de Yturbe	1980	Executive Director, Director of Development
François Laroze	2011	Chief Financial Officer and Chief Operating officer
Michel Dobkine	2008	General Secretary

Yannick Bolloré, Chairman and CEO, Havas Group

Mr. Yannick Bolloré is a graduate of Paris-Dauphine University in 2001. He co-founded the production company WY Productions in 2002. In 2006, he joined his family group, the Bolloré Group, to launch and develop its media division. Within five years, Bolloré Média became a leading independent French TV group and was subsequently sold to Canal+, making the Bolloré Group a shareholder in Vivendi. He then joined the Group in 2011 and became Chairman and Chief Executive Officer (Président-Directeur général) of Havas SA in 2013. Mr. Yannick Bolloré was appointed Chairman of the Supervisory Board (Conseil de surveillance) of Vivendi in April 2018. In connection with the Vivendi Spin-Off, in October 2024, Yannick Bolloré was appointed Chairman of the Supervisory Board of Canal+ SA and Director of Louis Hachette Group. Mr. Yannick Bolloré was named a Young Global Leader in 2008 by the World Economic Forum. He has received numerous honors and awards from international associations and the business press. He is also a Chevalier de l'Ordre des Arts et des Lettres.

Alfonso Rodes Vilà, Chairman, Havas Media Network, Chairman, Havas Spain

Prior to his move into Havas, Mr. Alfonso Rodés Vilà accrued over fifteen years of experience in the banking sector. Mr. Alfonso Rodés Vilà's progress within the Havas Media Network team started over twenty years ago in 1996 with his appointment as Chief Corporate Development Officer of MPG. At that time, MPG was operational in Spain, Portugal and Mexico. In 2001, with the group operating in over 13 markets, he also became Chief Executive Officer of MPG for Spain and Southern Europe. Mr. Alfonso Rodés Vilà became CEO of Havas Media Network, the global media network of Havas, in 2006. In March 2011, Mr. Alfonso Rodés Vilà was appointed Deputy CEO of Havas SA and in 2016 was appointed Chairman of Havas Spain as the Group moved forward with its integration strategy. In November 2017, Mr. Alfonso Rodés Vilà was appointed Chairman of Havas Media Network.

Jean de Yturbe, Executive Director and Director of Development

Mr. Jean de Yturbe is a graduate from Babson in Business Administration. After six years with Lanvin as Worldwide Marketing Director, he became International Director of Havas Conseil in 1980 and Chairman of HDM Europe in 1985. He was appointed Chairman of Eurocom Advertising Worldwide in 1990. He joined Bates in 1993 as Chairman of Bates Europe and Executive Director of Cordiant Plc, and became CEO of Cordiant in 2002. He joined Havas SA in September 2003 as Director of Development.

François Laroze, Chief Financial Officer and Chief Operating Officer

Mr. François Laroze is a graduate of the Institut d'études politiques de Paris (Sciences Po). He joined the Bolloré Group in 1987, where he notably served as Financial Director of Delmas (shipping), Corporate Secretary of Havas Media'' France and Group Controller of Bolloré Group. In 2011, he was appointed Chief Financial Officer of Havas, a position he continues to hold while also serving as a member of Management Board (Directoire) of Vivendi and its Chief Financial Officer since June 24, 2022. Following Havas' listing on Euronext Amsterdam, he was promoted to Global Chief Operating Officer, in addition to his role as Chief Financial Officer, in March 2025.

Michel Dobkine, General Secretary

Mr. Michel Dobkine has been General Secretary and General Counsel of Havas since 2008. He is a qualified lawyer and an alumnus of the French National School for the Judiciary (École nationale de la magistrature). He began his career as Deputy Public Prosecutor from 1983 to 1986 before being appointed a Magistrate in the central administration of the French Ministry of Justice in 1987 until 1992. From 1992 to 1999, he served as Head of Financial, Economic and Social Legislation, then as Deputy Director of Economic and Financial Affairs at the French Ministry of Justice. In 2001, he became Deputy Director at the French Ministry of the Budget and Budgetary Reform. In 2002, Mr. Michel Dobkine was appointed Public Prosecutor at the Nîmes Court of Appeal, and in 2005 he became Director of the French National School for the Judiciary. In 2007, he was appointed Cabinet Director of the Ministry of Justice, and the same year became Advocate General at the Court of Cassation (Commercial Chamber) before taking leave in 2008, the year he joined Havas as Secretary General. Since 2015, Mr. Michel Dobkine has been a member of the Council of the Faculty of Law and Political Science at the University of Paris Ouest Nanterre La Défense. From 1992 to 1998, he taught civil law at the university of Paris-I with Professor Catherine Labrusse-Riou. He is a former Associate Professor of the University of Paris-X where he also taught a masters seminar in corporate law litigation. Mr. Michel Dobkine was awarded the rank of Chevalier de la Légion d'honneur and the rank of Officier de l'Ordre National du Mérite. He was also named Officier dans l'Ordre des Palmes académiques.

BOARD REPORT

4

FINANCIALS REVIEW

4.1 Key figures

For more detailed financial information, please refer to Chapter 9, Financial Statements.

For definitions of Alternative Performance Measures, or non-IFRS measures please refer to the financial glossary located in the appendices of this press release.

(in euro millions)	2024	2023	Change %
Revenue	2,863	2,872	–0.3%
Net Revenue	2,736	2,695	+1.5%
Organic growth			*–0.8%*
Adjusted EBIT	338	327	+3.4%
% margin	*12.4%*	*12.1%*	*+30 bps*
Net Income	189	184	+2.7%
Net Income, Group share	173	167	+3.6%

4.2 General comments on business activity

2024 was another year of growth for Havas. Net Revenue reached an all-time high of €2,736 million, increasing by +1.5% in absolute terms.

Organic growth of Net Revenue was –0.8% for the full year.

The effect of acquisitions and disposals in the current year had a positive impact in 2024, accounting for +2.5%; foreign exchange rate had an almost neutral impact at –0.2% on Net Revenue.

Revenue for the 2024 fiscal year amounted to €2,863 million, a declineof 0.3% compared to 2023.

4.3 Net revenue by geographical region

	Net Revenue		
(in euro millions)	2024	2023	Organic Growth %
Europe	1,355	1,289	1.2%
North America	925	984	–6.6%
Asia Pacific and Africa	263	247	1.1%
Latin America	196	176	14.7%
Eliminations	(3)	(1)	Na
Group Total	**2,736**	**2,695**	**-0.8%**

Europe: Throughout 2024, Europe recorded an organic net revenue increase of +1.2% compared to the same period in 2023. France delivered a positive performance, driven notably by momentum from the Olympic Games. The United Kingdom posted a negative performance, weighed down by Havas Health and Havas Creative.

North America: This region ended the year down –6.6% organically, primarily due to the loss of Pfizer as a client at the beginning of 2024. Havas Media experienced a challenging year in North America in 2024, while Havas Creative recorded a solid performance.

APAC & Africa: These regions recorded a positive organic performance, +1.1%, driven by Havas Media, whose market positions are significant, and by Havas Health.

Latin America: This region experienced very strong organic growth at +14.7% in 2024, particularly in the fourth quarter. This excellent performance is driven by Havas Creative and Havas Media Networks, with double-digit organic growth.

4.4 Acquisitions completed in 2024

In line with its strategy, Havas maintained strong momentum in acquisitions, integrating six new agencies in 2024:

- **Ledger Bennett** (UK), a global B2B marketing agency;
- **Wilderness** (UK), an award-winning social first marketing agency enhancing Havas' existing offering in this promising field;
- **TED Consulting** (France), a data consulting and digital transformation agency;
- **Liquid** (Middle East), a leading omni-commerce company acquired to enhance Havas' e-commerce and retail media capabilities;
- **Hotglue** (Australia), an agency specialized in advanced media and activation solutions throughout the customer decision journey;
- **DPMG** (UK), an Adobe top 3 recommended independent agency that further strengthens Havas' global data, tech and analytics capabilities.

These acquisitions are in line with Havas' client-centric approach, aimed at diversifying the solutions offered to clients in terms of digital, data and artificial intelligence integration.

4.5 Analysis of financial performance

(in euro millions)	2024	2023
Revenue	**2,863**	**2,872**
Costs rebilled to customers	(127)	(177)
Personnel costs	(1,851)	(1,833)
Other income	107	89
Other expenses	(535)	(500)
Depreciation and amortization	(113)	(121)
Performance shares	(5)	(3)
Adjusted Ebit (a)	**338**	**327**
Impairment goodwill/Earn-out updated	5	2
Restructuring	(29)	(19)
Operating income (EBIT)	**315**	**310**
Net financial expense	**(37)**	**(31)**
Income before tax	**278**	**279**
Income taxes	(89)	(95)
Net Income	**189**	**184**
Non-controlling interests	(16)	(17)
Net income attributable to the shareholders of Havas	**173**	**167**

(a) Alternative Measure Performance, please refer to the Glossary at the end of this Annual Report Chapter Other Information.

Adjusted EBIT stood at €338 million and is at the top end of the target range of the previously announced 2024 guidance.

Adjusted EBIT margin reached 12.4% compared to 12.1% for 2023.

Personnel costs have been well managed. The workforce at year-end 2024 comprised 22,610 people, and restructuring costs amounted to €29 million in 2024, compared to €19 million in 2023. These changes are consistent with business trends.

The financial result was negative at €37 million for the year 2024, compared to €31 million in 2023. Interest stood at €2 million, compared to €8 million in 2023. Additionally, the Group recorded non-recurring financial expenses of €9 million, related to an exceptional cash performance award, in connection with the Admission of Havas N.V. and the work played. For more detailed information, please refer to Chapter 8.

The tax expense for the 2024 fiscal year was €89 million, compared with €95 million in 2023.

The effective income tax rate stood at 31.9% (compared to 34.0% in 2023).

Net Income attributable to the Group reached €173 million.

Excluding the non-recurring financial charges of €9 million**,** Net Income attributable to the Group would have been €182 million, an increase of almost 9%.

4.6 Cash flow generation

(in euro millions)	2024	2023
Operating activities		
Net income	189	184
Elimination of non-cash items	211	235
Tax paid	(87)	(89)
Changes in working capital	(71)	11
Net cash provided by operating activities	**242**	**341**
Net cash used in investing activities	**82**	**(94)**
Net cash used in financing activities	**(447)**	**(243)**
Effect of exchange rate changes on net cash	23	(28)
Net increase/(decrease) in net cash	**(100)**	**(23)**
Net cash at opening	**322**	**345**
Net cash at closing	**222**	**322**

In 2024, **cash flow generated by operating activities** amounted to €242 million, down by €(99) million compared to 2023, mainly due to an unfavorable change in working capital requirements.

The change in **working capital** was negative, amounting to €(71) million (compared to a positive change of €11 million in 2023).

Cash flow used in investing activites amounted to €82 million, compared to €(94) million in 2023. This change in variation is mainly explained by the Loan to Vivendi S.E. for €116 million.

Cash flow used in financing activites, amounted to €(447) million. compared to €(243) million. This change in variation is mainly explained by the **dividends paid,** amounted to €251 million, of which €150 million to Vivendi, as an exceptional dividend.

For more detailed figures information, please refer to the financial statements chapter.

4.7 Financial structure

(in euro millions)	12/31/2024	12/31/2023
Assets		
Non-current assets	3,185	3,147
Current assets	3,491	3,754
Total assets	**6,676**	**6,901**
Equity and liabilities		
Total equity	1,907	1,959
Non-current liabilities	650	690
Total current liabilities	4,119	4,252
Total liabilities	**6,676**	**6,901**

Consolidated equity amounted to €1,907 million.

As of December 31, 2024, **Net Cash** stood at €211 million. Excluding the payment of the exceptional dividend, net cash would have been €361 million, compared to €430 million as of December 31, 2023.

4.8 Forward-looking statements

Havas looks to 2025 with confidence and enthusiasm poised to generate profitable growth, building on historically solid fundamentals. The Group will continue to globally roll out its Converged strategy and Operating System and strengthen capabilities in high growth areas, bolstering its customer experience network, developing digital, retail and entertainment media services, enhancing expertise networks in brand and design, as well as strategic advisory, and optimizing its content-at-scale network. Having embraced AI and integrated it into its operations, Havas has developed over the past months “Havas AI”, a dedicated AI offering, to provide clients with a tailored approach and a full suite of services across consulting, proprietary products, and delivery services, helping them make the most of this transformative technology.

The Group will also pursue its strategy of targeted acquisitions. **Since the beginning of 2025, Havas has acquired majority stakes in 3 agencies:**

- **CA sports** (Spain), an agency specializing in sponsorship strategy and business development through sports, which joined Havas under Havas Play, the Group’s sports and entertainment network dedicated to connecting brands to audiences through their passions;
- **Channel Bakers** (United States), an award-winning e-commerce media agency and leader in retail media innovation, reinforcing Havas Market’s global offering; the agency is an Amazon Ads advanced partner;
- **Don** (Argentina), one of the most prominent, multi-award-winning creative agencies in Latin America, joined Havas Creative Network, strengthening Havas’ global creative presence and reaffirming its longstanding commitment to investing in creativity.

Havas confirms its guidance for fiscal year 2025, namely:

- Net Revenue organic growth above 2% compared to 2024;
- Adjusted EBIT margin between 12.5% and 13.5%;
- Dividend payout ratio of around 40%

For the Year 2025, Havas intend to pursue its staff recrutement in coherence with the business evolution. The Group would also pursue its capital allocation with financing acquisitions, in line with its objectives to acquire 5 to 10 acquisiotns (majority stakes) and its capital expenditures needs, in line with the evolution of the business.

The Group also confirms its medium-term financial targets for fiscal year 2028:

- Adjusted EBIT margin between 14.0% and 15.0%;
- Dividend payout ratio of around 40%.

BOARD REPORT

5

CORPORATE GOVERNANCE

Havas N.V. (**Havas** or the **Company**) is a public limited liability company *(naamloze vennootschap)* governed by the laws of the Netherlands and is registered with the Dutch trade register (*Kamer van Koophandel*) under number 95011439. The Havas Ordinary Shares (as defined in Section 6.1 "*Authorized and issued share capital of the Company*") were first admitted to listing and trading on Euronext Amsterdam (the "**Admission**"), the regulated market of Euronext Amsterdam N.V., on December 16, 2024.

5.1 Management structure

The board of directors of the Company (*raad van bestuur*, the "**Board**") has a one-tier board structure comprising executive directors (the **"Executive Directors"**) and non-executive directors (the **"Non-Executive Directors"**). The Executive Directors are primarily responsible for all day-to-day operations of the Company. The Non-Executive Directors supervise (i) the Executive Directors' policy and performance of duties and (ii) the Company's general affairs and its business and render advice and direction to the Executive Directors. The Board is entrusted with the management of the Company and for such purpose has all the powers within the limits of the law that are not granted by the articles of association of the Company (the "**Articles of Association**") to others. In the performance of their tasks, the Directors are guided by the interests of the Company and the enterprise connected with it. Under Dutch law, the Company's interests extend to the interests of all its stakeholders, including its shareholders, creditors and employees.

The Company acknowledges the importance of good corporate governance and complies with most of the principles and best practice provisions of the Dutch Corporate Governance Code of December 20, 2022 (the **"DCGC"**), the full text of which can be found on https://www.mccg.nl/. Deviation from any of the principles and best practice provisions of the Code are explained under Section 5.12 of this Annual Report in accordance with the DCGC's "comply or explain" principle. Substantial changes in the Company's corporate governance structure and in the Company's compliance with the DCGC, if any, will be dealt with at the annual general meeting of the Company (the "**General Meeting**") held each year within six (6) months after the end of the Company's financial year (the "**Annual General Meeting**") as a separate item. On March 20, 2025, the Corporate Governance Code Monitoring Committee published an update to the DCGC. The updated DCGC is applicable in respect of financial years starting on or after January 1, 2025, and as such did not apply to the financial year ended on December 31, 2024.

This annual report for the financial year ended on December 31, 2024 (the "**Annual Report**") also includes the information that the Company is required to disclose pursuant to the Dutch Decree on Article 10 of the Takeover Directive *(Besluit artikel 10 overnamerichtlijn)* and the Dutch Decree on the content of the Board Report *(Besluit inhoud bestuursverslag).*

5.2 Board

5.2.1 Power, responsibilities and functioning

The Board is the executive and supervisory body of the Company. It is entrusted with the management of the Company, supervises the general course of affairs in the Company and the business affiliated with the Company and is responsible for the continuity of the Company. The Board is accountable for these matters to the General Meeting.

The Board's responsibilities include, among other things, developing a view on sustainable long-term value creation by the Company, determining the Company's strategy and risk management policy, appointing and dismissing the senior internal auditor, annual assessment of the way in which the internal audit function fulfils its responsibility and approving the audit plan drawn up by the internal audit function, ensuring compliance with legislation and regulations and the corporate governance structure of the Company, publishing the corporate structure of the Company and any other information required under the Dutch Civil Code ("**DCC**"), and approving the (semi-annual) financial statements and Board report and approving the expenditures exceeding €50 million.

The Board may perform all acts necessary or useful for achieving the Company's objectives, with the exception of those acts that are prohibited by law or by the Articles of Association. Pursuant to the Articles of Association, the Board may allocate its duties and powers among the Directors pursuant to the Board regulations or otherwise in writing, provided that the following duties and powers may not be allocated to the Executive Directors: (i) supervising the performance of the Executive Directors; (ii) making a nomination for the appointment of Directors; (iii) determining an Executive Director's remuneration; and (iv) instructing an external auditor to audit the annual accounts. Regardless of an allocation of tasks, all members of the Board remain collectively responsible for the proper management and strategy of the Company (including supervision thereof in case of Non-Executive Directors).

Pursuant to the Articles of Association, the Company is represented by the Board. Any Executive Director shall also be authorized to represent the Company. Furthermore, pursuant to the Articles of Association, the Board may appoint officers with general or limited power to represent the Company subject to the restrictions imposed on him or to grant one or more persons such titles as it sees fit. In addition, the Articles of Association provide that the Board may determine pursuant to the Board regulations or otherwise in writing that one or more Directors can lawfully adopt resolutions concerning matters belonging to their duties within the meaning of Section 2:129 a (3) DCC. Dutch law provides that resolutions of the Board involving a significant change in the Company's identity or nature are subject to the approval of the General Meeting.

5.2.2 Board regulations

The Board has adopted Board regulations dealing with its internal organization, the manner in which decisions are taken, any quorum requirements, the composition, duties and organization of committees and any other matters concerning the Board, the Executive Directors, the Non-Executive Directors and the Committees established by the Board.

In performing their duties, the Directors shall act in accordance with the Board regulations. The Board regulations came into force on December 9, 2024 and are available on the Company's website (www.havas.com/investor-relations-shareholders/company-information/).

5.2.3 Composition, appointment and removal

The Articles of Association provide that the Board consists of one (1) or more Executive Directors and two (2) or more Non-Executive Directors. The Board shall be composed of individuals. The number of Executive Directors and the number of Non-Executive Directors shall be determined by the Board. As at December 31, 2024, the Board comprised three (3) Executive Directors and eight (8) Non-Executive Directors, as more fully set out below.

According to the Board regulations, the Non-Executive Directors shall prepare a profile *(profielschets)* of the size and composition of the Board, taking account of the nature of the Company and the business connected with it. This board profile shall address: (i) the desired expertise and background of the Executive Directors and Non-Executive Directors; (ii) the desired diverse composition of the Board as expressed in the diversity policy; (iii) the size of the Board; and (iv) the independence of the Non-Executive Directors. The Company's diversity policy, which has been adopted in accordance with the Board regulations, will be considered in the preparation of the nomination for appointment or reappointment of a Director.

The Board may grant titles to Directors. The Board may designate as Chairman and CEO an Executive Director. The Board has designated Arnaud de Puyfontaine, Non-Executive Director, as the Chair of the Board *(voorzitter)* for purposes of Dutch law. The Chair of the Board is not considered to be independent within the meaning of the DCGC. Therefore, the Company has appointed a **"Lead Independent Director"** in accordance with its Articles of Association and the Board Regulations. Certain duties and powers of the Chairman and CEO, Chair of the Board or Lead Independent Director, as applicable, are set out in the Articles of Association and the Board regulations. The Board may also designate one or more other Non-Executive Directors as Vice-Chair. In case the Board has designated more than one Vice-Chair, the Board shall assign each Vice-Chair a rank.

Since December 9, 2024, Fabien Pierlot is the Lead Independent Director. The main duties and responsibilities of the Lead Independent Director are as follows: (i) act as a sounding board and provide support in all aspects to the Chair of the Board; (ii) act as mediator in case of disputes among the members of the Board; (iii) preside over meetings of the Board and shareholders when the Chair is not present; (iv) serve as a liaison between the independent Non-Executive Directors and the Chair of the Board and the Chairman and CEO; (v) provide feedback to the Board on the independent Non-Executive Directors' collective views on the management, leadership and effectiveness of the Board; (vi) facilitate effective communication and interaction between the Board and management; (vii) oversee and report on the process of assessing the operating procedures of the Board, in conjunction with the General Secretary; (viii) develop recommendations for the governance set-up, including committee structure, Board and committee composition and rotations; (ix) coordinate the oversight work carried out by the Corporate Governance, Nominations and Remuneration Committee aimed at identifying, examining and preventing any potential conflicts of interest (and managing any existing conflicts of interest) within the Board and inform the Chair of the Board and the Chairman and CEO of any such conflicts of interest and report to the Board on the work undertaken; and (x) ensure, in coordination with the Chair of the Board or the Chairman and CEO, effective communications with shareholders and other stakeholders in order to understand their issues and concerns in relation to corporate governance and ensure that responses are provided.

The Board is supported by a general secretary (the **"General Secretary"**) to be appointed and dismissed by the Board from outside its members. The General Secretary as at December 31, 2024 is Michel Dobkine.

The Articles of Association provide that Directors are appointed by the General Meeting upon the binding nomination of the Board. A nomination by the Board of Directors shall state whether a person is nominated for appointment as Executive Director or Non-Executive Director. The person so nominated is appointed by a resolution adopted by the General Meeting with a simple majority of the votes cast. Pursuant to the Articles of Association, the General Meeting may at all times overrule the binding nomination for appointment of a Director by a majority of not less than two thirds (2/3) of the votes cast, representing more than half of the issued capital. If the nomination comprises one candidate for a vacancy, a resolution concerning the nomination shall result in the appointment of the candidate, unless the nomination is overruled. If the binding nomination for appointment of a Director is overruled, a new binding nomination may be made.

A Director may be suspended or dismissed by the General Meeting at all times. A resolution of the General Meeting to suspend or dismiss a Director other than at the proposal of the Board requires a two-thirds majority of the votes cast. An Executive Director may also be suspended by the Board at all times. A suspension may be extended one or more times, but may not last longer than three (3) months in aggregate. If at the end of that period, no decision has been taken on termination of the suspension or on dismissal, the suspension shall end. A suspension can be terminated by the General Meeting at any time.

COMPOSITION

Name	Function
Yannick Bolloré	Executive Director, Chairman and Chief Executive Officer
Jean de Yturbe	Executive Director
Alfonso Rodés Vilà	Executive Director
Arnaud de Puyfontaine	Non-Executive Director, Chair of the Board *(voorzitter)*
Ian Osborne	Non-Executive Independent Director
Michèle Reiser	Non-Executive Independent Director
Cathia Lawson-Hall	Non-Executive Independent Director
Marie Bolloré	Non-Executive Director
Fabien Pierlot	Non-Executive Director, Lead Independent Director
Maria Garrido	Non-Executive Independent Director
Marella Moretti	Non-Executive Independent Director

5.2.4 Term of appointment

A Director shall be appointed for a maximum period of four (4) years, provided, however, that his or her term of office shall lapse immediately after the close of the first Annual General Meeting held in the fourth (4th) year after his or her appointment. A Director may be reappointed with due observance of the preceding sentence. At the proposal of the Board, the General Meeting may resolve to deviate from the maximum period of four (4) years. A Non-Executive Director may be in office for a period not exceeding twelve (12) years, which period may or may not be interrupted, unless at the proposal of the Board the General Meeting resolves otherwise. For a reappointment of a Non-Executive Director after an eight-year period, reasons must be provided in the report of the Non-Executive Directors. Directors shall retire periodically in accordance with a rotation plan to be drawn up by the Non-Executive Directors in order to avoid, as far as possible, a situation in which many Directors retire at the same time. This rotation plan is expected to be implemented starting in 2026.

Name	Initial appointment date	Term	End of current term
Yannick Bolloré	October 21, 2024	First term	Until Annual General Meeting to be held in 2028
Jean de Yturbe	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Alfonso Rodés Vilà	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Arnaud de Puyfontaine	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Ian Osborne	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Michèle Reiser	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Cathia Lawson-Hall	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Marie Bolloré	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Fabien Pierlot	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Maria Garrido	December 9, 2024	First term	Until Annual General Meeting to be held in 2028
Marella Moretti	December 9, 2024	First term	Until Annual General Meeting to be held in 2028

5.2.5 Maximum number of management and supervisory positions of Directors

Dutch law provides for a mandatory limitation on significant positions. A Board composition is to be considered significant if the company concerned is a large Dutch company. A Dutch public company, a Dutch public limited liability company or a Dutch foundation qualifies as a large Dutch company if it meets at least two of the following three criteria on at least two successive balance sheet dates (without interruption): (a) the value of the assets (based on its balance sheet and explanatory notes) on the basis of acquisition and production prices exceeds €25 million; (b) the net turnover for the financial year exceeds €50 million; and (c) the average number of employees is 250 or more.

A person who holds (i) more than two significant board positions as a supervisory or non-executive director, or (ii) a significant board position as chairman of a supervisory or one-tier board, cannot be appointed as Executive Director of the Company.

A person who holds five or more significant board positions as supervisory or non-executive director cannot be appointed as Non-Executive Director of the Company. If such person holds a significant position as an executive director of another large Dutch public company, Dutch private limited liability Company or Dutch foundation, the maximum number of non-executive positions will be limited to two. In calculating the number of significant supervisory or non-executive positions, a significant board position as chairman is deemed to equal two significant supervisory or non-executive positions. However, significant board positions at different companies within a group count as one board position. A group is an economic unit in which legal persons and partnerships are united in one organization.

Presently, the Company does not qualify as a large company for purposes of these provisions since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates; however, all Directors comply with the rules described above.

5.2.6 Independence

A Non-Executive Director shall not be considered independent if such Non-Executive Director or his or her spouse, registered partner or life companion, (foster) child or relative by blood or marriage up to the second degree:

- has been an employee of the Company or Executive Director or an employee or member of the management (or executive) board of an associated issuing institution in the five years prior to his or her appointment;
- receives personal financial compensation received from the Company or an associated company, other than the compensation received for the work performed as a Non-Executive Director and in so far as this is not in keeping with the normal course of business;
- has had an important business relationship with the Company or an associated company in the year prior to the appointment;
- is a member of the management (or executive) board of a company in which an Executive Director is a supervisory (or non-executive) Board member;
- has temporarily performed management (or executive) duties during the previous twelve months in the absence or incapacity of Executive Directors;
- has a shareholding of at least 10% in the issued share capital of the Company, taking into account the shareholding of natural persons or legal entities cooperating with him or her on the basis of an express tacit verbal or written agreement; or
- is a member of the management (or executive) board or supervisory (or non-executive) board – or is a representative in some way – of a legal entity which holds at least 10% of the issued share capital of the Company, unless the legal entity is a subsidiary.

The independency of Non-Executive Directors is assessed prior to their nomination for appointment to the Board and, thereafter, annually.

5.2.7 Diversity and inclusion

The Dutch mandatory requirements regarding a diverse and proportionate composition will apply to the Non-Executive Directors of the Company. This appointment quota requires at least one-third of the Non-Executive Directors of the Company to be male and another one-third to be female.

An appointment in violation of the appointment quota is null and void, although such nullity does not affect the validity of the decision-making process in which the relevant Non-Executive Director participated. An exception is made, however, for a reappointment within eight years following the year of appointment. This rule also does not apply in the case of so-called exceptional circumstances, whereby such an appointment may be for a maximum term of two years. An exceptional circumstance exists only if such an appointment or reappointment is necessary in order to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability.

The Company currently meets the gender diversity quota.

In addition to the aforementioned gender diversity appointment quota, if the Company qualifies as a “large Dutch company”, it will also be subject to the so-called gender diversity target regime. Under this target regime the Company would have to set appropriate and ambitious targets – which should take the form of target ratios – and prepare a plan to bring about a more balanced ratio of men to women with regard to the Executive Directors and the Senior Management. The Company would also annually report on the progress in meeting their target figure and, if one or more targets have not been achieved, the reasons for this, to the Social and Economic Council of the Netherlands *(Sociaal Economische Raad)* within ten months following the end of the financial year. This information would also need to be included in the management report of the Company and certain information on diversity would need to be included in the management report pursuant to the CSRD, when applicable.

Presently, the Company does not qualify as a large company for purposes of these provisions since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates.

For the Board and senior management, the Company has also adopted a diversity and inclusion policy (the **D&I Policy**) on December 11, 2024, as per best practice provision 2.1.5 of the DCGC, laying down the elements of a diverse and inclusive composition of the Board and senior management. The D&I Policy came into effect on December 16, 2024. As set out in the D&I Policy, the Company’s goal is to create an environment of inclusion and acceptance at the Company and within the Group in which each person is treated equally without discrimination. The Company therefore values and promotes diversity, equity and inclusion for the Group as a whole. The Company believes that the Group’s business will benefit from a wide range of skills and a variety of different backgrounds. Furthermore, a diverse composition of the Board promotes debate, balanced decision-making and independent actions within the Board. The D&I Policy acknowledges the benefits of greater diversity, including with regards to gender or gender identity, age, nationality, ethnicity and educational, cultural or other background, and remains committed to ensuring that the Directors and senior management bring a wide range of expertise, experience, competencies and other personal qualities. The diversity aspects set out in the D&I Policy shall be taken into consideration when (i) preparing the Board profile, (ii) nominating persons for appointment to the Board and (iii) employing or promoting individuals who will (thereafter) form part of the senior management. With respect to the Board, the D&I Policy has also set the following specific diversity targets to safeguard diversity within the Board:

(a) by 2030, at least 50% of the Board will consist of women, and at least 50% of the Board will consist of men;

(b) by 2030, at least 50% of the Board will have experience in marketing and/or media;

(c) by 2030, the nationality of the members of the Board shall be reasonably consistent with the geographic spread of the Company's business and no nationality will account for more than 80% of the members of the Board; and

(d) by 2030, at least 40% of the Board will consist of members below the age of 70 at the time of their nomination for appointment to the Board.

With respect to the gender composition of the Board, 45% of the Directors consisted of women and 55% of the Directors consisted of men as at December 31, 2024.

As the D&I Policy was adopted and came into effect at the end of the 2024 financial year, its implementation is ongoing and the Board will report on the results of this policy, the gender composition of the Board and senior management, as well as its action plan to improve diversity and inclusion in the Company's corporate governance statement for the 2025 financial year.

5.2.8 Overview

The following table provides ab overview of the composition if the Executive Directors and Non-Executive Directors by gender:

Executive Directors	
Female	0
Male	3
Total female and male	3
% female	0
% male	100

Non-Executive Directors	
Female	5
Male	3
Total female and male	8
% female	63
% male	37

The current composition of the Board is considered to be diverse with regards to age, nationality, ethnicity and cultural or other background as well as to have a variation in expertise, experience, competencies, other personal qualities and perspectives.

The current composition of the Non-Executive Directors is considered to be in line with the gender diversity requirements included in the D&I Policy and Dutch law.

5.2.9 Vacancy or inability

Based on Dutch law the Articles of Association must in any case provide for rules in the case the seats of all Directors are vacant or upon the inability of Directors.

Pursuant to the Articles of Association the remaining Executive Directors shall temporarily be entrusted with the Executive Management of the Company, if the seat of an Executive Director is vacant or upon the inability of an Executive Director, provided that the Board may provide for a temporary replacement. If the seats of all Executive Directors are vacant or upon the inability of all Executive Directors, the Executive Management of the Company shall temporarily be entrusted to the Non-Executive Directors, provided that the Board may provide for one or more temporary replacements.

Furthermore, if the seat of a Non-Executive Director is vacant or upon inability of a Non-Executive Director, the remaining Non-Executive Directors shall temporarily be entrusted with the performance of the duties and the exercise of the authorities of that Non-Executive Director, provided that the Board may provide for a temporary replacement. If the seats of all Non-Executive Directors are vacant or upon inability of all Non-Executive Directors, the General Meeting shall be authorized to temporarily entrust the performance of the duties and the exercise of the authorities of the Non-Executive Directors to one or more other individuals.

A Director shall in any event be unable to act: (i) during the period for which the Director has claimed inability in writing; (ii) during the Director's suspension; or (iii) during periods when the Company has not been able to contact the Director (including as a result of illness), provided that such period lasted longer than five consecutive calendar days (or such other period as reasonably determined by the Board).

5.2.10 Board meetings and decisions

The Board shall hold meetings on a regular basis at a time to be determined by the Board and whenever one or more of its Directors have requested a meeting,

Unless applicable law, the Articles of Association or the Board regulations provide otherwise, resolutions of the Board shall be adopted with a simple majority of the votes cast. In a meeting of the Board, each Director is entitled to cast one (1) vote. If there is a tie in voting, the proposal shall be rejected. A document stating that one or more resolutions have been adopted by the Board and signed by the Chair of the Board or by the Chairperson and Secretary of the particular meeting constitutes valid proof of those resolutions.

At a meeting of the Board, a Director may only be represented by another Director holding a proxy in writing.

Pursuant to Dutch law, resolutions by the Board regarding a significant change in the identity or nature of the Company or the enterprise connected with it, shall require the approval of the General Meeting. This shall in any event include:

- the transfer of the business enterprise, or practically the entire business enterprise, to a third party;
- concluding or cancelling any long-lasting cooperation of the Company or a subsidiary with any other legal person or company or as a fully-liable general partner in a partnership, provided that such cooperation or cancellation thereof is of material significance to the Company; and

- acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes thereto according to the last adopted annual accounts, by the Company or a subsidiary.

The absence of approval of the General Meeting does not affect the authority of the Board to represent the Company in dealing with third parties.

Pursuant to the Articles of Association and Board regulations, resolutions of the Board may also be adopted outside of a meeting, provided that such resolutions are recorded in writing or otherwise and that none of the Directors entitled to vote object to this manner of decision-making.

5.2.11 Delegation of authority

With effect from December 16, 2024, Mr. Yannick Bolloré, as the Chairman & CEO of the Company, (i) is entrusted and conferred all powers, authorities and discretions in relation to the day-to-day management and operational running of the Company and its Group (with power to subdelegate any such powers, authorities and discretions) within the limits of the corporate objects of the Company and subject to the powers expressly reserved by Dutch law and the articles of association of the Company to the General Meeting or the Board and (ii) can lawfully adopt resolutions within the meaning of Section 2:129a paragraph 3 of the Dutch Civil Code in relation to:

(a) the day-to-day management and operational running of the Company and its Group Companies;

(b) the granting of sureties, endorsements or guarantees on behalf of the Company to third parties up to a value of EUR 450,000,000 in total for a limited period of one year from 11 December 2024;

(c) the granting of sureties, endorsements or guarantees on behalf of the Company to third parties for obligations of its Group Companies (for which no value limit applies) for a limited period of one year from 11 December 2024; and

(d) the granting of unlimited sureties, endorsements or guarantees on behalf of the Company with regard to tax and customs authorities for a limited period of one year from 11 December 2024,

provided that:

(a) the Board explicitly reserves the authority to resolve upon matters as mentioned under (b) above if the value exceeds EUR 450,000,000 or the value cannot be quantified; and

(b) the Board explicitly reserves the authority to resolve upon the following matters if the value exceeds EUR 50,000,000:

i) purchase, sale, or contribution of real estate, business assets and/or equity interests;

ii) the conclusion or assignment of a real estate lease-back agreement;

iii) the creation of a subsidiary;

iv) borrowings other than overdrafts and short-term credit facilities;

v) any form of loans;

vi) and more generally, any transactions involving the acquisition or transfer of ownership of assets.

5.2.12 Conflicts of interest and related party transactions

Pursuant to Dutch law and the Articles of Association, a Director shall not participate in deliberations and the decision-making process of the Board in the event of a direct or indirect personal conflict of interest between that Director and the Company and the enterprise connected with it.

The Board regulations require each Director to immediately report any actual or potential personal conflict of interest concerning himself or any other Director to the Chair of the Board, and to provide all information relevant to the conflict. The Chair of Board must then determine whether the matter qualifies as a conflict of interest within the meaning of Section 2:129(6) DCC, in which case the conflicted Director may not participate in deliberations and the decision-making process. In the event that the Chair of the Board has a (potential) conflict of interest, the Chair of the Board shall report such (potential) conflict of interest to the Vice-Chair of the Board, or if applicable, the Lead Independent Director, in which case the Vice-Chair of the Board or the Lead Independent Director (as applicable) shall determine whether the matter qualifies as a conflict of interest within the meaning of Section 2:129(6) DCC. If there is such a personal conflict of interest in respect of all Directors, the preceding sentence does not apply, and the Board shall maintain its authority.

Non-compliance with the provisions on conflicts of interest may render the resolution voidable *(vernietigbaar)* and a non-complying Director may be held liable towards the Company. As a general rule, the existence of a (potential) conflict of interest does not affect the authority to represent the Company and would therefore not affect the validity of contracts entered into by the Company. Under certain circumstances a company may annul a contract if the Company's counterparty was or should have been aware of the conflict and misused it.

If the Board is unable to adopt a resolution as a result of all Directors being unable to participate in the deliberations and decision-making process due to such a conflict of interest, the decision shall nevertheless be taken by the Board.

The abovementioned applies mutatis mutandis to the deliberations and decision-making of the Board in respect of related party transactions in which a Director or all Directors is or are being involved within the meaning of Section 2:169(4) DCC.

The Board has adopted a related party transactions policy, for the purpose of providing adequate protection for the interests of the Company and its stakeholders when dealing with related party transactions. The related party transactions policy provides procedures for the notification of potential related party transactions. Potential related party transactions shall be subject to review by the Board. The related party transactions policy stipulates when a transaction qualifies as a related party transaction. No such related party transactions shall be undertaken without the approval of the Non-Executive Directors, including a vote in favor of such approval by at least two Non-Executive Directors who are independent within the meaning of the DCGC. A Director shall not participate in the deliberations and decision-making regarding the approval of a related party transaction if he, in relation to the potential related party transaction, (i) is a related party, or (ii) performs a function at a related party or its business. The Company's related party transactions policy is available on the Company's website (www.havas.com/).

In accordance with best practice provisions 2.7.3 and 2.7.4 of the DCGC, any transactions in which there are conflicts of interest with Directors that are of material significance to the Company and/or to the relevant Director must be approved by the Board, entered into on terms which are customary in the market, and published in the Board report together with a statement of the conflict of interest and a declaration that best practice provisions 2.7.3 and 2.7.4 of the DCGC have been complied with. In accordance with best practice provision 2.7.5 of the DCGC, any transaction between the Company and a natural or legal person who or which holds at least 10% of the issued share capital of the Company that is of material significance to the Company and/or the natural or legal person concerned must be approved by the Board, entered into on terms which are customary in the market and published in the Board report together with a declaration that best practice provision 2.7.5 of the DCGC has been complied with.

In 2024, neither (i) any transaction in which there are conflicts of interest with Director(s) that were of material significance to the Company and/or to a Director, nor (ii) any transaction between the Company and a natural or legal person who or which holds at least 10% of the issued share capital of the Company that was of material significance to the Company and/or the natural or legal person concerned, have been entered into.

5.2.13 Remuneration

The remuneration of the Executive Directors and Non-Executive Directors shall be determined by the Board with due observance of the remuneration policies for the Executive Directors and Non-Executive Directors, respectively.

The Executive Directors shall not participate in the discussion and/or decision-making process regarding the determination of the remuneration of the Executive Directors. In the Remuneration report, details of the individual remuneration of the Executive Directors and Non-Executive Directors are set out.

5.2.14 Directors’ and officers’ liability insurance policy and indemnity

The Executive Directors and Non-Executive Directors as well as certain officers are insured under a Directors’ and Officers’ liability insurance policy taken out by the Company against damages resulting from their conduct when acting in their capacities as directors or officers with coverage and terms customary for a public listed company of the size of the Company. Although the policy provides for board coverage, the Executive Directors, Non-Executive Directors and Officers may become subject to uninsured liabilities.

In addition, pursuant to the Articles of Association, the Company has agreed to indemnify each Executive Director and each Non-Executive Director for any claim against him or her that he or she may derive from exercising his or her duties as an Executive Director or Non-Executive Director, provided that he or she acted in a good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Company or out of his or her mandate and, with respect to any criminal action proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5.2.14.1 LIABILITY OF DIRECTORS

Under Dutch law, Directors may be liable to the Company for damages in the event of improper or negligent performance of their duties. They may be jointly and severally liable for damages towards the Company for breach of the Articles of Association or of certain provisions of the DCC. In addition, they may be liable towards third parties for breach of certain provisions of the DCC. In certain circumstances, they may also incur additional specific civil, administrative and criminal liabilities.

5.2.14.2 INSURANCE

Directors and/or certain Officers are insured under an insurance policy taken out by the Company against damages resulting from their conduct when acting in their capacities as Directors or Officers with coverage and terms customary for a publicly listed company of the size of the Company.

5.3 Board Committees

According to the Board regulations, the Board may appoint standing and/or ad hoc committees (**“Committees”** and each a **“Committee”**) from among the Non-Executive Directors, which are charged with tasks specified by the Board. The Board remains collectively responsible for decisions prepared by its Committees and accountable for the performance and affairs of the Company. As at December 31, 2024, the Board has constituted the following two Committees: (i) the Audit and Sustainability Committee and (ii) the Corporate Governance, Nominations and Remuneration Committee. Each Committee is subject to the relevant provisions of the Board regulations and its respective Committee charter, which came into force on December 9, 2024 and is available on the Company’s website (www.havas.com/investor-relations-shareholders/company-information/). The Board appoints and removes the members of each Committee. The composition and responsibilities of each of the Committees is summarized in the report of the Non-Executive Directors in Chapter 8 of this Annual Report.

In accordance with the Group’s insider trading policy, a market disclosure committee consisting of five members has been established. This committee is responsible, *inter alia*, for the timely and accurate disclosure of all information that is required to be so disclosed to the market in order to meet the applicable legal and regulatory obligations of the Company. The Market Disclosure Committee shall meet whenever necessary to fulfill its responsibilities and meetings can be called by and at the request of any members of the Market Disclosure Committee. The Market Disclosure Committee is not a committee of the Board.

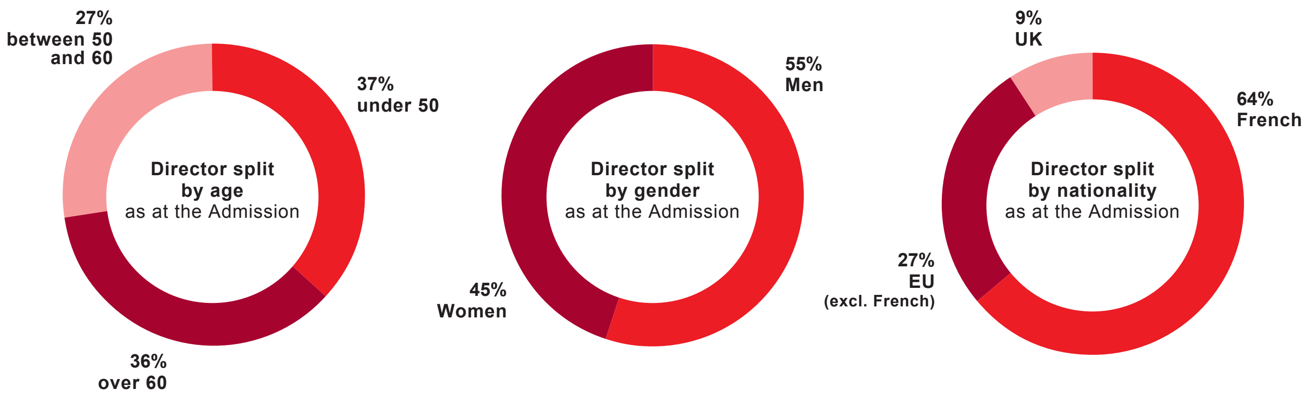
5.4 Directors

As at December 31, 2024, the Board consists of the following eleven directors:

Name	Age	Nationality	Position (Title)	Independent[(a)]	Date of appointment	End of current term
Yannick Bolloré	45	French	Executive Director (Chairman and CEO)	No	October 21, 2024	General Meeting to be held in 2028
Jean de Yturbe	78	French	Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Alfonso Rodés Vilà	63	Spanish	Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Arnaud de Puyfontaine	60	French	Non-Executive Director (Chair of the Board *(voorzitter)*)	No	December 9, 2024	General Meeting to be held in 2028
Ian Osborne	41	British	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Michèle Reiser	75	French	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Marie Bolloré	36	French	Non-Executive Director	No	December 9, 2024	General Meeting to be held in 2028
Fabien Pierlot	49	French	Non-Executive Director (Lead Independent Director)	Yes	December 9, 2024	General Meeting to be held in 2028
Cathia Lawson-Hall	53	French	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Maria Garrido	51	Spanish	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028
Marella Moretti	58	Italian	Non-Executive Director	Yes	December 9, 2024	General Meeting to be held in 2028

(a) Within the meaning of the DCGC.

The Board will propose the implementation of a staggered board in connection with the annual shareholders' meeting to take place in 2026, by way of a decision of the Board among the Directors (other than the Chairman and CEO).



The business address of all Directors is 29-30, quai de Dion-Bouton, 92800 Puteaux, France.

Biographies

The following is a summary of the business experience of the Directors:

Yannick Bolloré – Mr. Yannick Bolloré is a graduate of Paris-Dauphine University in 2001. He co-founded the production company WY Productions in 2002. In 2006, he joined his family group, the Bolloré Group, to launch and develop its media division. Within five years, Bolloré Média became a leading independent French TV group and was subsequently sold to Canal+, making the Bolloré Group a shareholder in Vivendi. He then joined the Group in 2011 and became Chairman and Chief Executive Officer *(Président-Directeur général)* of Havas SA in 2013. Mr. Yannick Bolloré was appointed Chairman of the Supervisory Board *(Conseil de surveillance)* of Vivendi in April 2018. In connection with the Vivendi Spin-Off, in October 2024, Yannick Bolloré was appointed Chairman of the Supervisory Board of Canal+ SA and Director of Louis Hachette Group. Mr. Yannick Bolloré was named a Young Global Leader in 2008 by the World Economic Forum. He has received numerous honors and awards from international associations and the business press. He is also a *Chevalier de l'Ordre des Arts et des Lettres.*

Jean de Yturbe – Mr. Jean de Yturbe is a graduate from Babson in Business Administration. After six years with Lanvin as Worldwide Marketing Director, he became International Director of Havas Conseil in 1980 and Chairman of HDM Europe in 1985. He was appointed Chairman of Eurocom Advertising Worldwide in 1990. He joined Bates in 1993 as Chairman of Bates Europe and Executive Director of Cordiant Plc, and became CEO of Cordiant in 2002. He joined Havas SA in September 2003 as Director of Development.

Alfonso Rodés Vilà – Prior to his move into Havas, Mr. Alfonso Rodés Vilà accrued over fifteen years of experience in the banking sector. Mr. Alfonso Rodés Vilà's progress within the Havas Media Network team started over twenty years ago in 1996 with his appointment as Chief Corporate Development Officer of MPG. At that time, MPG was operational in Spain, Portugal and Mexico. In 2001, with the group operating in over 13 markets, he also became Chief Executive Officer of MPG for Spain and Southern Europe. Mr. Alfonso Rodés Vilà became CEO of Havas Media Network, the global media network of Havas, in 2006. In March 2011, Mr. Alfonso Rodés Vilà was appointed Deputy CEO of Havas SA and in 2016 was appointed Chairman of Havas Spain as the Group moved forward with its integration strategy. In November 2017, Mr. Alfonso Rodés Vilà was appointed Chairman of Havas Media Network.

Arnaud de Puyfontaine – Mr. Arnaud de Puyfontaine is a graduate of the ESCP Business School (1988), the Multimedia Institute (1992) and Harvard Business School (2000). Mr. Arnaud de Puyfontaine started his career as a consultant at Arthur Andersen and then in 1989 worked as a project manager at Rhône-Poulenc Pharma in Indonesia. In 1990, he joined *Le Figaro* as Deputy Director. In 1995, as a member of the founding team of the Emap Group in France, he headed *Télé Poche* and *Studio Magazine,* managed the acquisition of *Télé Star* and *Télé Star Jeux,* and launched the Emap Star Division, before becoming Chief Executive Officer of Emap France in 1998. In 1999, he was appointed Chairman and Chief Executive Officer of Emap France, and, in 2000, joined the Executive Board of Emap Plc. He led several M&A deals, and concomitantly, from 2000 to 2005, served as Chairman of EMW, the Emap/Wanadoo digital subsidiary. In August 2006, he was appointed Chairman and Chief Executive Officer of Éditions Mondadori France. In June 2007, he became General Manager of all digital business for the Mondadori Group. In April 2009, Mr. Arnaud de Puyfontaine joined the US media group Hearst as Chief Executive Officer of its UK subsidiary, Hearst UK. In 2011, on behalf of the Hearst Group, he led the acquisition from the Lagardère group of 102 magazines published abroad, and, in June 2011, was appointed Executive Vice-President of Hearst Magazines International. In August 2013, he was appointed Managing Director of Western Europe. He has also been Chairman of ESCP Europe Alumni. From January to June 2014, Mr. Arnaud de Puyfontaine was a member of the Management Board *(Directoire)* of Vivendi and Senior Executive Vice President in charge of its media and content operations. Since June 24, 2014, he has been Chairman of the Management Board (Directoire) of Vivendi. In connection with the Vivendi Spin-Off, in October 2024, Mr. Arnaud de Puyfontaine was appointed Director of Canal+ SA and Director of Louis Hachette Group.

Ian Osborne – Mr. Ian Osborne is a graduate of King's College London and the London School of Economics, where he obtained his degree in 2005. Early in his career, he worked as an advisor to Michael Bloomberg, founder of Bloomberg LP, a business news agency, and former mayor of New York. In 2009, he set up his own consultancy firm, Osborne and Partners, taking on DST Global, the venture capital fund headed by Yuri Milner, as a client. In 2010, he helped DST Partners make lead investments in Spotify and Alibaba. Mr. Ian Osborne invests in the new technology sector and has played a key role in the rise of special purpose acquisition companies (SPACs), which raise funds to acquire other companies for initial public offerings. In 2012, he co-founded and has since managed Hedosophia, an international venture capital investment fund. His investments include Spotify, TransferWise and Alibaba.

Michèle Reiser – Ms. Michèle Reiser is a philosopher by profession holding a master's degree in philosophy and a *diplôme d'études approfondies* (DEA) in psychology. Ms. Michèle Reiser has extensive experience spanning over nearly fifty years in the media, communication and advertising services industries, in which the Group operates. In 1975, she started a weekly literary show for young people on French TV channel FR3, which she hosted for eight years. She also wrote a literary column for *Le Monde de l'Éducation* and later worked regularly at Ex Libris. As a filmmaker, producer and TV film author, she produced documentaries, profiles and major stories on key themes broadcast between 1983 and 2005 on France 2, France 3, France 5, Canal+ and Arte.

She founded Les Films du Pharaon and served as its Director from 1988 to 2005. In January 2005, she was appointed a member of France's Audiovisual Council by the French President and presided over the Audiovisual Production, Free Private Channels, Advertising and Cinema and Music working groups over her six-year term. From 2008 to 2012, she founded and presided over the Commission on the image of women in the media. The Commission was awarded permanent status by the Prime Minister in 2011. In 2010, she co-presided over the work of the Commission on associations' access to audiovisual media, which produced a report that was submitted to the Prime Minister in January 2011. She was a member of the Gender Equality Observatory from 2010 to 2012. In 2013, Ms. Michèle Reiser founded the consultancy firm, MRC. She chaired the judging panel of the Gulli Book Prize between 2014 and 2020. In 2015, Ms. Michèle Reiser created the Paris Mezzo classical music festival, which, under her direction became the Festival de Paris in 2017. She published two novels with Albin Michel: *Dans le creux de ta main* in 2008, and *Jusqu'au bout du festin* in 2010, which won the *Prix de la révélation littéraire* in 2010 from Aufeminin.com. Ms. Michèle Reiser was named *Officier de l'Ordre National du Mérite* in 2004 and was promoted to the rank of *Chevalier de l'Ordre de la Légion d'honneur* in 2010.

Marie Bolloré – Ms. Marie Bolloré holds a bachelor's degree in global management and a master's degree in business process management from Paris-Dauphine University, which she obtained in 2010 and 2013, respectively. She has worked in marketing for Franck Provost Australia in 2012 and as assistant project manager for the Galeries Lafayette group. Ms. Marie Bolloré has been marketing manager for Blue Solutions (2014), CEO of Bolloré Electromobility Division from 2016 to 2018 and CEO of Blue Solutions in 2017. Since 2018, Ms. Marie Bolloré is Director of the Systems and Telecoms Division of the Bolloré Group.

Fabien Pierlot – Fabien Pierlot is a graduate of the École Supérieure de Commerce de Troyes. He is a French entrepreneur who founded his first company, Flash Info, in 2003, before establishing Coyote System in 2005 along with its renowned community-based driving assistant brand. Since 2014, he has been the President and founder of Safety System Group, the European leader in connected driver assistance services, with operations in France, Belgium, Luxembourg, the Netherlands, Spain, and Italy. For nearly 20 years, Fabien Pierlot has continued to expand his portfolio of activities, notably with the acquisition of the Traqueur group in 2018, specializing in stolen vehicle recovery, as well as investments in various companies such as Ubiwan in 2022, which focuses on geolocation and fleet management services for professionals. Fabien Pierlot is involved in several companies in the technology and mobility sectors, either as an investor, shareholder, or advisor. He supports various entrepreneurs, notably through the Plug & Start project, and by funding initiatives such as the fintech Jared, which is developing an intelligent personal assistant designed to enhance financial understanding and decision-making for individuals.

Cathia Lawson-Hall – Ms. Cathia Lawson-Hall is a graduate of Paris-Dauphine University (1994). She has over twenty-five years' experience in finance. She served as Head of Coverage and Investment Banking for Africa at Société Générale, in charge of relations with African governments, large corporations and financial institutions, from 2015 to 2023. Previously, she was Managing Director, Co-Head of Debt Capital Markets for corporates in France, Belgium and Luxembourg at Société Générale. Ms. Cathia Lawson-Hall began her career as a financial analyst covering the telecommunications and media sectors before moving into financial consulting. She has built up solid experience in corporate and investment banking, primarily in debt capital markets, financial analysis and consulting. Ms. Cathia Lawson-Hall is currently a Board member of four listed companies: Vivendi SE, Universal Music Group NV (UMG), Eurazeo SE and Endeavour Mining Plc. She is an independent member of the Board of Directors of *Agence française de développement* (AFD) and *Les Amis du Centre Pompidou.* In March 2017, she was one of the six winners alongside the Mayor of London, Sadiq Khan, of the Diversity Trophy awarded by the Club XXI[e] Siècle think-tank in the "Career" category. In December 2015, she was named Manager of the Year for 2015 in the sixth edition of the *La Tribune* Women's Awards.

Maria Garrido – Ms. Maria Garrido is currently Chief Marketing Officer of Deezer, where she is responsible for communications, digital performance, public relations, marketing, and the creative studio of the global streaming platform. Until 2021, she was Senior Vice-President, Brand Marketing for Vivendi, where she fostered synergies between the group's business units and provided marketing and brand alliance support to all group companies. Ms. Maria Garrido was also the Chief Insights Officer of the Group from 2015 to 2020, supervising a team of over 300 people in some 40 countries working across content, innovation (incubators) and market surveys. Before joining Havas in 2014, she spent eighteen years in North America, Latin America and Europe, where she held operational and strategic marketing roles at various FMCG blue chips, most notably Colgate Palmolive Co and Mondelez. Ms. Maria Garrido speaks at many media and client events, most recently at Cartagena Inspira, Mumbrella Australia, South Summit, CubeX Mumbai, the World Retail Congress and IBC 2018. She has also been a media jury member for Cristal Media Festival and Dubai Lynx, and President of the entertainment jury for Eurobest and the Cannes Lions Festival.

Marella Moretti – Marella Moretti was born in Turin, Italy. She is a graduate in Business Administration from the SAA Business School of the University of Turin, where she specialized in Finance. She started her career as International Corporate Finance Analyst at Fiat SpA headquarter in Turin, Italy. She then moved to Fiat France in Paris, where she worked as head of Financial Planning and Control. Ms. Moretti then went on to hold several successive positions at Fiat France: Head of Corporate Finance (1996-1998); Deputy Chief Financial Officer (1998-1999) and Chief Financial Officer (2000-2005). From 2005 to 2020 she has been Chief Financial Officer at Fiat Chrysler Finance in Paris, in charge of financial strategy, treasury and financial operations for Fiat Chrysler Automobiles group (FCA) in France. Within FCA she also served as a member of the Board of Directors of Fiat Chrysler Finance Europe (2011-2019) and as Executive Director of Fiat Chrysler Finance Luxembourg (2019-2023). From 2020 to 2023 she has been Director Global Investor Relations at Stellantis (formerly FCA). Ms. Moretti has also held senior executive positions within Iveco and CNH Industrial groups. She has been Deputy CEO/Directeur Général Delegué (2009-2022) and still serves as a Board member of IC Financial Services, the captive finance company for Iveco and CNH Industrial in Europe region, regulated and supervised by the European Central Bank and the French Central Bank Authority ACPR. She has been Chief Executive Officer and Board member of CNH Industrial Finance France (2011-2022). Since 2022, Ms. Moretti serves as an independent Non-Executive Director and member of the Audit Committee of Banijay Group, a global independent leader in the entertainment industry, listed on Euronext Amsterdam, combining the world's leading independent content producer and distributor (Banijay Entertainment) and the fastest-growing online sports betting platform in Europe (Banijay Gaming/Betclic). From 2017 to 2024, Ms. Moretti has been serving for 3 consecutive mandates as an independent Non-Executive Director, member of the Control and Risk Committee and of the Related Parties Committee, of Telecom Italia SpA, the leading telecom group in Italy and one of the main players in Brazil, listed on Euronext Milan. In 2023 she has been Non-Executive Director and Chair of the Human Resources Committee of Autogrill SpA, the world's leading global operator in food & beverage services for travellers (listed on Euronext Milan until July 2023).Previously she served from 2011 to 2014 as an independent member of the Supervisory Board and member of the Audit Committee of Unibail-Rodamco, Europe's leading commercial property company, listed on Euronext Paris.She has been a member of MEDEF Europe commission (French employers' confederation), of the NGO Care France and of the Women Corporate Directors organization (international chapter).

5.5 Family relationships

Yannick Bolloré, Chairman and CEO, is the brother of Marie Bolloré, member of the Board.

To the Company's knowledge, there are no other family relationships between any members of the Board, or between any members of the Board and the Company's corporate executives (listed in Section 3.2 of this Annual Report).

5.6 Potential conflicts of interest and other information

There are no potential conflicts between the personal interests or other duties of Directors, on the one hand, and the interests of the Company, on the other hand.

This conclusion was reached notwithstanding (and after an evaluation of) the relationships between the Directors and the Company's corporate executives (as listed in Section 3.2 of this Annual Report) with Bolloré SE and Compagnie de l'Odet SE (which, including their direct and indirect subsidiaries, but excluding Vivendi and its subsidiaries; Canal+ and Louis Hachette Group, collectively are referred to in this Section 5.9 as the **"Bolloré Group"**) and entities within the Vivendi group (including Vivendi and its direct and indirect subsidiaries, as well as Canal+ and the Louis Hachette Group). In particular, the assessment was conducted with respect to Mr. Yannick Bolloré, Mr. Arnaud de Puyfontaine, Ms. Marie Bolloré, Ms. Michèle Reiser, Ms. Catherine Lawson-Hall and Mr. François Laroze.

The evaluation of the ongoing relationships between Directors and the Company's corporate executives (as listed in Section 3.2 of this Annual Report) with the Bolloré Group (namely, Mr. Yannick Bolloré, Ms. Marie Bolloré and Mr. François Laroze) was informed by several factors, principally among which were that: (i) none of these individuals hold executive roles in an entity within the Bolloré Group, including Bolloré SE and Compagnie de l'Odet SE; (ii) the Bolloré Group will not hold a majority stake in the Company (expected to be approximately 31% immediately following the effective date); (iii) existing commercial relationships between the Bolloré Group and the Group are insignificant, have been entered into on an arm's length basis and were reviewed by a special committee of Vivendi acting under the authority of and reporting to the Audit Committee of the Supervisory Board *(Conseil de surveillance)* of Vivendi; and (iv) the Bolloré Group's interests are aligned with those of the Group insofar as the Bolloré Group is not a competitor to the Group and to the contrary, as a significant shareholder, will benefit from the success of the Group.

The evaluation of the ongoing relationships between Directors and the Company's corporate executives (as listed in Section 3.2 of this Annual Report) with the Vivendi group (namely, Mr. Yannick Bolloré, Mr. Arnaud de Puyfontaine, Mr. François Laroze, Ms. Michèle Reiser and Ms. Catherine Lawson-Hall) was informed by several factors, principally among which were that: (i) Ms. Michèle Reiser and Ms. Lawson-Hall are independent members of the Supervisory Board *(Conseil de surveillance)* of Vivendi and do not hold positions in any entity of the Bolloré Group; (ii) although ongoing supervisory and management roles held at Vivendi will be retained by the Chairman and CEO of the Company, Mr. Yannick Bolloré (Chairman of the Supervisory Board *(Conseil de surveillance)* of Vivendi), the Chair of the Board of the Company *(voorzitter),* Mr. Arnaud de Puyfontaine (President of the Management Board of Vivendi) and its Chief Financial Officer, Mr. François Laroze (Vivendi's Chief Financial Officer and a member of the Management Board of Vivendi), the Vivendi Group is not a competitor to the Group and has no longer any shareholding in the Company, and its existing commercial relationships with the Group have been entered into on an arm's length basis. Commercial relationships are limited to those provided for under the transition services agreement entered into between Havas N.V. and Vivendi SE and certain ancillary commercial agreements.

In an effort to guard against potential future conflicts of interest, including those that may result in the future due to the relationships between Directors and the Company's corporate executives (as listed in Section 3.2 of this Annual Report) with the Bolloré Group or the Vivendi Group, the Group has established certain procedures to evaluate and manage such potential conflicts. For example, the Group's Board Regulations will require Directors to report actual or potential personal conflicts of interest and establishes certain procedures to evaluate whether such Director should be excluded from deliberations and the decision-making process. In addition, the Board has adopted a related party transactions policy (which is available on the Company's website). This policy, among other things, requires that any related party transaction must be approved by the Non-Executive Directors, including a vote in favor of at least two Non-Executive Directors who are independent within the meaning of the DCGC. For further details on such procedures, see Section 5.2.12 "Conflicts of interest and related party transactions".

5.7 The General Meeting

5.7.1 General Meetings

General Meetings can be held in Amsterdam, Rotterdam or Haarlemmermeer (including Schiphol Airport), the Netherlands, with due observance of, if so decided by the Board, the possibility for persons with meeting rights, in person or represented by a written proxy, to take part in, address and, to the extent applicable, to vote at the General Meeting by means of electronic communication, as further set out in the Articles of Association. The General Meeting may be conducted in Dutch, English or French as determined by the chairperson of the General Meeting.

Annually, at least one General Meeting shall be held. The annual General Meeting shall be held each year within six (6) months after the end of the Company's financial year. Other General Meetings shall be held as often as the Board, the Chairman & CEO, the Chair of the Board *(voorzitter)* or the Lead Independent Director deem necessary.

General Meetings are convened by the Board, the Chairman & CEO, the Chair of the Board *(voorzitter)* or the Lead Independent Director. One or more persons with meeting rights who collectively represent at least one tenth (1/10th) of the Company's issued share capital may request the Board in writing to convene a General Meeting, setting out in detail the matters to be discussed. If the Board has not taken the steps necessary to ensure that the General Meeting could be held within the relevant statutory period after the request, the requesting person(s) with meeting rights may, subject to applicable law, be authorized, at his/their request, by the court in preliminary relief proceedings to convene a General Meeting.

A General Meeting must be convened with due observance of the relevant statutory minimum convening requirements. All persons with meeting rights must be convened for the General Meeting in accordance with applicable law. The holders of registered shares may be convened for the General Meeting by means of convening letters sent to the addresses of those shareholders as set out in the Company's shareholders' register. The previous sentence does not prejudice the possibility of sending a convening notice by electronic means in accordance with Section 2:113(4) DCC. The notice must state the subjects to be dealt with, the time and place (where applicable) of the General Meeting, the record date, the manner in which persons entitled to attend the General Meeting may register and exercise their rights, the time by which registration for the General Meeting must have occurred, as well as the place where the General Meeting documents may be obtained, and such other information as may be required by Dutch law. The notice must be given by at least such number of days prior to the day of the General Meeting as required by Dutch law, which currently is 42 calendar days.

The agenda for the annual General Meeting must, among other things, include the adoption of the annual financial statements and the allocation of the profit, insofar as this is at the disposal of the General Meeting. At least every four years, the adoption of the Remuneration Policy is included in the agenda. In addition, the agenda must include such items as have been included therein by the Board or shareholders (with due observance of Dutch law as described below). The agenda shall also include such matter of which the discussion has been requested in writing by one or more persons with meetings rights who, individually or collectively, represent at least three percent. (3%) of the Company's issued share capital, subject to applicable law, be included in the convening notice or announced in the same manner, if the Company has received the substantiated request to a proposal for a resolution no later than on the sixtieth (60th) day prior to the General Meeting. Such written request must comply with the conditions stipulated by the Board as posted on the Company's website. No resolutions may be adopted on items other than those which have been included in the agenda.

5.7.2 Loyalty voting structure

Shareholders holding Havas Ordinary Shares may participate in the Company's loyalty voting structure by registering such shares in the loyalty register of the Company (the "**Loyalty Register**") to be eligible to receive special voting shares. The loyalty voting structure is open to all shareholders. The registration of Havas Ordinary Shares in the Loyalty Register will block such shares from trading on Euronext Amsterdam.

The Company has appointed TMF Administrative Services B.V. as agent to keep and administer the Loyalty Register on the Company's behalf. [The terms and conditions that apply to the issuance, allocation, acquisition, holding, transfer and repurchase of the Havas Special Voting Shares (as defined in Section 6.1 of this Annual Report) are available on the Company's website (www.havas.com/).]

If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of two (2) years in the name of the same shareholder, such shareholder will become eligible to receive Special Voting Shares A (as defined in Section 6.1 of this Annual Report). The relevant shareholder will receive one (1) Special Voting Share A per eligible Havas Ordinary Share. If a number of Havas Ordinary Shares have been registered in the Loyalty Register for an uninterrupted period of four (4) years in the name of the same shareholder, such shareholder may elect to convert each corresponding Special Voting Share A into a Special Voting Share B (as defined in Section 6.1 of this Annual Report). Each Special Voting Share A will entitle the relevant holders to one (1) extra vote, in addition to the voting rights attached to each Havas Ordinary Share, thus allowing its holder to benefit from two votes in total. Each Special Voting Share B will entitle the relevant holders to three (3) extra votes, in addition to the voting rights attached to each Havas Ordinary Share thus allowing such holder to benefit from four votes in total.

5.7.3 Voting rights and quorum

Each Havas Ordinary Share and each Havas Special Voting Share A confers the right on the holder to cast one (1) vote at the General Meeting. Each Havas Special Voting Share B confers the right on the holder to cast three (3) votes at the General Meeting. The voting rights of the holders of Havas Shares will rank *pari passu* with each other and with all other Havas Shares. The chairperson of the General Meeting shall determine the manner of voting and whether voting may take place by acclamation, subject to certain restrictions under the Articles of Association. Subject to certain exceptions provided by Dutch law or the Articles of Association, resolutions of the General Meeting are passed by a simple majority of votes cast, regardless of which part of the issued share capital such votes represent. Based on Dutch law and/or the Articles of Association a qualified majority is in any case required when it relates to a resolution of the General Meeting (i) to suspend or dismiss a Director other than at the proposal of the Board, (ii) to overrule a binding nomination for the appointment of a Non-Executive Director, (iii) to resolve upon a cross-border merger, (iv) to resolve upon a cross-border demerger, and (v) to resolve upon a conversion of the Company. Some matters require a qualified majority of at least two-thirds of the votes cast, if less than half of the issued capital of the Company is present or represented at the General Meeting. These matters relate to (i) the limitation or exclusion of pre-emptive rights and the designation of the Board thereto, (ii) a reduction of the Company's issued capital, (iii) a legal merger and (iv) a legal demerger. In addition, the resolution for the approval regarding the granting of a loan as described in Section 2:98c DCC shall require at least 95% of the votes cast if less than half of the issued capital is represented at the General Meeting. Where there is a tie in any vote of the General Meeting, the relevant resolution shall not have been passed. The determination made by the chairperson of the General Meeting with regard to the results of a vote at a General Meeting shall be decisive.

No vote can be cast at a General Meeting in respect of a Havas Share belonging to the Company or a Group Company or in respect of a Havas Share for which any of them holds the depositary receipt. The Company or a Group Company may not cast a vote in respect of a Havas Share on which it holds a right of pledge or a right of usufruct. However, holders of a right of pledge or a right of usufruct on Havas Shares held by the Company or a Group Company are not excluded from voting, if the right of pledge or the right of usufruct was created before the Havas Share belonged to the Company or a Group Company.

When determining how many votes are cast by shareholders, how many shareholders are present or represented, or which part of the Company's issued capital is represented at the General Meeting, no account shall be taken of Havas Shares for which, pursuant to Dutch law or the Articles of Association, no vote can be cast.

The Board will keep a record of the resolutions passed at each General Meeting. The record shall be available at the offices of the Company for inspection by any person entitled to attend General Meetings and upon request a copy of or extract from the record will be provided to such person at no more than the cost price.

5.7.4 Issuance of Havas Shares and pre-emptive rights

The Company can only issue Havas Shares (as defined in Section 6.1 of this Annual Report) pursuant to a resolution of the Board if the Board has been designated thereto by the General Meeting for a specific period not exceeding five (5) years and with due observance of applicable statutory provisions. Such designation by the General Meeting must state the number of Havas Shares that may be issued. The designation may be extended by specific consecutive periods not exceeding five (5) years with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation may not be withdrawn. If and insofar as the Board is not designated by the General Meeting, Havas Shares shall be issued pursuant to a resolution of the General Meeting. The General Meeting shall, in addition to the Board, remain authorized to issue Havas Shares if such is specifically stipulated in the resolution authorizing the Board to issue Havas Shares. A resolution of the General Meeting on an authorization as referred to in the first paragraph of this Section 5.11.3 of this Annual Report can only be adopted at the proposal of the Board.

Upon an issue of Havas Ordinary Shares, each shareholder shall have a pre-emption right in proportion to the aggregate nominal value of his Havas Ordinary Shares. This pre-emptive right does not apply to: (i) Havas Ordinary Shares issued to employees of the Company or a Group Company; (ii) Havas Ordinary Shares that are issued against payment other than in cash; and (iii) Havas Ordinary Shares issued to a person exercising a previously granted right to subscribe for Havas Ordinary Shares. Holders of Havas Special Voting Shares shall have no pre-emptive right on any issuance of Havas Ordinary Shares and no shareholder shall have a pre-emptive right on any issuance of Havas Special Voting Shares.

The Company shall announce an issue with pre-emption rights and the period during which those rights can be exercised in the State Gazette (*Staatscourant*) and in a daily newspaper with national distribution, unless the announcement is sent in writing to all shareholders at the addresses submitted by them.

Pre-emption rights may be exercised for a period of at least two weeks after the date of announcement in the State Gazette or after the announcement was sent to the shareholders.

Pre-emption rights may be limited or excluded by a resolution of the Board if the Board has been designated therefor by the General Meeting for a specific period not exceeding five (5) years and with due observance of applicable statutory provisions, and the Board has also been designated to issue Havas Shares as referred to in the first paragraph of this Section 5.11.3 of this Annual Report. The designation may be extended by specific consecutive periods not exceeding five (5) years with due observance of applicable statutory provisions. Unless otherwise stipulated at its grant, the designation of the Board may not be withdrawn. A resolution of the General Meeting to limit or exclude pre-emptive rights and a resolution to designate the

Board therefor, can only be adopted upon proposal of the Board and shall require a majority of at least two-thirds of the votes cast if less than half of the issued capital of the Company is represented at the General Meeting.

Pursuant to a resolution of the General Meeting adopted on October 29, 2024, the Board has been authorized, (i) for a period of five (5) years following December 9, 2024, to issue Havas Ordinary Shares, or grant rights to subscribe for Havas Ordinary Shares, up to ten percent. (10%) of the issued share capital of the Company as at the date of Admission for general corporate purposes, and (ii) until the date of the annual General Meeting in 2027, to issue Havas Ordinary Shares, or grant rights to subscribe for Havas Ordinary Shares, up to eight percent. (8%) of the issued share capital of the Company as at the date of Admission for issuances for facilitating any equity incentive plan of the Company.

Pursuant to a resolution of the General Meeting adopted October 29, 2024, the Board has been authorized, (i) for a period of five (5) years following December 9, 2024 to resolve to limit or exclude pre-emptive rights in connection with the issuance of new Havas Ordinary Shares, or and/or the granting of rights to subscribe for Havas Ordinary Shares, up to ten percent. (10%) of the issued share capital of the Company as at Admission for general corporate purposes, and (ii) until the date of the annual General Meeting in 2027, to resolve to limit or exclude pre-emptive rights in connection with the issuance of new Havas Ordinary Shares, or and/or the granting of rights to subscribe for Havas Ordinary Shares, up to eight percent. (8%) of the issued share capital of the Company as at Admission for facilitating any equity incentive plan of the Company.

5.7.5 Acquisition by the Company of Havas Shares

The Company may only acquire fully paid up Havas Shares in its own share capital for no consideration or, subject to Dutch law and the Articles of Association, if: (i) its total equity less the acquisition price for the repurchased Havas Shares is not less than the sum of the paid and called up part of its share capital and any reserves to be maintained by Dutch law or the Articles of Association; (ii) the aggregate nominal value of the Havas Shares which the Company acquires, holds or holds as pledgee or which are held by a subsidiary of the Company does not exceed 50% of the issued share capital; and (iii) the Board has been authorized by the General Meeting to repurchase Havas Shares for a specific period with due observance of applicable statutory provisions and the Articles of Association.

An authorization as referred to in the preceding paragraph remains valid for no longer than eighteen (18) months. When granting such authorization, the General Meeting shall determine the number of Havas Shares that may be acquired, how they may be acquired, and within which range the acquisition price must be.

An authorization shall not be required for the Company to acquire fully paid up Havas Ordinary Shares in order to transfer them to employees of the Company or of a Group Company under any applicable equity compensation plan, provided that those Havas Ordinary Shares are quoted on an official list of a stock exchange.

The acquisition by the Company of shares in its own share capital which have not been fully paid up shall be null and void.

The Board is authorized to dispose of the Company's own Havas Shares held by it.

Pursuant to a resolution of the General Meeting adopted on October 29, 2024, the Board has been authorized, until the earlier of (i) the date of the annual General Meeting in 2026 or (ii) eighteen (18) months December 9, 2024, to resolve on the acquisition of Havas Ordinary Shares representing up to 10% of the Company's issued share capital at the time of the repurchase and against a price ranging from the nominal value of the Havas Ordinary Shares up to 110% of the market price for the Havas Ordinary Shares, whereby market price is understood to mean the average of the highest quoted price for each Havas Ordinary Shares during the five trading days prior to the date of acquisition as published in the Daily Official List *(Officiële Prijscourant)* of Euronext Amsterdam.

5.7.6 Capital reduction

At the proposal of the Board, the General Meeting may resolve to reduce the Company's issued share capital by (i) reducing the nominal value of Havas Shares through an amendment of the Articles of Association, (ii) cancelling Havas Shares held by the Company itself or in respect of which the Company holds depository receipts, or (iii) cancelling all Special Voting Shares without repayment of their nominal value.

In accordance with Section 2:99(5) DCC, a resolution to reduce the Company's issued share capital, shall require a prior or simultaneous approval from each class meeting of Havas Shares whose rights are prejudiced. However, if such a resolution relates to all Havas Special Voting Shares, such resolution shall always require the prior or simultaneous approval of the class meeting concerned. Upon the cancellation of all Special Voting Shares, the aggregate nominal value of the Special Voting Shares will be added to the special capital reserve of the Company (the "**Special Capital Reserve**"),

A resolution of the General Meeting to reduce the Company's issued share capital shall require a majority of at least two thirds (2/3rds) of the votes cast if less than half of the issued share capital is represented at the General Meeting. The previous sentence applies *mutatis mutandis* to a resolution of a class meeting of Havas Shares as referred to in the preceding paragraph.

5.7.7 Appointment of the external auditor

The General Meeting appoints the external auditor(s) to audit the financial statements. The Non-Executive Directors submit a nomination for the appointment of the external auditor(s) to the General Meeting, upon the recommendation of the Audit & Sustainability Committee. Unless it concerns the renewal of an audit engagement, the recommendation of the Audit & Sustainability Committee shall be prepared following a selection procedure (an auditor selection procedure) organized by the Company under the responsibility of the Audit & Sustainability Committee in accordance with Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities.

Deloitte Accountants B.V. has been appointed as statutory auditor of the Company on October 29, 2024 for the financial year ended December 31, 2024.

5.7.8 Amendment of the Articles of Association

The General Meeting may resolve to amend the Articles of Association at the proposal of the Board. If a proposal to amend the Articles of Association is to be submitted to the General Meeting, the notice of such General Meeting must state so and a copy of the proposal, including the verbatim text thereof, shall be deposited and kept available at the Company's office for inspection by, and must be made available free of charge to shareholders and other persons with meeting right, until the conclusion of the General Meeting. An amendment of the Articles of Association shall be laid down in a notarial deed.

5.8 Dutch Decree on Article 10 of the Takeover Directive

Pursuant to the Dutch Decree on Article 10 of the Takeover Directive, the Board report needs to include information on, among others, the Company's share capital structure, any restrictions on voting rights and the transfer of Havas Ordinary Shares, substantial shareholdings in the Company, any special control rights attached to the Havas Ordinary Shares, any system of control regulating equity plans, the rules governing the appointment and dismissal of Executive Directors and Non-Executive Directors and the amendment of the Articles, the powers of the Board (in particular the power to issue Havas Ordinary Shares and to cause the Company to acquire Havas Ordinary Shares), any material agreement to which the Company is a party and which comes into force or is amended or terminated upon a change of control over the Company following a takeover offer, and any agreement between the Company and a Director or employee providing for compensation if his or her employment is terminated because of a takeover offer. The information that needs to be included in the Board report pursuant to the Dutch Decree on Article 10 of the Takeover Directive is included in this Corporate governance section and in the Shareholder information section.

5.9 Compliance with the DCGC

The Company acknowledges the importance of good corporate governance and complies with most of the principles and best practice provisions of the Dutch Corporate Governance Code of December 20, 2022 (the "**DCGC**"), the full text of which can be found on www.mccg.nl/. The Company complies with relevant best practice provisions of the DCGC, subject to the deviations from the DCGC noted below (or in the case of any future deviation, subject to explanation thereof at the relevant time):

- *Best practice provision 3.2.3, "Severance payments"*: Best practice provision 3.2.3 and the Company's remuneration policy provide that the remuneration of Executive Directors should not exceed their annual fixed remuneration component, and that severance pay will not be awarded if the service agreement is terminated early at the initiative of the relevant Executive Director or if the Executive Director has been dismissed for cause (under the laws governing the applicable services agreement) or on grounds that were caused by seriously culpable or (deliberate or grossly) negligent behavior. In deviation from this best practice provision and the Company's remuneration policy, the existing employment agreements of Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà with Havas S.A. and Havas Media Group Spain respectively, which were entered into prior to their appointment as Executive Directors and remain in force after the Admission, entitle Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà to receive severance payments and non-compete compensations. The amounts payable are in line with the French Afep MEDEF Corporate Governance Code of Listed Companies, which recommends a cap of two years of annual fixed and variable compensation.
- *Best practice provision 4.3.3, "Cancelling the binding nature of a nomination or dismissal"*: Best practice provision 4.3.3 provides that the binding nature of a nomination for the appointment of a Director may be cancelled by the General Meeting by an absolute majority of the votes cast, and that it may be provided that this majority should represent a given proportion of the issued share capital, not exceeding one-third. If this proportion of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favor of a resolution to cancel the binding nature of a nomination, or to dismiss a Director, a new meeting may be convened at which the resolution may be adopted by an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting. In deviation of this best practice provision, the Articles of Association prescribe that the General Meeting may at all times overrule such binding nomination for appointment of a Director by a majority of not less than two thirds (2/3) of the votes cast, representing more than half of the issued capital. The Company believes that this deviation is appropriate to safeguard the continuity of the Company and its Group companies.
- *[Best practice provision 5.1.3 and 2.1.7(i), "Independence of the chairman of the board of directors" and "Independence of supervisory board members"*: Mr. Arnaud de Puyfontaine is the Chair of the Board *(voorzitter)*. He is not independent within the meaning of best practice provision 2.1.8 (iv), due to his role as Chairman of the Management Board *(Directoire)* of Vivendi, where Mr. Yannick Bolloré acts as Chairman of the Supervisory Board *(Conseil de surveillance)*. In addition, as Ms. Marie Bolloré is the sister of Mr. Yannick Bolloré, two out of the eight Non-Executive Directors, being Mr. Arnaud de Puyfontaine and Ms. Marie Bolloré, are considered non-independent within the meaning of best practice provision 2.1.8, sections i to v inclusive of the DCGC.

5.10 Corporate Governance Statement

Pursuant to the Dutch Decree on the Content of the Board Report, the Company is required to publish a statement concerning its approach to corporate governance and compliance with DCGC. The information required to be included in this statement can be found in the following sections of this Annual Report:

- The information concerning compliance with the DCGC is set out under Section 5.12 of this Annual Report
- The information concerning the Company's internal risk management and control systems relating to the financial reporting process is set out in Section 7.1 of this Annual Report.
- The information concerning the functioning of the general meeting and its powers and rights is set out under Section 5.10 of this Annual Report.
- The information concerning the composition and functioning of the Board and its committees is set out under Sections 5.2-5.4, 8.1.1 and 8.1.5 of this Annual Report.
- The information concerning the D&I Policy is set out under Sections 5.2.7 and 8.1.3 of this Annual Report.
- The information concerning the inclusion of the information required by the Dutch Decree on Article 10 of the Takeover Directive is set out under Section 5.8 of this Annual Report.

5.11 Statements of the Board

5.11.1 In control statement

In accordance with best practice provision 1.4.3 of the DCGC, the Board is of the opinion that for the financial year 2024:

- this Annual Report provides sufficient insights into any failings in the effectiveness of the internal risk management and control systems with regard to the risks as referred to in best practice provision 1.2.1 DCGC;
- the internal risk management and control systems provide reasonable assurance that the financial reporting does not contain any material inaccuracies;
- based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis; and
- the report states the material risks, as referred to in best practice provision 1.2.1 DCGC, and the uncertainties, to the extent that they are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of the report.

It should be noted that the foregoing does not imply that these systems and these procedures provide absolute assurance as to the realization of operational and strategic business objectives or that they can prevent all misstatements, inaccuracies, errors, fraud and non-compliance with all applicable laws and regulations. For a detailed description of the internal risk management and control systems and the principal risks identified, please refer to Section 7 of this Annual Report.

5.11.2 Responsibility statement

In accordance with Section 5:25c(2)(c) of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), the Board confirms that, to the best of its knowledge:

- this Annual Report gives a true and fair view of the assets, liabilities, financial position and result of the Company and the undertakings included in the consolidation as a whole for the financial year 2024;
- the Board report included in this Annual Report provides a true and fair view of the position as at December 31, 2024 and of the performance of the business during the financial year 2024 of the Company and the undertakings, details of which have been included in the financial statements 2024; and
- the Board report included in this Annual Report contains a description of the principal risks that the Company faces.

BOARD REPORT

6

SHAREHOLDER INFORMATION

6.1 Authorized and issued share capital of the Company

As at December 31, 2024, the issued share capital of the Company amounted to €198,362,298.80 and consisted of 991,811,494 Havas ordinary shares with a nominal value of €0.20 each (the "Havas Ordinary Shares"), and amounted to €800,000,000.60, divided into (i) 2,000,000,000 Havas ordinary shares with a nominal value of €0.20 each, (ii) 2,000,000,000 Havas special voting share A with a nominal value of €0.20 each (the "Havas Special Voting Shares A"), and (iii) one (1) Havas special voting share B (the "Havas Special Voting Shares B") with a nominal value of €0.60. The Havas Special Voting Shares A and the Havas Special Voting Shares B are together referred to herein as the "Havas Special Voting Shares", and the Havas Special Voting Shares and the Havas Ordinary Shares are together referred to as the "Havas Shares".

As at December 31, 2024, no Havas Ordinary Shares are held by the Company and all issued Havas Ordinary Shares are fully paid up.

As at December 31, 2024, no Havas Special Voting Shares have been issued. Havas Ordinary Shares and Havas Special Voting Shares are subject to, and have been or will be created under, the laws of the Netherlands.

As at December 31, 2024, there are no treasury shares.

6.2 Shareholders register

The Havas Ordinary Shares and Havas Special Voting Shares are in registered form *(op naam)*. No share certificates *(aandeelbewijzen)* are or may be issued. If requested, the Board will provide a shareholder, usufructuary or pledgee of such Havas shares with a declaration of what is stated in the shareholders register concerning the Havas shares registered in his name free of charge. If the Havas shares are encumbered with a right of usufruct *(vruchtgebruik)* or a right of pledge *(pandrecht),* the declaration will state to whom such rights will fall to.

The shareholders register is kept by the Board. The Company's shareholders register records the names and addresses of the shareholders, the number of Havas shares held, the date on which the Havas shares were acquired, the date of acknowledgement and/or service upon the Company of the instrument of transfer, the amount paid on each Havas share and the date of registration in the shareholders register. In addition, each transfer or passing of ownership is registered in the shareholders register. The shareholders register also includes the names and addresses of persons and legal entities with a right of pledge or a right of usufruct on those Havas shares, the date on which they acquired such a right and the date of acknowledgement or service upon the Company of the instrument of transfer.

6.3 Substantial shareholdings

Pursuant to the Dutch Financial Supervision Act, shareholders are required to notify the Dutch Authority for the Financial Markets *(Autoriteit Financiële Markten)* (the AFM) in the event that they acquire or lose the disposal of a capital interest (and/or voting rights) in the Company as a result of which their percentage of capital interest (and/or voting rights) in the Company reaches, exceeds or falls below one of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%.

The requirement to notify the AFM also applies in the event that their percentage of capital interest (and/or voting rights) in the Company passively reaches, exceeds or falls below one of the thresholds due to a change in the issued share capital of (and/or voting rights in) the Company.

According to the AFM register, the following shareholders have notified the AFM of their capital interest in the Company as at January 31, 2025:

Shareholder	Number of Havas Ordinary Shares	% of share capital	Number of voting rights	% of voting rights
Bolloré Entities jointly (a)	307 998 766	31,05%	307 998 766	31,05%
YB6[2] and Yannick Bolloré (b)(c)	29 754 345	3,00%	29 754 345	3,00%
Total Concert Bolloré	**337 753 111**	**34,05%**	**337 753 111**	34,05%
JP Morgan Chase & Co	38 769 716	3,91%	38 769 716	3,91%
Bank of America Corporation	48 797 785	4,92%	48 797 785	4,92%
Other	566 490 882	57,12%	566 490 882	57,12%
Total	**991,811,494**	**100%**	**991,811,494**	**100%**

(a) Bolloré Entities refers collectively to Bolloré SE and Compagnie de l'Odet SE. Bolloré SE is controlled by Compagnie de l'Odet SE, itself controlled by Sofibol SCA, which is controlled at the highest level by Bolloré Participations SE.
(b) YB6 a simplified joint-stock company (*société par actions simplifiée*) and wholly owned by Mr. Yannick Bolloré
(c) Including the number of underlying Havas ordinary shares corresponding to the equity interests subscribed by Mr. Yannick Bolloré in Vivendi's employee funds (FCPE).

It is possible that the stated percentages of capital interest differ from the actual percentages of capital interest as the shareholders may only be required to notify the AFM in the event that their percentage of capital interest reaches, exceeds or falls below one of the thresholds.

6.4 Anti-takeover mechanisms

The Company owns and operates the Group's businesses indirectly through its single subsidiary, Havas S.A.S. Stichting Continuity Havas, a foundation *(stichting)* governed by Dutch law and established by the Company on October 22, 2024 (the "Foundation") holds a preferred share in the capital of Havas S.A.S. (the "Preferred Share").

The Foundation's purpose is to preserve the interests of Havas S.A.S. and its direct and indirect subsidiaries, which operate the Group's operating businesses from influences that may threaten their long-term continuity, independence and identity and ensure their sustainability for their talents and clients, by discouraging or preventing unsolicited takeover bids, the implementation of dilutive measures and changes in control of the Company *(e.g.*, capital increases; mergers; demergers; changes in composition of the Board) without the support of a majority of Directors whose appointment was made upon the nomination of the Board, through the exercise of the Foundation's rights and powers as holder of the Preferred Share. The Foundation is able, as holder of the Preferred Share, to exercise its rights and powers as holder of the Preferred Share, even if where the transaction or a change in control is sought by or is in the interest of certain of the Company's shareholders.

For instance, in case of a successful unsolicited takeover bid, or a transaction or corporate action resulting in a change-in-control of the Company (e.g., takeover bid; capital increase; merger; change in the composition of the Board) that is not supported by a majority of directors whose appointment was made upon the nomination of the Board, the Foundation may, by virtue of the Preferred Share and for a period of eight years thereafter, exercise multiple voting rights in Havas S.A.S. to cause the adoption by the shareholders of Havas S.A.S. of decisions regarding (i) the approval of the annual financial statements of Havas S.A.S., and (ii) the allocation of the profits of Havas S.A.S., thereby giving the Foundation control over cash flow received by Havas S.A.S. and dividend payments to the Company, which may in turn prevent the Company from paying, or significantly hinder the Company's ability to pay, dividends or other forms of distribution to its shareholders.

The Foundation would also have, during such eight-year period, a veto right with respect to the dismissal of the Chairman *(Président)* of Havas S.A.S. or reduction of his power, the amendment of the articles of association of Havas S.A.S. (including capital increases, mergers and demergers) and certain other important matters implemented at the level of Havas S.A.S.

For additional information on the Foundation and the Preferred Share, please refer to Section 3.3.1.1(f) *("The setting-up of the Foundation and the Havas S.A.S. Preferred Share)* of the Company's prospectus, dated October 30, 2024, prepared in connection with the Admission and available on Havas's website.

6.5 Havas Equity Incentive Plan

Following the admission to listing and trading of all Havas Ordinary Shares on Euronext Amsterdam (the "Admission"), the Company established an equity-based long-term incentive plans (the "Equity Incentive Plan") as part of its remuneration arrangements within the parameters of the Company's remuneration policy.

The Equity Incentive Plan consists of an omnibus incentive compensation plan, containing general terms and conditions that are applicable to all grants of incentive awards by the Company, and additional documents adopted by the Board or, on behalf of the Board, by the Corporate Governance, Nominations and Remuneration Committee or their delegate, which supplement or supersede such omnibus incentive compensation plan.

Pursuant to the Equity Incentive Plan, the Board or, on behalf of the Board, the Corporate Governance, Nominations and Remuneration Committee, or their delegate are able to grant share-based incentives, including performance share units, restricted share units, stock options, share appreciation rights, restricted shares, and other shared-based awards, to Executive Directors, or directors, managers, corporate officers or other employees of Group companies.

The administrator of the Equity Incentive Plan has full authority and discretion to take any actions it deems necessary or advisable for the administration of the Equity Incentive Plan.

Awards may be subject to the fulfilment of certain performance criteria as determined by the Board or the Corporate Governance, Nominations and Remuneration Committee.

The total number of Havas Ordinary Shares granted under the Equity Incentive Plan in any given financial year will not exceed two point five percent. (2.5%) of the issued share capital of the Company as at the end of the previous financial year.

Such performance share units and restricted stock units may be satisfied with either newly-issued Havas Ordinary Shares or existing Havas Ordinary Shares, or a mix of both. The vesting period of grants is expected to be of three years, but may be longer or shorter in the discretion of the Board or the Corporate Governance, Nominations and Remuneration Committee. For such grants, the applicable conditions will be evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors and changes may be made.

The purpose of the Equity Incentive Plan [is to provide long-term incentives to senior management and employees of the Company and its subsidiaries and to Executive Directors, which are linked to value creation for shareholders and, where appropriate, the achievement of certain long-term strategic and financial goals through a variety of awards designed to attract, retain and motivate the best possible workforce.

6.6 Dividend policy

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

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

Since its incorporation on January 6, 2021, the Company has not paid any dividends. The dividend payments described in the Consolidated Company's financial statements for the year ended December 31, 2024 were paid by subsidiaries of the Company before the spin-off of Havas from Vivendi, and in accordance with the dividend policy in place at the relevant time throughout the Vivendi Group. As a result, the historical dividend payments described in the Consolidated Company's financial statements defined term to be confirmed may not be indicative of the amount of dividends that could have been distributed if the Group had been operated by a separate entity, independent from Vivendi for the periods presented.

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

6.7 Investor relations

Havas is committed to maintaining an open and constructive dialogue with shareholders and investors, including potential shareholders and other investors, and aims to keep shareholders updated by informing them clearly, accurately and in a timely manner about its strategy, performance and other matters and developments that could be relevant to their investment decisions.

6.8 Shares

On December 16, 2024, the shares were admitted to listing and trading on Euronext Amsterdam (ticker symbol: HAVAS) at a price of €1,80 per share.

At December 31, 2024, the closing market share price was €1.6224 and the market capitalization was €1.6 billion. The average daily trading volume in 2024 was almost 13,5 million of shares (on Euronext platform only).

At March 31, 2025, the closing market share price was €1.315 and the market capitalization was €1.3 billion.

The average daily trading volume from December 16, 2024 to March 31, 2025, was 4 million of shares (on Euronext platform only).

Share price information	**From 16 December 2024 to March 31, 2025**
Marker capitalization *in euro billions* (March 31, 2025)	1.3
Closing price (March 31, 2025)	1.315
Lowest closing price (€)	1.315
Highest closing price (€)	1.820
Average daily trading volume on Euronext (million of shares)	4.075

Source: Euronext.

6.9 Relationship agreement

Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 have entered into a relationship agreement in order to establish certain arrangements between them as shareholders of the Company (the "Relationship Agreement"). The Company is not a Party to the Relationship Agreement, but has co-signed the Relationship Agreement for agreement and acknowledgement of certain provisions.

To give effect to the arrangements as reflected in the Relationship Agreement, Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 became direct shareholders of the Company shortly prior to the Admission through the transfer by Vivendi of 301,869,191 Havas Ordinary Shares to their benefit.

6.9.1 Consultation

For the purposes of forming and exercising, to the extent possible, a common view and vote on the items on the agenda of any General Meeting, the parties to the Relationship Agreement will, as from the Admission, consult with each other prior to each General Meeting.

6.9.2 Acting in concert

Prior to the Admission, each of Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 has acknowledged and agreed that the Dutch public offer rules as laid down in the DFSA are applicable to the Company and its shareholders as from the Admission. As Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 will continue to have a combined voting interest in the Company of more than 30% (prior to and) at the time of the Admission, and Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 have made the aforementioned agreements set out in the Relationship Agreement, Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 have acknowledged and agreed that they will, as concert parties (*in overleg handelende personen*) (each a "Concert Party" and together the "Bolloré Concert"), be deemed to jointly have a significant influence *(overwegende zeggenschap*, "Significant Influence") over the Company exclusively within the meaning of Section 1:1 DFSA as per the time of the Admission. On this basis, Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6, as well as, in respect of Bolloré SE and Compagnie de l'Odet SE, their ultimate controlling persons, benefit from the exemption from the Dutch mandatory offer requirement as laid down in Section 5:71 sub 1(i) of the DFSA.

Each party to the Relationship Agreement shall notify the other parties promptly if a third party obtains an interest or position in such party (whether directly or indirectly) which allows this third party to exercise control over how such party votes on its Havas Ordinary Shares.

For as long as the parties to the Relationship Agreement are Concert Parties, none of the parties shall and each party shall procure that none of its direct or indirect shareholders, members or partners shall, do anything that creates a requirement for any of the parties to jointly or individually make a public offer *(openbaar bod)* for any equity securities in the Company in accordance with the Dutch mandatory takeover rules or otherwise (the "Mandatory Offer Prevention Obligation").

In addition, for as long as the parties to the Relationship Agreement are Concert Parties, each party shall, upon the reasonable written request of another party (provided that such requesting party has not breached the Mandatory Offer Prevention Obligation or any other provision of the Relationship Agreement), provide reasonable assistance to such requesting party in legal proceedings initiated by a third party against such requesting party alleging that such requesting party is required to make a public offer for all Havas Ordinary Shares in accordance with the Dutch mandatory takeover rules.

6.9.3 Termination

Except for certain specific continuing provisions, the Relationship Agreement shall terminate immediately and be of no force and effect upon the earliest to occur of:

- the Concert Parties no longer jointly having Significant Influence over the Company; or
- mutual agreement of all parties to the Relationship Agreement.

Each party to the Relationship Agreement may by written notice terminate immediately the Relationship Agreement, in whole or in part, in case (i) such party determines in good faith that a breach of the Mandatory Offer Prevention Obligation by the other Party has occurred or is imminent to occur, or (ii) a third party obtained an interest or position in another party to the Relationship Agreement (whether directly or indirectly) which allows this third party to exercise Control (as defined in the Relationship Agreement) over how such party votes on its Havas Shares.

6.9.4 Governing law

The Relationship Agreement is governed by Dutch law.

BOARD REPORT

7

RISK FACTORS

7.1 Risk management

7.1.1 Organization of the Group's risk management framework

7.1.1.1 INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

The Group's management policies and principles are compiled in a manual available on an intranet accessible to all Group employees. This manual includes the body of rules applicable in terms of organization, delegation of powers, and procedures in force for Havas N.V. and its subsidiaries. Procedures are regularly reviewed and supplemented over the years to strengthen controls, particularly in the areas of external fraud prevention and protection of payment methods, as part of the continuous improvement of internal control. Training sessions are regularly organized on these topics as well as on regulatory developments (e.g., GDPR, Duty of Vigilance, Sapin II Law). In 2024, no major failings in the internal risk management and control systems have been observed, and no significant changes have been done to the existing systems.

7.1.1.2 DEFINITION AND OBJECTIVES OF INTERNAL CONTROL

Internal control is a process implemented by the Board of Directors, management, and company employees, aimed at providing a reasonable assurance as for the achievement of the following objectives:

- compliance with applicable laws and regulations;
- execution and optimization of operations to achieve the objectives set by the Group's management bodies;
- proper functioning of internal processes to ensure operational control and asset protection;
- reliability of accounting, financial, and internal and external management information used and released by the Company, ensuring they accurately reflect the Company's activities and situation.

7.1.1.3 SCOPE OF INTERNAL CONTROL

■ Presentation of internal control

The elements described in this report apply to all companies whose accounts are consolidated by the Group using the full integration method: Havas N.V. and its subsidiaries. Excluded are companies accounted for using the equity method and entities, franchised or affiliated, mainly in Central Europe, Asia, and Latin America, in which the Group holds neither a stake nor direct management power.

Subsidiaries have often drafted their own internal control procedures, adapting them to local specificities while referring to the established rules and principles specified in the Group's principles and policies manual, thus promoting the homogeneity of procedures and internal control throughout the network.

The internal control of new companies is not subject to a systematic immediate review by the internal audit but is generally included in the internal audit plan for the year following the acquisition.

■ Limitations of Internal Control

Given the multiplicity of legal entities comprising the Group, generally small in size or operating in remote regions, the implementation and maintenance of reliable and homogeneous procedures can sometimes be difficult to follow and control. The Group is aware that these internal control procedures cannot fully guarantee the achievement of the Company's objectives, particularly those related to the safeguarding and protection of assets, and therefore remains particularly vigilant regarding the risk of fraud and misappropriation. In the event of a failure of preventive controls, the financial departments of the networks are responsible for immediately informing the Group's Financial Department. They must also promptly initiate the necessary investigations to quickly determine the financial extent and causes, take the necessary measures, and modify the deficient procedures if necessary.

7.1.1.4 COMPONENTS OF INTERNAL CONTROL

■ Organization

Code of Ethics

In 2024, the Group updated its Code of Ethics to better meet the new expectations of its stakeholders and to allow its ethical principles to fully support its corporate social responsibility policy. The values and principles outlined in this Code should guide all employees in their daily professional practices, regardless of their profession, level of responsibility, or region of operation. It details the Group's principles and its responsibilities towards its stakeholders: employees, clients, suppliers, competitors, shareholders, financial markets, society, and the environment.

The Code of Ethics is based on the following principles with all employees must comply at all times: compliance with laws and regulations;

- honesty and integrity in conducting business;
- compliance with ethics rules in force in the communication sectors;
- respect for other people;
- defence of the Group's interests in all circumstances, when using proprietary assets, resources or information, and in the event of conflict of interest;
- transparency and relevance of information provided;
- protection of the environment.

This Code of Ethics applies to all subsidiaries of the Havas Group of which at least 50% of the capital is held by the parent company, and to all salaried employees but also to freelancers, temporary employees and sub-contractors acting on behalf of one of the group's companies.

This Code of Ethics has been notified to all the agencies within the Group and is also available on the Group's intranet and in the Group's Procedures Guide. As part of the induction process, all new Havas recruits receive a copy of the Code of Ethics.

Besides, managers have a duty to inform employees about the ethics contained in this code and to ensure proper application of and compliance with the code. They must also conduct themselves in an exemplary manner and, as such, their behaviour should be irreproachable.

Managers must also promptly notify any serious breach of the code to the holding company. A breach of the code may give rise to sanctions including dismissal of the employee or even legal proceedings in the event of a violation causing grievous prejudice to Havas (whether in legal, financial or reputational terms). Employees who witness or believe, in good faith, that they have knowledge of a case of grievous breach of this code, can report any such non-compliance to their superiors, or, should they feel the aforesaid solution is not possible or satisfactory in terms of follow-up, they can write to the Group General Counsel or the address compliance@havas.com.

Anti-Corruption Measures

The Group is committed to complying with all applicable laws in each of the countries in which it operates, including compliance with laws relating to anti-corruption and bribery. The Group does not tolerate any form of corruption or bribery within its organization. Non-compliance with laws and regulations, including anti-corruption, bribery and related laws could expose the Group to legal liability and may negatively impact the Company's reputation, financial position, results of operations and/or prospects. These risks may manifest themselves in interactions with government bodies, trade associations, and in the merchandising division.

The Group has implemented several measures to counter the aforementioned risks, notably an anti-corruption Code. This latter applies to all internal employees of the Group, and all occasional and external workers (any person –intern, temporary worker, service provider– assigned to work on the premises of a Group company) employed by the Group in France and abroad (collectively "the Employees). All of our business partners (suppliers, service providers, intermediaries, agents, sub-contractors, cocontractors, etc.) are required to comply with the Codes principles or at least equivalent standards, and to promote the application of the Codes principles among their own partners. The Code is not exhaustive and does not cover all possible situations that may confront Employees but describes the rules that should guide employees' decisions on matters including, but not limited to: gifts and invitations, facilitating payments, conflict of interests, hiring, commercial partners, lobbying, donations / patronage / sponsorship, political donations, acquisitions and participation in joint ventures, existence and accuracy of ledgers and registers. A training program has also been developed to complete the framework in place to prevent corruption and influence peddling, and e-learning modules have been created to enable a better understanding of the issues and risks in play, and to learn best practices.

The management of the Group and of each subsidiary are responsible for ensuring that all Employees receive a copy of the Code and adhere to its provisions. The Group has also established a whistleblowing procedure that extends Employees' means of expression by enabling them to report any practices or situations that may be qualified as acts of corruption or influence peddling and as such are in breach of this Code. While Employees have the option of reporting the matter to their line manager, the whistleblowing procedure provides them with additional protection against any negative repercussions. Any breaches of the Code can also be directly reported to the Compliance Department through the following address: compliance@havas.com.

Failure to comply with the rules set out in this Code may have serious consequences, not only for the Group but also for Employees. For the Group, any practices that are in breach of the rules set out in this Code may harm its reputation and its business. In addition, it may be obliged to compensate for any losses caused and may also face criminal proceedings. Employees who fail to comply with the anti-corruption rules set out in this Code may face disciplinary measures or have their employment terminated, where justified by the circumstances. In addition, criminal and/or civil proceedings may be brought against them.

Commitment of Operational and Financial Managers

To ensure the quality of the financial statements submitted at each closing, the Havas Group, as in previous years, has implemented a formal certification procedure followed by operational and financial managers at each level of the hierarchy: agency, country or region, and divisions. In these certificates, they attest to the Chairman and CEO and the CFO of the Havas Group the results and the equity of the entity for which they are responsible, as well as the completeness and sincerity of the financial information transmitted by their Company to the consolidation department. They also certify that they have reported any significant internal control deficiencies of which they have become aware.

Responsibilities and Powers

The Group's management policies and principles manual sets out the rules and limits of the delegations of authority granted to the managers of divisions and subsidiaries and specifies the operations that remain under the exclusive control and authority of Havas: acquisitions and disposals of companies, significant investments, signing of real estate commitments, financing. Formalized matrices of delegation of authority and separation of duties have been implemented in the Group's agencies, particularly regarding the issuance of payment methods and financial commitments.

Procedures and Operating Methods

The procedure guides remind the Group's internal control principles. They detail the operating methods and controls to be carried out to ensure the efficiency of operations, the reliability of transmitted accounting and financial information, compliance with the terms of contracts established with third parties, and the optimal use of resources, while also ensuring asset protection and fraud prevention.

The procedures include notably:

- narratives and/or flowcharts;
- risk matrices and key controls related to the reliability of financial and accounting information;
- an IT risk control matrix;formalization of delegations of authority and segregation of duties.

Human Resource Management

The recruitment of operational entity managers requires authorization from the hierarchy at the level of regional managers, division managers, or Havas management, depending on the hierarchical levels. This authorization procedure aims to ensure that the experience of these managers matches the skills necessary to achieve the objectives set by the Group. The remuneration systems in place aim to incentivize key managers to achieve these objectives.

Recruitment procedures for employees are formalized by each entity to consider the general principles defined by the Group. The recruitment is subject to formal approval based on the relevant hierarchical levels, thus respecting the delegations of authority in place. An annual individual employee evaluation procedure, under the responsibility of their hierarchy, is centralized at the Group's Human Resources Department.

■ Release of Relevant Information

Information Systems

All Group companies have access to an information system, centrally managed by Havas S.A.S., which serves as the unified transport and control vector for most financial and operational information: budgets, monthly reports, semi-annual or annual consolidations. In addition to financial information, the Group has set up operational information databases related to the market, competition, and existing and potential clients. The objective of these databases, accessible according to roles, needs, and hierarchical levels, is to provide Group managers with the means to perform their functions under the best possible conditions.

The Group has also implemented a reporting system that centralizes all non-financial indicators, allowing the consolidation of data from various areas related to social and environmental responsibility. The indicators are divided into three themes: environment, social, societal. Some environmental indicators are specifically deployed for calculating the Group's carbon footprint.

Accounting Standards

The process of preparing accounting, financial, and management information relies on the dissemination within the Group of consolidation instructions, the Group principles manual, and the uniqueness of the Group's chart of accounts, both for budget cycles and reporting or consolidation.

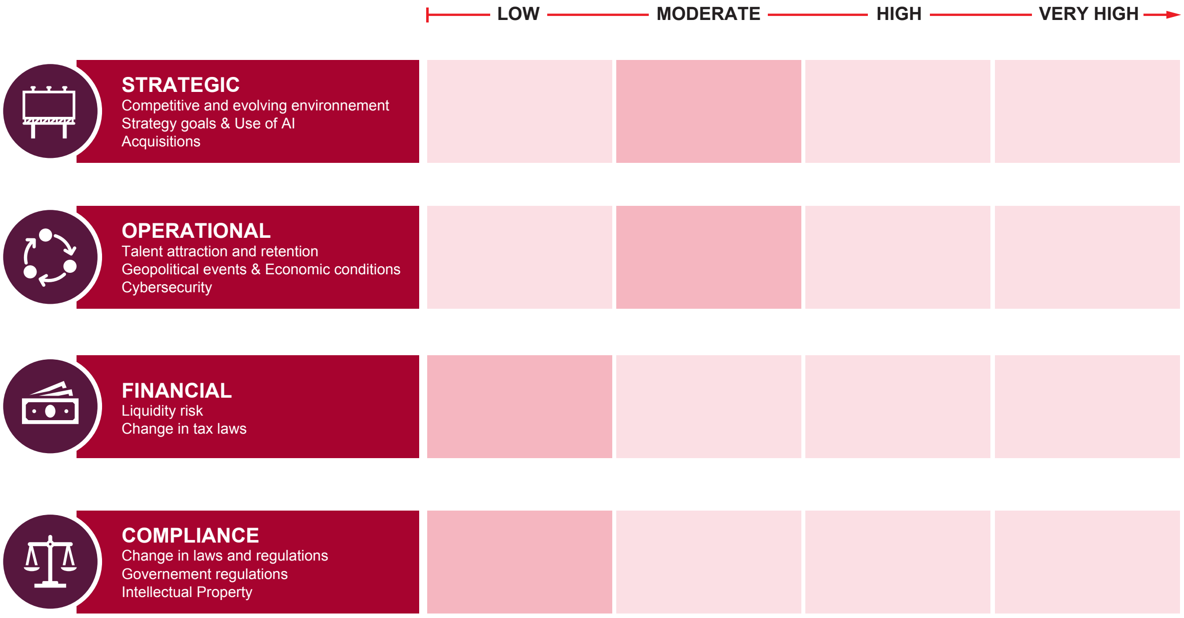
7.1.2 Risk appetite

The Board and the Group's management seek to manage risks consistently within the risk appetite, which is the level of uncertainty that Havas is willing to assume given the corresponding reward associated with the risk. Havas' risk appetite, in line with its business plan and its overall objectives, differs depending on the type of risk, ranking from low to very high approach. We align our strategy within the dynamics of the communication industry and take risks needed to operate successfully in our business lines.

We hold ourselves, as well as our talents, responsible for acting with honesty, integrity and complying with our Code of Ethics, applicable laws and regulations everywhere we do business but also with budgets and policies.

The implementation of risk management procedures is a continuous improvement process for the Group. In accordance with the guideline 400.110c of the Dutch Counsel for Annual Reporting, the risk management section provides an overview of the main risks to be dealt with and of the preventive and corrective actions in place to mitigate these risks.

The risk appetite for the four main risk categories is visualized below. This classification may not in any way be viewed as an implied or express guarantee that such mitigation will in practice be effective in limiting the risk exposure and/or the potential damage to us from any such risk materializing.



7.1.3 Risk mapping and analysis

7.1.3.1 RISK IDENTIFICATION

The Group's risk assessment is based on a qualitative and quantitative approach, carried out centrally in collaboration with operational department, and on the evolution of the nature of risks and their impacts, and current regulations (GDPR, Duty of Vigilance, Sapin II Law).

Operational risks are monitored at the agency level, taking into account industry specifics, local practices, and the economic environment. Agency managers are required to report them to their hierarchy in accordance with the Group's policy. Significant risks and disputes are regularly reported to the Group's Secretary General. A specific procedure detailing the roles and responsibilities of each is included in the Group principles manual.

7.1.3.2 RISK ANALYSIS

Once identified, risks are analyzed in detail, and potential consequences are examined and measured to have a complete view of their impacts. Fraud risks receive particular attention for prevention and rapid detection for effective treatment. When a fraud is detected, necessary measures are taken immediately to limit the consequences, and its analysis is carried out, usually with the help of external consultants and the Group internal audit.

The Audit Committee is informed in detail and kept updated on developments, causes, measurement of consequences, and treatment of these frauds, and remains particularly vigilant regarding applied sanctions.

Specific procedures for reporting fraud cases are in place at the Group and Division levels. Additionally, a formalized questionnaire is completed by each division to centralize all information on identified disputes and risks.

7.1.3.3 RISK MANAGEMENT

This risk management process optimizes the responsiveness and efficiency necessary for their control and treatment.

7.1.3.4 RISKS RELATED TO THE COMMUNICATIONS SECTOR

Due to its activities, the Group faces specific risks directly related to the nature of its operations, detailed in the "Risk Factors" section of Universal Registration Document. Some of these risks are subject to specific procedures aimed at covering them as effectively as possible, particularly those related to counterfeiting and compliance with personal rights (image and intellectual property) and regulations specific to each country where the Group operates. These risks are covered by systematic control procedures for produced advertising material and its use. The Group's and subsidiaries' legal departments assist operational teams in preventing such risks, especially in the case of international clients.

Others are more difficult to prevent due to the rules and practices specific to the communication market: particularly those related to market instability and strong competition. This latter risk is particularly monitored to limit the negative effects that the economic crisis may have on the activity level of some markets where the Group is present.

7.1.3.5 FINANCIAL RISKS RELATED TO CLIMATE CHANGE

Given the Group's activities, the financial risks related to the effects of climate change are limited. However, the Group is committed to reducing the impact of its activities on the environment and has implemented a series of measures (see CSR Report).

7.1.4 Risk monitoring and management

CONTROL ACTIVITIES

Internal control is everyone's responsibility. Its implementation and verification of its effectiveness primarily fall to the operational and financial departments, which must ensure at every level that internal control procedures are regularly updated and adapted to the Group's main objectives, covering a broader scope than just the reliability of numerical, accounting, and financial information used and disseminated by the Group.

The Internal Audit, within the framework of an annual audit plan, is responsible for ensuring that controls are in place, adapted to the risks to be covered, and that their effectiveness is regularly verified.

■ Audit Committee

Information regarding the Audit Committee is included in section 8.1.5.5.1 of the Annual Report.

■ Financial Committees and Central Functions

The Executive Committee examines the Group's monthly and cumulative results as well as all financial matters, including financial investments, projects for creating activities, companies, or joint ventures, on a monthly basis.

Considering the global operations of the Company, this responsibility is allocated to the Executive Committee consisting of global leaders of the Company. The activities of the Executive Committee are closely monitored by the Board.

■ Entity Management

The Group's operations in different regions are structured similarly at all levels: a General Manager and a Financial Manager directly responsible for their entity to their hierarchy. Within each entity, the General Manager and the Financial Manager apply the directions decided by the hierarchy, in line with the Board of Directors, and organize the control of operations by implementing procedures in accordance with the Group's management policies and principles, for which they are responsible for ensuring proper application.

Each Financial Manager is responsible for ensuring the proper functioning and updating of the internal control of the entity for which they are responsible. Their direct hierarchy is responsible for ensuring this.

■ Corporate Internal Audit

In 2024, the Internal Audit, under the authority of the Group's Financial Department and the Vivendi Audit Committee, continued its mission of monitoring the Group's internal control system by ensuring the efficiency and effectiveness of the systems in place.

The main objective of audit missions is to evaluate the level of internal control of the entities reviewed within the framework of the annual audit plan, based on an understanding of the agencies' activities and their markets, the inherent risks of their activities, and the measures in place to prevent or address them if necessary. Thus, mission reports include all internal control improvement recommendations deemed necessary based on the results of the work carried out. These recommendations are summarized in a detailed action plan for implementing these recommendations, completed and validated by each examined entity and returned to the Internal Audit. This action plan is attached to the report upon its release. It allows the Internal Audit to monitor the recommendations, either by returning on-site for the most critical reports or by conducting remote checks.

Audited agencies were selected from a list of major themes reflecting the main risks identified by the Internal Audit or the division management, based on numerical analyses of historical trends and/or specific financial situations.

The 2024 audit plan was proposed, discussed, and then validated by the Financial Department in relation to the operational management of the divisions before being presented to the Vivendi Audit Committee. It was adapted during the year to take into account new requests and operational imperatives leading to changes in the initial schedule. Following the escalation of the Havas Audit Committee to the Vivendi Audit Committee in 2019 (the last Havas Audit Committee meeting was held on February 8, 2019), the Vivendi Audit Committee was informed of any modifications to the initial audit plan. All reports were transmitted to the operational and financial managers of the agencies, their hierarchy, as well as the Financial Department and the Group's Secretary General. A progress report on the audit plan and a summary of significant points are regularly presented by the Internal Audit Department.

MONITORING OF THE SYSTEM

The continuous monitoring of the internal control system is ensured at all levels. Each Financial Manager, in agreement with their General Manager, has the primary responsibility for the proper functioning and updating of the internal control of the entity for which they are responsible. At the higher level (country or region), the financial manager ensures the performance and reliability of operations, which are regularly reviewed by the Financial Department of each network. This financial network is designed to ensure continuous vigilance to quickly detect and address any anomalies, whether in budget control or in case of weaknesses or failures in internal control.

In 2024, Internal Audit continued its objective of geographic coverage of the system by examining medium-sized agencies that had not yet been audited. The audit plan also included agencies that had recently joined the Group as well as significant entities that require regular controls.

■ Key Processes for the Preparation and Processing of Accounting and Financial Information

Consolidation

The consolidation department of Havas N.V. centrally organizes and manages the consolidation process of the financial statements of all Group companies. This centralized process, along with the procedures and glossary in place, ensures the harmonization and consistency of the documents integrated into the Group's financial statements. Each package is directly consolidated after being reviewed or audited by external auditors.

The data from the consolidation is systematically reconciled with the same data from the management reporting process. This reconciliation is structurally facilitated by the unification of the IT tool.

It is noted that since 2005, the Havas Group has prepared consolidated financial statements according to the international accounting standard IFRS.

Budget and Reporting

Havas organizes the budget and monthly reporting processes, which are controlled at each hierarchical level and consolidated at the Group level. These processes are a major component of the Group's internal control system. They constitute the preferred tool for monitoring, controlling, and managing the operations of subsidiaries by the Group's General Management and its divisions.

Subsidiaries systematically analyze the variances between actual and budget and between initial budget and budget revisions. These analyses are reviewed by the Financial Directors of the regions and headquarters, then by the Group's central management control before being examined monthly by the Executive Committee.

Administrative Shared Service Centers

In several countries where its presence is significant, the Group has launched initiatives to establish shared service centers to primarily handle the accounting and payroll functions of the country's companies. This development, in addition to cost reductions and improved activity flexibility, ensures the separation of functions, the uniqueness of tools and procedures, and contributes to the improvement of internal control over the preparation of accounting and financial information.

■ Treasury, Financing, Liquidity

The Group's Treasury and Financing Department oversees a reporting and analysis process for the Group's cash positions and net debt, which includes: (i) daily monitoring of the Group's cash position and net debt, measured from the cash positions of subsidiaries in countries linked to the centralized cash pool and/or equipped with a domestic cash pool (France, United States, Canada, United Kingdom, Spain, Germany, Belgium, Portugal, Netherlands, and Italy) and monthly in other countries; (ii) monitoring disseminated to the Financial Department and commented on during the monthly Management Committee meeting on the evolution of the Group's net debt and its main subsidiaries, Havas' investments, and the level of credit line utilization in the main countries. The Group's Treasury and Financing Department manages a complementary monthly process of preparing two tables analyzing the variation in the Group's financial net debt using the indirect method from the Group's consolidated operating result and the direct method of cash inflows and outflows from all the Group's subsidiaries. This control system is supplemented by quarterly monitoring of the aged balances of the main clients and monthly monitoring of the aged balances of the Group's subsidiaries. Additionally, the Group's working capital requirement is monitored monthly.

Furthermore, an annual forecasting system for monthly cash flows and working capital requirements, generalized to all the Group's subsidiaries, allows for anticipating financing needs and optimizing investments.

Additionally, the Group's Treasury and Financing Department centralizes all financing requests from the Group's subsidiaries, ensures regular monitoring of the use of these financing lines, and assists the Financial Department and the Presidency in managing the Group's medium and long-term debt and financial risks.

As part of the process of closing Havas' consolidated accounts, the Treasury and Financing Department reviews and validates all notes to the consolidated accounts related to cash, debt, and financial risks.

■ Off-Balance Sheet Commitments Monitoring

Havas centralizes the guarantees and sureties granted and oversees a specific reporting process that allows for updating and monitoring commitments related to "earn-out" and "buy-out" in connection with the financial directors of the regions and headquarters who control the concerned entities. Other commitments given and received are reported in the consolidation packages and centrally monitored by Havas.

■ Litigation and Disputes

Litigation is regularly reported by the legal departments of the subsidiaries to the Group's General Secretary. In addition to this regular reporting, when preparing its annual report, Havas receives a summary of known, ongoing, or potential litigation of the Group. The General Management is kept informed of the status of the main litigations.

■ Tax

In this respect, the Group has adopted a tax policy with very low tolerance to tax risk. Group tax management is carried out by the Group Tax Department, headed by the Tax Director who reports to the CFO. In addition to a dedicated tax management staff based in Paris, Madrid, New York and London, the Tax Department also uses the services of external advisors and qualified, reputable law firms to assist the Group companies in their operations or in their relationships with local tax authorities. The Group Tax Department ensures that all the reporting obligations to which the Group companies are subject are fulfilled in all jurisdictions, and that all the taxes to which the companies are subject in respect of the transactions they perform are determined and paid in accordance with local laws and regulations and international treaties in force. The Group Tax Department also ensures that cross-border transactions are carried out in compliance with the applicable OECD transfer pricing principles and that their presence in any given jurisdiction is justified by the exercise of effective economic activity in the local market.

7.2 Risks Factors

Any of the risks described below could, alone or in combination with other events or circumstances, have a material adverse effect on the business, financial condition, results of operations, prospects and reputation of the Group, and cause the price of the Havas Ordinary Shares to decline and investors to lose all or part of their investment. The Group may face a number of the risks described below simultaneously and some risks described below may be interdependent.

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

While the risk factors below have been divided into categories, some risk factors could belong in more than one category and investors should carefully consider all of the risk factors set out in this section. The order in which the risk factors are presented in each category below is not necessarily an indication of the likelihood of the risks actually materializing, of the potential significance of the risks or of the scope of any potential negative impact to our business, results, financial condition and prospects.

7.2.1 Risks relating to the Group's business

7.2.1.1 MACROECONOMIC CONDITIONS

Due to its large geographic footprint, the Group's overall performance depends largely upon domestic and worldwide economic conditions. The global economy continues to be challenging, including as a result of the persistent inflationary pressures, U.S./China tensions and conflict in Ukraine and the Middle East. The United States, Europe and other major markets where the Group operates have experienced cyclical downturns in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, decreased government spending, reduced corporate profitability, volatility in credit, equity, and foreign exchange markets, inflationary pressures and higher interest rates, bankruptcies, and overall uncertainty. These economic conditions can occur abruptly and can arise as the collateral effect of crises elsewhere. Any prolonged disruption to business or financial markets in North America and Europe, which accounted for 36.5% and 47.8%, respectively, of the Group's net revenue for the year ended December 31, 2023 and 33.8% and 49.4%, respectively, for the year ended December 31, 2024, could have an adverse impact on the Group's business, financial condition, results of operations and prospects.

Economic downturns or uncertainty about the strength of the global economy generally, or adverse economic conditions in certain regions or market sectors, pose a risk that existing or potential clients of the Group may decide to suspend, make significant reductions in or postpone their expenditures on communications and marketing services and projects. For example, during the Covid-19 pandemic, certain markets and industries the Group serves were particularly negatively affected, resulting in a reduction in their marketing budgets and a decrease in demand for the Group's services, in particular for Havas Media which in some markets experienced a decrease in billings of more than 50% over several months. Certain of the Group's industry verticals may be negatively affected by slowing economic conditions in the industries they serve. For instance, the Group's technology, media and telecom ("TMT") vertical, which represented 8.1% and 9.2% of the Group's net revenue for the year ended December 31, 2023 and the year ended December 31, 2024, respectively, serves a technology sector that has experienced softening economic conditions in recent years. Moreover, the Group is particularly exposed to the healthcare and wellness sector, which represented 30.7% and 29.0% of the Group's net revenue for the year ended December 31, 2023 and the year ended December 31, 2024, respectively. Economic slowdowns or other factors identified in this section that negatively affect the Group's clients in this sector are therefore likely to have a more significant adverse effect on the Group's performance.

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

7.2.1.2 COMPETITIVE AND EVOLVING ENVIRONMENT

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

The Group's agencies and media services compete with other agencies and other providers of creative, advertising, marketing or media services to maintain existing client relationships and win new clients and accounts. The Group faces significant competition from both large international players, including larger international advertisers such as Publicis, IPG, WPP, Omnicom and Dentsu (all of which are publicly listed and significantly larger than the Group by revenue for fiscal year 2024) and consulting firms such as Accenture, and smaller agencies that operate in a limited number of local markets, regions or countries. The Group also competes with relatively new market participants, including from outside the traditional communications and marketing industry, such as large technology companies that are increasingly operating in certain segments of the industry.

New competitors also include operators such as systems integrators, database marketing companies and modeling or performance companies which offer technological solutions to communications and marketing needs expressed by clients. Clients may choose to source creative work internally or work with production groups that specialize in “content at scale”, thereby decreasing the budgets managed by creative groups. These competitors may outperform the Group by delivering more innovative and impactful campaigns, achieving higher engagement and conversion rates, attracting a larger client base, and ultimately capturing a greater share of the market. Although the Group focuses on delivering efficient communications and marketing (that is, reducing its clients’ costs without reducing results), some of the Group’s competitors may be more efficient and undercut the Group’s offering, including where competitors develop more effective and efficient communications and marketing analytics and generative AI-enabled tools than those of the Group, such as through its “Converged” platform. Many clients put their communications and marketing business up for competitive review from time to time, and the Group has lost client accounts in the past as a result of such periodic competitive reviews.

For a discussion of the potential impact of the loss of clients, see Section 7.2.1.5 “Client loss”. In addition, because the Group’s principal asset is its creative talent and that the movement of labor is relatively unconstrained in the industry, its relationships with clients can be materially affected by the sudden departure of key personnel. For the same reason, a small agency is, on occasion, able to take all or some portion of a client’s account from the Group, notwithstanding the Group’s size. See Section 7.2.1.3 “Talent attraction and retention” for a discussion of the risk of loss or failure to attract or retain talent.

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

Competitive challenges also arise from new and rapidly evolving technologies in the advertising, communications and marketing space, creating opportunities for new and existing competitors and a need for continued significant investment in talent, tools, technologies and process improvements. As data-driven solutions become increasingly core to success in this industry, and with the development of new and emerging technologies, such as generative AI, any failure to keep up with rapidly changing technologies and standards in this space could harm the Group’s competitive position. Investments in technology may become outdated and may need to be replaced more quickly than expected, which could be costly. See Section 7.2.1.10 “The development and use of generative AI” for a discussion of the risks relating to generative AI.

As a result of this highly competitive and fast-paced environment, the Group may lose present clients and potential new business to competitors, which could have a material adverse effect on the Group’s market share, business, revenues, results of operations, financial condition and prospects. See Section 7.2.1.5 “Client loss” for a discussion of the risks relating to the loss of clients.

7.2.1.3 TALENT ATTRACTION AND RETENTION

As the Group operates in the communication and marketing services industry, its ability to identify and retain internal and external talent, including, but not limited to, artists, creators, designers, authors, managers, programmers and data and other specialists, is key to the success of the Group. The Group’s ability to attract and retain such talent is influenced by a variety of factors, some of which are outside of the Group’s control, such as personal life choices, health issues, family responsibilities, relocation, career changes or retirement. Given the increasing attention to, and importance of, climate change and other environmental, social and governance (“ESG”) Matters, including by employees, any negative publicity may damage the Group’s reputation and ability to retain and attract talent. See Section 7.2.4.5 “Ethical, environmental, social and governance considerations” for a discussion of the risks arising from damage to the Group’s reputation for failing to meet ethical and ESG expectations.

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

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

7.2.1.4 GEOPOLITICAL EVENTS

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

Geopolitical events or tensions have created or contributed, and in the future may create or contribute, to economic downturns or uncertainty, both globally and in certain regions or market sectors. Negative economic developments have affected, and will in the future affect, client spending on the Group’s services as clients tend to prioritize core business expenses during periods of heightened geopolitical tension and therefore cut their marketing expenses. For example, the Group experienced suppressed activity in 2022 and 2023 in markets neighbouring Russia, such as Poland, where client expenditures decreased. See Section 7.2.1.1 “Macroeconomic conditions” for a discussion of the sensitivity of the Group’s business and financial performance in respect of macroeconomic conditions. The continuation or aggravation of a number of ongoing geopolitical conflicts may in the future undermine the markets in which the Group operates. In particular, the ongoing conflicts in Ukraine and the Middle East have led to significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability and changes in consumer and purchaser preferences. In addition, changes to trade policies, including the imposition of tariffs and retaliatory tariffs, may negatively impact economic growth, such as the significant diplomatic and trade frictions ongoing between the United States, Europe and China, with a resulting impact on business continuity and travel, supply chain disruptions, inflation, security issues, and overall uncertainty with respect to the economy, including with respect to tariff and trade issues. Any prolonged disruption to business or financial markets could have a material adverse impact on the Group's business, financial condition, results of operations and prospects, particularly to the extent these negatively affect the Group's North America and Europe segments, which accounted for approximately 36.5% and 47.9%, respectively, respectively, of the Group's net revenue for the year ended December 31, 2023 and 33.8% and 49.4%, respectively, for the year ended December 31, 2024.

7.2.1.5 CLIENT LOSS

For the year ended December 31, 2023 and the year ended December 31, 2024, the Group's largest client represented 7.7% and 8.1% of its net revenue, respectively. For the year ended December 31, 2023 and the year ended December 31, 2024, the Group's ten largest clients represented 21.7% and 20.3% of its net revenue, respectively. Consequently, a relatively small number of clients contribute a significant portion of the Group's revenue.

Clients may reduce, reallocate or cancel current or future spending on communications and marketing projects at any time on short notice for any reason, including as a result of a reduction in budget due to global macroeconomic conditions, the attribution of projects to competitors as a result of periodic reviews or the departure of key creative talent from the Group. For instance, in 2024, Havas Health's second largest client (representing 2.9% of the Group's 2024 net revenue) conducted a competitive review as a result of which a majority of its budget with the Group was moved to large international competitors. In addition, several trends in the Group's industry have exacerbated and may in the future exacerbate the risk that key clients may be lost by the Group, such as relatively short notice periods for the termination of its customer agreements, operating on a project-by-project basis or the internalization of some activities by certain of the Group's clients. These factors may increase the rate of client turnover, and they provide less visibility on future revenue streams from any single client. They also increase the risk that a single event affecting a key client could result in an abrupt reduction in expected spending on the Group's services. A significant reduction in spending on the Group's services by its largest clients or the loss of several of its largest clients, if not replaced by new clients or an increase in business from existing clients, would adversely affect the Group's revenue and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. See Section 7.2.1.2 "Competitive and evolving environment" for a discussion of the risks arising from the competitiveness of the Group's industry and resulting risks of losing clients and business.

7.2.1.6 INFLATION

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

The Group has recently sought to address the risk of inflation presented by its long-term client agreements, namely its master services agreements in its Creative business line, given that their terms extend beyond one year. The Group seeks to negotiate contractual fee arrangements that expressly or implicitly adjust for inflation, such as fixed-rate inflation adjustments, adjustment mechanisms to account for expected inflation in certain markets, commission-based fees or fees based on a fixed percentage of the expected annual client budget. However, notwithstanding such efforts, contractual protection measures are not systematically present in each of the Group's master services agreements or other long-term agreements. Moreover, even where agreed, the specific measures are subject to variation based on the relevant business line and/or client, and may only offer partial protection that is insufficient in adjusting revenue proportionally with the increase in costs driven by inflation. Additionally, even where fees are shorter term and commission-based (which is primarily the case in the Havas Media business line), the Group may be unsuccessful in negotiating higher fees for subsequent projects to account for inflationary increases in costs. More broadly, although the Group seeks to adjust its fees with clients when contracts come up for renegotiation by addressing all commercial terms, including rates, asset pricing, rebates and value-adds, the Group may not be able to do so, whether due to the client's bargaining position, to the Group's desire to retain the client, or for any other reason. Any of these factors, alone or together, could cause the Group's costs to rise faster than its revenue. Moreover, if the Group is as a result of such inflationary pressures unable to maintain certain efficiency commitments that it has made to clients, its relationship with clients may be damaged, causing it to lose future business.

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

7.2.1.7 LATE CLIENT PAYMENTS

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

To the extent possible, the Group pays production and media charges only after it has received funds from its clients. The Group also relies upon laws and regulations and commercial arrangements to limit its payment liability for services contracted with media and production providers on behalf of clients. For instance, in France, law no. 93-122 of January 29, 1993 on anti-corruption and transparency of the economy and public procedures (as amended, the **"Sapin I law"**) provides that the Group's agencies act exclusively as the agent for the client in purchasing media and production services (with payments being made directly by the client), and in the United States, "sequential liability" contractual arrangements provide that the Group is not liable to the service provider until and to the extent the Group has been paid by the client for the media or production services. However, laws and regulations limiting the Group's liability for payments are not available in each country in which the Group has operations and, even where such laws and regulations apply, they may not apply to all services contracted to by the Group, including in France. Moreover, the effectiveness of sequential liability arrangements (whereby the Group acts as an agent for its clients) depends upon the particular terms of the contractual agreements as between the client and the Group, on the one hand, and the service provider and the Group, on the other.

Even where a client agrees to a sequential liability arrangement, in many instances the service provider does not. Where the sequence of payments for purchases of media and production services are not provided for by relevant laws and regulations, or where such sequence of payments are made by the Group's agencies as a principal or are not subject to contractual arrangements that provide for sequential liability, the risk of a material loss as a result of payment default by the Group's clients, or as a result of attempts by clients to significantly delay or otherwise alter payment terms, could increase significantly. Such a loss could have a material adverse effect on the Group's business, results of operations and financial position.

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

7.2.1.8 ACQUISITIONS

The Group's development strategy includes making targeted acquisitions of complementary agencies with a view towards expanding or strengthening its geographical footprint where needed and acquiring specific expertise and skillsets that are complementary to the Group's existing capabilities. Most recently, the Group has executed 23 acquisitions from 2022 to 2024, including notably Uncommon in the United Kingdom and PivotRoots in India. Goodwill or other intangible assets recorded on the Group's balance sheet for acquired companies may be subject to impairment.

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

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

7.2.1.9 STRATEGY GOALS

The Group announced a strategic plan in June 2024, the "Converged" strategy, which, among other things, involves deploying a platform that integrates the various processes and tools that inform the creation, production and delivery of the Group's communication and marketing services. The Group also announced additional expected investments amounting to €400 million over the 2024 to 2027 period in connection with the "Converged" strategy (covering investments in new capabilities and tools, data, technology and AI, international networks dedicated to content production, customer experience, e-commerce and the formation of strategic partnerships with global technology leaders, as well as in connection with commitments for earn-out and buy-out payments related to past acquisitions). The Group's ability to integrate its existing (or any new) processes, technologies or other tools into a single platform may take longer than anticipated in light of the complexity involved with developing such platforms. Moreover, it may take longer to deploy the use of the platform in certain jurisdictions due to operational or regulatory restrictions or requirements, such as those related to the use of personal data. If these risks were to materialize, the Group may be unable to improve the effectiveness of its communications and marketing services to attract or retain clients. Moreover, the Group's investments may not sufficiently enhance the Group's platform as compared to the size of the investment. Even if the Group is able to successfully develop and deploy its platform, those developed by the Group's competitors, which includes larger international advertisers that may have more capital resources to devote to investments, may be more effective and result in a loss of clients. Other factors outside of the Group's control may also affect its ability to execute on its strategy, such as intense competition, rapidly changing market conditions, evolving consumer preferences, regulatory changes, shifts in client budgets and priorities, and technological advancements. The realization of any of these risks could have a material adverse impact on the Group's business, financial condition, results of operations and prospects.

7.2.1.10 THE DEVELOPMENT AND USE OF GENERATIVE AI

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

Generative AI specifically presents a number of risks inherent in its use, including ethical considerations, reputational concerns, intellectual property protection issues (in particular, copyright infringement risk in the context of the underlying data sets used in the creation of client work through generative AI), lack of regulatory compliance, threats of litigation and privacy and data protection concerns. As generative AI technology improves, it may also be used to facilitate or enhance cyberattacks and other malicious attempts to gain unauthorized access to the Group's data and systems. In particular, generative AI technologies are highly reliant on the collection and analysis of large amounts of data and complex algorithms, which may be overbroad, insufficient, or contain biased information. Moreover, with the use of AI technologies, there often exists a lack of transparency of the sources of data used to train or develop the AI technologies. Generative AI tools may also hallucinate, providing output that appears correct but is erroneous. AI technology used by the Group could therefore produce errors, bias, hallucinations, harmful content, discrimination, intellectual property infringement or misappropriation, data privacy or cybersecurity issues. Such defective outputs would impede the Group's ability to deliver effective communications and marketing services. Moreover, they may result in claims by third parties of infringement, misappropriation or other violations of intellectual property, exposing the Group to client and other third-party claims. In late 2023, the Group adopted an internal charter (the **"AI Charter"**) which established a set of guidelines regarding the use of AI in an effort to address some of these risks. More recently, the Group has also developed an internal policy to govern the use of generative AI by its employees, consultants, and other users (the **"AI Policy"**). The implementation and oversight of the AI Policy is in the early stages. In addition, new uses of generative AI continue to emerge, together with risks in these uses, which may not be foreseen. Consequently, any of the risks inherent in the use of generative AI described above may still occur. See Section 7.2.3.1 "Advertising materials, creations and products" for more information on the risks relating to intellectual property infringement or misappropriation with the use of AI. The realization of any of these risks could harm the Group's reputation, reduce demand for the Group's services or subject it to significant legal claims, which would have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The emergence of increasingly sophisticated AI technologies in recent years has also prompted lawmakers around the world to consider the regulation of AI. These regulations are in effect or under consideration in various jurisdictions in which the Group operates, and the regulatory and legal framework governing generative AI is evolving rapidly. The Group is monitoring in particular how such regulations are impacting its processes and the services it delivers to clients in the European Union which, to date, has enacted the most prescriptive legal framework governing the use of AI, the adoption of Regulation (EU) 2024/1689 of June 13, 2024 laying down harmonized rules on artificial intelligence (also known as the EU Artificial Intelligence Act) (the "**EU AI Act**") which entered into force on August 1, 2024 and establishes a comprehensive, risk-based governance framework for artificial intelligence in the EU market. The Group is also paying close attention to the proposal for an EU directive on adapting non-contractual civil liability rules to AI (the "**EU AI Liability Directive**") published by the European Commission on September 28, 2022, which aims to improve the functioning of the EU market by laying down uniform requirements for certain aspects of non-contractual civil liability for damage caused with the involvement of AI systems. The Group also monitors AI-related policy developments and initiatives ongoing in the United States and the United Kingdom. As a result, the Group faces uncertainties with respect to such evolving laws and regulations and may also have to incur new or additional costs to ensure compliance. Additionally, the Group cannot guarantee that it will effectively adapt its internal controls, compliance rules and strategy to this emerging regulatory environment. For a general discussion of the risks associated with the evolving regulatory environment the Group faces, see Section 7.2.4.1 "Evolving legal and regulatory environment". The realization of any of these risks could, in turn, have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The use of AI, including the potential inadvertent disclosure of confidential information or personal data, could also lead to legal and regulatory investigations and enforcement actions, or may give rise to specific obligations, including required notices, consents and opt-outs, under various data privacy, protection and cybersecurity laws and regulations in a number of jurisdictions. See Section 7.2.3.5 "Handling of personal data" for more information relating to risks relating to data protection and compliance with existing and future laws and regulations. See also Section 7.2.3.2 "Cybersecurity breaches, cyberattacks and other disruptions to information technology systems" for more information on the cybersecurity risks relating to AI technologies.

Further, despite the Group's ongoing investment in AI, there is no assurance that new laws and regulations will not restrict the ways the Group can use the AI it has adopted, including by limiting or changing global AI adoption trends that may impede the Group's strategy. Unfavorable legal and regulatory developments could also impact the Group's vendors, suppliers and industry as a whole, and the Group may be exposed to increased risk of liability, reputational harm, and other significant costs if the Group needs to make business and operational changes in response to such developments. Any failure, or perceived failure, by the Group to comply fully with developing interpretations of AI laws and regulations, or meet evolving and varied stakeholder expectations and industry standards, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

7.2.2 Financial risks

7.2.2.1 LIQUIDITY RISK

Liquidity risk is the risk that the Group will not be able to efficiently meet both expected and unexpected current and future cash flows without affecting either its daily operations or financial condition. In-particular, the Group has entered into agreements with minority shareholders in connection with its acquisitions, which provide them with options to sell their shares to the Group at certain dates and based on certain formulas (so called "buy-out" obligations). As of December 31, 2024, the Group's buy-out and earn-out obligations amounted to €269 million, of which €32 million are exercisable prior to December 31, 2025.

To ensure adequate liquidity and flexibility in support of the Group's operating needs, the Group maintains a revolving credit facility of €700 million, of which none was drawn as of December 31, 2024, and uncommitted lines of credit totaling €304 million,of which none was undrawn as of December 31, 2024. As a subsequent event, a new NEU CP program was registered with the Banque de France in January 2025 for an amount of 700 million euros. If any of these sources were unavailable or insufficient, the Group's liquidity and ability to adequately fund its operations could be adversely affected, and the Group could be required to refinance, restructure or otherwise amend some or all of its obligations, sell assets or raise additional cash in the capital markets. A contraction or disruption in the credit markets may also make it more difficult for the Group to meet its working capital requirements. It may also negatively impact the Group's clients' liquidity, which could cause them to delay payment or take other actions that would negatively affect the Group's working capital. The Group may also need to refinance some of its existing or future debt as it matures. The Group may not be able to access any new sources of liquidity, including in the capital markets, on commercially reasonable terms or at all (especially in a higher interest rate environment), or raise sufficient funds to meet its needs. A long-term default on some of the Group's credit lines could result in the acceleration of repayment of its other debts. Any of the foregoing could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. See Note 2.30 "Financial risk management objectives and policies" to the Consolidated Financial Statements.

7.2.2.2 EXCHANGE RATE RISK

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

The Group operates through networks spanning over 60 markets, including major international markets such as the United States, Canada, France, Germany, the United Kingdom, Italy, Australia, China and Argentina and carries out business in 28 major currencies. For the year ended December 31, 2023 and the year ended December 31, 2024, the Group's transactions denominated in a currency other than the Euro represented approximately 70% (consisting of approximately 36% in U.S. dollars and 15% in British pounds sterling, as well as several other currencies, each representing 2% or less) and 70% (consisting of approximately 33% in U.S. dollars and 16% in British pounds sterling, as well as several other currencies, each representing 3% or less), respectively, of the Group's net revenue. As a result, given that the Consolidated Financial Statements of the Group are presented in Euro, any change in foreign currency exchange rates will have an impact on currency translation adjustments, affecting balance sheet items, equity and the Consolidated Income Statement of the Group. Additionally, the Group incurs currency transaction risk whenever it enters into either a purchase or sale transaction using a currency other than the local currency of the transacting entity. Given the volatility of exchange rates, there can be no assurance that the Group will be able to effectively manage its currency transaction risks or that any volatility in currency exchange rates will not have a material adverse effect on its financial condition or results of operations. Moreover, from time to time, the Group enters into foreign exchange contracts to hedge the risk of unfavorable foreign currency exchange rate movements. However, these hedging strategies may not fully eliminate the exchange rate risk and currency volatility to which it is exposed, and opportunities to do so may not be readily available, which may have a material adverse effect on the Group's financial condition or results of operations.

The Group has in the past, and may in the future, experience financial losses as a result of extreme or sudden currency devaluations and inflation in the countries in which it operates. For example, although Havas Argentina takes measures to address the impact of currency devaluations and inflation with respect to the Argentine peso, such as making monthly adjustments to salaries and closely monitoring rates of collection of receivables and payment of payables, such measures may not succeed in limiting the Group's exposure to financial loss. Payments to local suppliers are mostly made in local currency, except as otherwise contracted, and as such, any such current or future currency devaluations and inflation in Argentina may cause the Group's operating costs in Argentina to rise more quickly than it can increase fees, which may negatively impact operating profit from its Argentinian operations and adversely impact the Group's business, financial condition, results of operations and prospects. See Note 2.30 "Financial risk management objectives and policies" to the Consolidated Financial Statements.

7.2.2.3 CREDIT RISK

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

The Group has a large and diverse client base operating in different industry sectors around the world and extends credit to all qualified clients. At any given time, one or more of the Group's clients may file for bankruptcy protection, go out of business or otherwise experience financial difficulty. Unfavorable economic and financial conditions, including those resulting from regional or global economic downturns, and military conflicts or other geopolitical risks could result in an increase in client financial difficulties that negatively affect the Group. The direct impact on the Group could include reduced revenues and write-offs of accounts receivable and expenditures billable to clients and, if these effects were severe, the indirect impact could include impairments of intangible assets, credit facility covenant violations and reduced liquidity which, in turn, may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. In addition, the Group may be exposed to credit risk with bank partners in connection with operations in the financial markets and banking transaction, mainly relating to the management of foreign currency exchange risk, interest rate risk, financial investments and financing. For further information, see Note 2.30 "Financial risk management objectives and policies" to the Consolidated Financial Statements.

7.2.2.4 INTEREST RATE RISK

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

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

As of December 31, 2024, while the Group did not have significant borrowings, drawings under all of its debt facilities were subject to variable interest rates. Moreover, as of December 31, 2024, the Group had no interest rate swap portfolio. Although the Group deems its current financing arrangements appropriate given its positive net cash position, any significant increase in its working capital or liquidity needs may require the Group to seek alternative fixed-rate financings or to implement hedging arrangements, particularly given the relatively higher interest rate environment. Such fixed-rate financings may not be available on attractive terms or at all, and any hedging arrangements may not be successful. An increase in the Group's working capital or other liquidity needs and the corresponding increase in the Group's debt service obligations could negatively affect the Group's ability to invest in its business, including investments to deploy its "Converged" strategy or access additional capital. This could have a material adverse effect on the Group's business, financial condition, cash flows, results of operation and prospects. See Note 2.30 "Financial risk management objectives and policies" to the Consolidated Financial Statements.

7.2.3 Risks relating to intellectual property and information technology

7.2.3.1 ADVERTISING MATERIALS, CREATIONS AND PRODUCTS

In the ordinary course of its business, the Group delivers to its clients advertising materials, creations and content that may involve contributions from third parties, including, among others, illustrators, graphic designers, photographers, directors, models, artists or composers, as well as from new content production platforms such as generative AI platforms. These third parties may own, or represent that they own, intellectual property rights such as copyright, trademark rights or similar intellectual property rights, or personality and similar rights, and their contributions may give rise to certain risks, including the risks that they, the Group or another third party with whom the Group has a contractual relationship may not have secured a transfer of rights consistent with representations made to the advertiser client and that may be in breach of contract and/or applicable law. In particular, the use of generative AI technologies in the Group's operations may result in claims by third parties of infringement, misappropriation or other violations of intellectual property, including based on the use of large datasets to train the AI technologies. The Group's use of generative AI tools is in its initial phases and includes the generative AI and software suite offered by Adobe via its partnership. The Group expects to continue to invest in and increasingly deploy generative AI tools in the future, including as part of its "Converged" platform. Although the Group seeks to limit its use of AI to tools by providers who properly obtain and license the data sets on which their tools are trained, the Group cannot ensure such proper licensing. Additionally, the use of output generated by AI technologies may contain or be substantially similar to third-party material protected by intellectual property, including copyrights or trademarks, which may also give rise to claims that the Group has violated third parties' intellectual property rights. See Section 7.2.1.10 "The development and use of generative AI" for a general discussion of the risks relating to generative AI. The Group's contracts with its clients generally require the Group to indemnify its clients against any claims for infringements of intellectual property rights and personality and similar rights that were not a result of client actions.

To resolve any third-party infringement claims relating to intellectual property or personality and similar rights, the Group may need to enter into licensing or other similar agreements on less favorable terms than what may have been available before the infringement claim, stop selling or using affected content or services, redesign such content or services, make monetary payments to settle infringement claims and/or satisfy indemnification commitments with the Group's customers. Adverse outcomes could also include significant monetary damages or injunctive relief that may limit or prevent the importation, marketing, and/or sale of the Group's content or services containing allegedly infringing elements.

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

7.2.3.2 CYBERSECURITY BREACHES, CYBERATTACKS AND OTHER DISRUPTIONS TO INFORMATION TECHNOLOGY SYSTEMS

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

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

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

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

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

7.2.3.3 DISRUPTIONS TO AND FAILURES IN THE INTERNAL PROCESSES AND INFRASTRUCTURE

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

Any such hardware, software applications or services may contain defects in design or manufacture or be impacted by other technical issues, such as human errors, power outages, natural disasters (including extreme weather), terrorist activities, technical breakdowns, software crashes or misuses, that could compromise the confidentiality, integrity or availability of the Group's IT systems and infrastructure or any data stored thereon. The Group is also subject to cyberattacks and other cybersecurity risks, as described in Section 7.2.3.2 "Cyber-security breaches, cyberattacks and other disruptions to information technology systems", which accentuate the risk of disruptions to the Group's IT systems. Any such defects or disruptions may in turn have material adverse effect on the Group's business, results of operations, financial position and prospects.

In particular, given the importance of the "Converged" OS to the Group's general "Converged" strategy and the Group's global operations, a stable IT system and infrastructure is necessary for the execution of that strategy. Disruptions to the Group's internal processes, systems and infrastructure and those of its third-party service providers would have a negative effect on the ability of the Group to implement its strategy. Moreover, the provision of certain deliverables to clients, such as target audience definition and real-time campaign key performance indicators, would be impeded in the case of a severe disruption of the Group IT infrastructure and technology platforms.

In particular, given the importance of the "Converged" OS to the Group's general "Converged" strategy and the Group's global operations, a stable IT system and infrastructure is necessary for the execution of that strategy. Disruptions to the Group's internal processes, systems and infrastructure and those of its third-party service providers would have a negative effect on the ability of the Group to implement its strategy. Moreover, the provision of certain deliverables to clients, such as target audience definition and real-time campaign key performance indicators, would be impeded in the case of a severe disruption of the Group IT infrastructure and technology platforms.

7.2.3.4 TARGETING, USE OF THIRD-PARTY COOKIES, OR OTHER PRIVACY-RELATED CHANGES TO DIGITAL ADVERTISING

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

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

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

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

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

7.2.3.5 HANDLING OF PERSONAL DATA

The advertising, communications and marketing services industry involves the processing of a significant volume of personal data. As a result, the Group and third-party service providers it uses on its behalf, may process, store and use information related to the Group’s own data, the data managed on behalf of its clients or the data of its suppliers and partners in the various markets where it operates, including in the European Union, the United States and the United Kingdom. For this reason, the Group is subject to a variety of rules, regulations, industry standards, and other requirements related to data protection, including in relation to cross-border data transfers, privacy, e-marketing related to personal data, the use of personal information, and Internet tracking technologies, including the use of cookies, that are imposed by competent authorities in the various jurisdictions where the Group operates.

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

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

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

7.2.4 Risks relating to legal and regulatory matters

7.2.4.1 EVOLVING LEGAL AND REGULATORY ENVIRONMENTS

Because the Group operates globally across over 100 markets and five continents, it must conduct business in accordance with a broad variety of local business practices, laws, regulations and policies, which differ significantly from jurisdiction to jurisdiction and are evolving rapidly. As a result, the regulatory environment in which the Group conducts business is multi-faceted, complex and requires significant monitoring efforts. In particular, in light of the nature of the Group's business, such regulatory environment consists in laws and regulations that notably relate to the following matters: (i) advertising, including industry rules and self-regulations (for example, the various regulations published from time to time by the *Autorité de régulation professionnelle de la publicité* in France, the Advertising Codes prepared by the Committees of Advertising Practice and applied by the Advertising Standards Authority in the United Kingdom, and the "Truth-in-Advertising" standards enforced by the U.S. Federal Trade Commission or adopted by self-regulation organizations in the United States) that limit the type, content or form of media used or require labeling or warning requirements with respect to certain products or disclosures or that govern professional liability risks for advertisers, (ii) lobbying, including laws and regulations governing the disclosure of public affairs activities (for example, certain agencies of the Group are registered with the French High Authority for Transparency in Public Life *(Haute Autorité pour la transparence de la vie publique)* and the EU Transparency Register of lobbying activities), (iii) data protection and privacy, including the management, transfer and processing of personal data collected by the Group, managed on behalf of its clients or from suppliers and partners (for example, the GDPR in the European Union and the equivalent legislation in the United Kingdom or any future ePrivacy Regulation intended to harmonize the different legislations and to accompany the GDPR in the European Union), (iv) AI, including in light of the Group's focus on AI tools as part of its Converged strategy and recent initiatives or plans in the United States, the United Kingdom and the European Union to regulate its use (for example, the EU AI Act), (v) anti-bribery, anti-corruption and transparency and, in particular, the French Sapin I law, the Sapin II law and the Duty of Vigilance law, which are particularly important for the Group given its historical links with and strong presence in France, as well as the FCPA and UK Bribery Act. In addition, the Group may be subject to differing taxation regimes (in particular, regulations relating to transfer pricing and withholding tax on the repatriation of funds) and tariff barriers, customs duties, export controls and other trade barriers. As a result, the Group's operations are subject to various risks, including the failure to comply with laws and regulations governing its business in one or more jurisdictions. For an example of new legal requirements with regard to sustainability reporting and due diligence, see Section 7.2.4.5 "The Group may fall short of stakeholder expectations relating to ethical, environmental, social and governance considerations in ways that materially adversely impact the Group's business, financial condition, results of operations and prospects".

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

7.2.4.2 INDUSTRY REGULATIONS APPLICABLE TO ADVERTISING, COMMUNICATIONS AND MARKETING SERVICES

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

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

7.2.4.3 LEGAL PROCEEDINGS AND INVESTIGATIONS

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

Furthermore, the Group may be involved in legal proceedings affecting clients operating in heavily regulated industries, such as the healthcare & wellness, finance and consumer goods industries (which amount to, respectively, 29.0%, 9.4% and 9.8% of the Group's net revenues for the year ended December 31, 2024), particularly in Europe and North America (the Group's two largest geographic operating segments). These proceedings may include consumer, claims in connection with advertisement, marketing and other communication services that the Group delivers in relation to matters or products that are subsequently determined to have caused harm, been misleading or resulted in other unintended harmful consequences.

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

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

See Note 2.31 "Risks related to material litigations" to the Consolidated Financial Statements for more detail on significant proceeding and investigations during this period.

7.2.4.4 ANTI-BRIBERY, ANTI-CORRUPTION OR SIMILAR LAWS

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

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

Despite the Group's efforts to comply with these regulations, inappropriate or illegal behavior by its employees, officers and/or external third parties acting in the name and on behalf of the Group, or violations of anti-bribery or anti-corruption laws and regulations, as well as regulations in terms of international economic sanctions and anti-competitive behavior, could occur. These behaviors could result in substantial penalties, fines and criminal sanctions against the Group, its officers or employees, disgorgement, and other sanctions and remedial measures, prohibitions on the conduct of the Group's business, a deterioration in the Group's image or a deterioration in the Group's relationships with its banking partners. The Group is also subject to risk of liability, reputational harm and other adverse consequences for inappropriate or illegal behavior by employees, officers and/or external third parties acting in the name and on behalf of companies which were acquired by the Group subsequent to the behavior, even if the Group was not made aware of the behavior as a result of its due diligence investigation of the Company prior to the acquisition. The realization of any of these risks could have a material adverse effect on the Group's business, reputation, financial condition, results of operations or prospects.

7.2.4.5 ETHICAL, ENVIRONMENTAL, SOCIAL AND GOVERNANCE CONSIDERATIONS

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

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

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

Failure to meet any sustainability-related targets and to reduce GHG emissions, including as a result of increased use of AI or increased business travels, could have a material adverse effect on the Group's reputation and relationships with clients, employees, suppliers and other partners. In particular, many of the Group's clients are also committing to long-term targets to reduce GHG emissions within their supply chains. If the Group is unable to support its clients in achieving these reductions, its clients may seek out competitors that are better able to support such reductions. For example, although the Group has developed the Havas Carbon Impact Calculator, this measurement tool only covers certain of the Group's communications and marketing services. Competitors' tools may be more comprehensive and preferred by clients, including if they are able to integrate the impact from the use of new technology more rapidly than the Group.

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

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

7.2.5 Tax risks

7.2.5.1 THE GROUP IS SUBJECT TO THE TAX LAWS OF NUMEROUS JURISDICTIONS; CHANGES IN TAX LAWS OR IN THEIR INTERPRETATION COULD ADVERSELY AFFECT THE GROUP'S RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The Group conducts business and financing activities between its entities and is subject to tax laws and regulations in various jurisdictions. The tax and social security regimes applied to its business activities and past or future reorganizations involving Group companies, shareholders, employees and/or managers could be subject to changes of interpretation by relevant French or foreign authorities in a manner that is different from their application made by the Group in structuring such activities and transactions. Moreover, based on its international activity and its expansion, the Group is subject to evolving tax legislation including tax laws, treaties, or regulations, which may change, such as an increase of tax rate or a change in determination of tax basis, and be subject to different interpretations in the various countries in which it operates. The Group is therefore exposed to the risk that the relevant tax authorities will not always agree with the Group's interpretation of the applicable legislation in their jurisdictions. Further, the Group's future effective tax rates could be affected by unpredictable changes in tax laws or their interpretation in any of those jurisdictions. Any of the foregoing could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects

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

7.2.5.2 THE COMPANY INTENDS TO BE TREATED EXCLUSIVELY AS A RESIDENT OF THE REPUBLIC OF FRANCE FOR TAX PURPOSES, BUT OTHER TAX AUTHORITIES MAY SEEK TO TREAT IT AS A TAX RESIDENT OF ANOTHER JURISDICTION

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

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

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

The tax ruling is valid from June 13, 2024 up to and including December 31, 2028. If a change in law or a change in the Dutch tax authorities' interpretation of the concept of tax residence occurs, or if one of the relevant assumptions of the tax ruling changes, this can result in expiration of the tax ruling.

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

7.2.5.3 TRANSACTIONS IN HAVAS ORDINARY SHARES COULD BE SUBJECT TO THE FRENCH FINANCIAL TRANSACTION TAX (THE "FRENCH FTT") OR THE EUROPEAN FINANCIAL TRANSACTION TAX, IF ADOPTED, OR TO THE FRENCH TRANSFER TAXES

Article 235 ter ZD of the French general tax code *(Code général des impôts)* subjects to the French FTT, under certain circumstances, the acquisition of equity securities or assimilated securities admitted to trading on a regulated market that are issued by a company whose registered office is located in France and whose market capitalization as of December 1 of the preceding year exceeds EUR 1.0 billion. As Havas is a company governed by the laws of the Netherlands, it does not expect the acquisition of the ordinary shares in the capital of the Company (the **"Havas Ordinary Shares"**) to be subject to such French FTT. However, it cannot be excluded that, as a result of Havas's effective place of management and headquarters being located in France, the French tax authorities (the **"FTA"**) take a contrary position and try to subject transactions on the Havas Ordinary Shares to such tax (it being specified that that the rate of the French FTT has been raised to 0.4% by the French Finance Act for 2025)..

On February 14, 2013, the European Commission published a proposal for a Directive (the **"Commission's Proposal"**) for a common financial transaction tax (the **"European FTT"**) in Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain (the **"Participating Member States"**) and which, if enacted, could apply under certain circumstances, to transactions involving the Havas Ordinary Shares. The issuance and subscription of the Havas Ordinary Shares should be exempt. However, Estonia has since stated that it will not participate. The mechanism by which the tax would be applied and collected is not yet known.

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

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

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

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

Risks related to the ownership of the Compnay's shares

7.2.5.4 THE TAX CONSEQUENCES ATTACHED TO THE RECEIPT, OWNERSHIP AND DISPOSITION OF THE HAVAS SPECIAL VOTING SHARES ARE UNCERTAIN

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

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

7.2.6 Risks related to the ownership of the Company’s shares

7.2.6.1 ANTI-TAKEOVER MECHANISMS COULD DELAY OR PREVENT A CHANGE OF CONTROL OF THE COMPANY, INCLUDING A TAKEOVER ATTEMPT THAT MIGHT RESULT IN A PREMIUM OVER THE MARKET PRICE FOR THE HAVAS ORDINARY SHARES

The Company owns and operates the Group’s businesses indirectly through its single subsidiary, Havas S.A.S. Stichting Continuity Havas, a foundation (*stichting*) governed by Dutch law and established by the Company on October 22, 2024 (the “**Foundation**”) holds a preferred share in the capital of Havas S.A.S. (the “**Preferred Share**”). The Foundation’s purpose will be to preserve the Group’s operating businesses from influences that may threaten their long-term continuity, independence and identity and ensure their sustainability for their talents and clients. For additional information on the Foundation, please refer to Section 6.4, “Anti-takeover mechanisms” of this Annual Report.

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

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

7.2.6.2 THE COMPANY IS A HOLDING COMPANY AND SUBSTANTIALLY ALL OF ITS OPERATIONS ARE CONDUCTED THROUGH ITS SUBSIDIARIES

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

8

NON-EXECUTIVE DIRECTORS REPORT/ REMUNERATION REPORT

8.1 Report of Non-Executive Directors

As the Non-Executive Directors, we are responsible for supervising the Executive Directors' policy and performance of duties and the Company's general course of affairs and business and rendering advice and direction to the Executive Directors. In performing our duties, we are guided by the Company's corporate interests, which extend to the interests of all of the Company's stakeholders, including the shareholders and the Company's creditors, customers and employees.

8.1.1 Composition

The Board currently comprises three Executive Directors and eight Non-Executive Directors, who were appointed by decisions of the then sole shareholder of the Company dated October 21, 2024 for the Chairman and Chief Executive Officer and October 29, 2024, effective as of December 9, 2024, for the other Directors.

Name	Function
Yannick Bolloré	Executive Director, Chairman and Chief Executive Officer
Jean de Yturbe	Executive Director
Alfonso Rodés Vilà	Executive Director
Arnaud de Puyfontaine	Non-Executive Director, Chair of the Board (*voorzitter*)
Ian Osborne	Non-Executive Director
Michèle Reiser	Non-Executive Director
Cathia Lawson-Hall	Non-Executive Director
Marie Bolloré	Non-Executive Director
Fabien Pierlot	Non-Executive Director, Lead Independent Director
Maria Garrido	Non-Executive Director
Marella Moretti	Non-Executive Director

8.1.2 Independence

The Non-Executive Directors endorse the principle that their composition shall be such that they are able to act independently and critically vis-à-vis each other, the Executive Directors and any particular interests.

Given the shareholder base of the Company, the Non-Executive Directors are of the opinion that, in the context of preserving the continuity of Havas and ensuring a focus on sustainable long-term value creation, it is in the Company's corporate interests and in the interest of the Company's stakeholders that among the Non-Executive Directors, there is fair and adequate representation of persons who are affiliated with or representing a (group of affiliated) shareholder(s) holding, directly or indirectly, approximately 10% or more of the issued capital of the Company, even if those persons are considered non-independent within the meaning of best practice provision 2.1.8 of the DCGC.

Currently, two out of eight Non-Executive Directors are considered non-independent on the aforementioned basis, being:

- Arnaud de Puyfontaine;
- Marie Bolloré.

However, the other Non-Executive Directors, who are independent, including Fabien Pierlot, Lead Independent Director of the Board, are comfortable that Arnaud de Puyfontaine and Marie Bolloré are nonetheless able to act independently and critically.

8.1.3 Diversity and inclusion

Dutch requirements applicable to Non-Executive Directors

The Dutch mandatory requirements regarding a diverse and proportionate composition apply to the Non-Executive Directors of the Company. This appointment quota requires at least one-third of the Non-Executive Directors of the Company to be male and another one-third to be female.

An appointment in violation of the appointment quota is null and void, although such nullity does not affect the validity of the decision-making process in which the relevant Non-Executive Director participated. An exception is made, however, for a reappointment within eight years following the year of appointment. This rule also does not apply in the case of so-called exceptional circumstances, whereby such an appointment may be for a maximum term of two years. An exceptional circumstance exists only if such an appointment or reappointment is necessary in order to serve the long-term interests and sustainability of the Company as a whole or to ensure its viability.

The Company currently meets the gender diversity quota.

In addition to the aforementioned gender diversity appointment quota, if the Company qualifies as a "large Dutch company", it will also be subject to the so-called gender diversity target regime. Under this target regime the Company would have to set appropriate and ambitious targets – which should take the form of target ratios – and prepare a plan to bring about a more balanced ratio of men to women with regard to the Executive Directors and the senior management. The Company would also annually report on the progress in meeting their target figure and, if one or more targets have not been achieved, the reasons for this, to the Social and Economic Council of the Netherlands *(Sociaal Economische Raad)* within ten months following the end of the financial year. This information would also need to be included in the management report of the Company and certain information on diversity would need to be included in the management report pursuant to the CSRD, when applicable.

Presently, the Company does not qualify as a large company for purposes of these provisions since, among other reasons, the Company has not yet prepared annual accounts for two (or more) consecutive balance sheet dates.

Diversity and Inclusion Policy

For the Board and senior management, the Company has also adopted a diversity and inclusion policy (the **D&I Policy**) on December 11, 2024, as per best practice provision 2.1.5 of the DCGC, laying down the elements of a diverse and inclusive composition of the Board and senior management. The D&I Policy came into effect on December 16, 2024. As set out in the D&I Policy, the Company's goal is to create an environment of inclusion and acceptance at the Company and within the Group in which each person is treated equally without discrimination. The Company therefore values and promotes diversity, equity and inclusion for the Group as a whole. The Company believes that the Group's business will benefit from a wide range of skills and a variety of different backgrounds. Furthermore, a diverse composition of the Board promotes debate, balanced decision-making and independent actions within the Board. The D&I Policy acknowledges the benefits of greater diversity, including with regards to gender or gender identity, age, nationality, ethnicity and educational, cultural or other background, and remains committed to ensuring that the Directors and senior management bring a wide range of expertise, experience, competencies and other personal qualities. The diversity aspects set out in the D&I Policy shall be taken into consideration when (i) preparing the Board profile, (ii) nominating persons for appointment to the Board and (iii) employing or promoting individuals who will (thereafter) form part of the senior management. With respect to the Board, the D&I Policy has also set the following specific diversity targets to safeguard diversity within the Board:

(a) by 2030, at least 50% of the Board will consist of women, and at least 50% of the Board will consist of men;

(b) by 2030, at least 50% of the Board will have experience in marketing and/or media;

(c) by 2030, the nationality of the members of the Board shall be reasonably consistent with the geographic spread of the Company's business and no nationality will account for more than 80% of the members of the Board; and

(d) by 2030, at least 40% of the Board will consist of members below the age of 70 at the time of their nomination for appointment to the Board.

As the D&I Policy was adopted and came into effect at the end of the 2024 financial year, its implementation is ongoing and the Board will report on the results of this policy, the gender composition of the Board and senior management, as well as its action plan to improve diversity and inclusion in the Company's corporate governance statement for the 2025 financial year.

8.1.4 Remuneration

On October 29, 2024, the then sole shareholder of the Company adopted the remuneration policy for the Non-Executive Directors. The remuneration of the Non-Executive Directors shall be determined by the Board with due observance of the remuneration policy. The remuneration policy is available on the Company's website (www.havas.com/). In the Remuneration report, details of the individual remuneration of the Non-Executive Directors are set out.

8.1.5 Board meetings and activities

8.1.5.1 MEETINGS

During 2024, the Board held four meetings, one of which was an in-person meeting and three of which took place via video calls. The meetings were attended by both the Executive Director and the Non-Executive Directors as well by several corporate and other senior executive as appropriate. At the first meeting, which was held shortly prior to the Admission, the Directors primarily discussed about and approved the Board regulations, the charters of the two Committees of the Board, the appointment of the members of the Board Committees, and confirmed of the Chairman and Chief Executive Officer's powers. At the second meeting, the Board decided to grant share-based incentive awards under the Havas Equity Incentive Plan.

8.1.5.2 SUSTAINABLE LONG-TERM VALUE CREATION

Since the Board in its current form has only been in office since December 9, 2024, the Non-executive Directors have not yet had a session dedicated to the Company's long-term value creation strategy. However, the plan is for the Non-executive Directors to have an annual strategy session together with the Executive Directors and several of the corporate executives in the course of the 2025 financial year. In addition, the Board is responsible for approving the annual budget as well as any transaction with a value in excess of €50,000,000, as described in Section 5.2.11, "Resolutions subject to approval of the Board" of this Annual Report.

8.1.5.3 EVALUATION

Since the Board in its current form has only been in office since December 9, 2024, an evaluation of the functioning of the Board, the individual Directors and the Committees will only be conducted in the second half of 2025. The Corporate Governance, Nominations and Remuneration Committee shall take the lead in the planning thereof.

8.1.5.4 SHARE POSITIONS

According to the AFM register, the following Executive Directors and Non-Executive Directors held a capital interest and/or voting rights in the Company as at December 31, 2024:

Shareholder	Notification date	Shares	RSUs 1	RSUs 2	PSUs	FCPE-units	Voting rights
Yannick Bolloré	12/31/2024	26,347,484	2,100,000		1,200,000	37,310	336,349,544
Jean de Yturbe	12/16/2024	28		200		2,546	28
Alfonso Rodés Vilà	12/17/2024	7,976			26,000		7,976
Arnaud de Puyfontaine	12/20/2024	363,853				114,373	478,226
Ian Osborne	-	-	-		-	-	-
Michèle Reiser	12/16/2024	1,000					1,000
Marie Bolloré	-	-	-		-	-	-
Fabien Pierlot	-	-	-		-	-	-
Cathia Lawson-Hall	12/16/2024	2,356					2,356
Maria Garrido	12/16/2024	6,029					6,029
Marella Moretti	-	-	-		-	-	-

8.1.5.5 COMMITTEES

The Board has appointed from among its Non-Executive Directors two Committees to assist it in discharging its responsibilities: the Audit and Sustainability Committee and the Corporate Governance, Nominations and Remuneration Committee. Without prejudice to the collegiate responsibility of the Board, the duty of these Committees is to prepare the decision-making of the Board.

The Board has drawn-up charters for each Committee, setting out the role and responsibilities of the Committee concerned, its composition and size and the manner in which its meetings should be held. These charters are available on the Company's website (www.havas.com/).

The current composition of the Committees is detailed in the following table:

	Audit and Sustainability Committee	Corporate Governance, Nominations and Remuneration Committee
Marella Moretti	Chairperson	Member
Fabien Pierlot	Member	Chairperson
Marie Bolloré	Member	
Cathia Lawson-Hall	Member	
Maria Garrido	Member	
Michèle Reiser		Member
Arnaud de Puyfontaine		Member
Ian Osborne		Member

8.1.5.5.1 Audit and Sustainability Committee

The Audit and Sustainability Committee shall consist of at least two Non-Executive Directors. More than half of the Audit and Sustainability Committee members, including the Chairperson of the Audit and Sustainability Committee, shall be independent within the meaning of the DCGC. The Chairperson of the Audit and Sustainability Committee shall be designated by the Board. In addition, at least one Audit and Sustainability Committee member shall have experience and expertise in respect of financial reporting and/or auditing annual accounts.

The tasks and responsibilities of the Audit and Sustainability Committee are laid down in the Board regulations and the Audit and Sustainability Committee charter, and in any event include the duties as prescribed in the Decree establishment audit committee in organizations of public interest *(Besluit instelling auditcommissie bij organisaties van openbaar belang)*.

The Audit and Sustainability Committee shall advise the Board in relation to its responsibilities, shall undertake preparatory work for the Board's decision-making regarding the supervision of the integrity and quality of the Company's financial and the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems and shall prepare resolutions of the Board in relation thereto.

In addition to the foregoing, the responsibilities of the Audit and Sustainability Committee also include:

- discussing with the Board the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 up to and including 1.2.3 of the DCGC;
- supervising the enforcement of relevant legislation and regulations, and supervising the effect of codes of conduct;
- supervising the submission of financial information by the Company (including choice of accounting policies, application and assessment of the effects of new rules, information about the handling of estimated items in the financial statements, forecasts and the work of the internal auditor and external auditor);
- reviewing and monitoring the Company's non-financial or sustainability reporting pursuant to Sections 2:391 or 2:391a of the DCC, or any rules and regulations promulgated thereunder;

- overseeing the Company's public disclosure on sustainability, environmental, social, corporate governance and other human capital matters (**"ESG Matters"**) and its consistency thereof, including any sustainability reports;
- supervising the compliance with recommendations by, and following up of comments by, the internal auditor and the external auditor and any other external party involved in auditing the sustainability reporting;
- supervising the functioning of the internal audit function, in particular co-determining the plan of action for the internal audit function and taking note of the findings and considerations of the internal audit function and consulting with the Board on the way in which the internal audit function fulfills its responsibility to the Board;
- supervising the financing and the policy on tax planning of the Company;
- maintaining frequent contact and supervising the relationship with the external auditor;
- implementing the procedure for the selection of the external auditor;
- selecting external auditors or audit firms, submitting a recommendation to the Board for the appointment as external auditor by the General Meeting and supervising the external auditor's functioning;
- informing the Board of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of financial reporting and what the role of the Audit and Sustainability Committee had in that process;
- monitoring the financial reporting process and submitting recommendations or proposals to ensure its integrity;
- determining whether and, if so, how the external auditor shall be involved in the content and publication of financial reports other than the annual accounts;
- making a recommendation to the Board on the appointment and dismissal of the senior internal auditor;
- if there is no internal audit function, issuing a recommendation to the Board whether adequate alternative measures have been taken;
- submitting a proposal to the Board for the external auditor's engagement to audit the annual accounts;
- approving the annual accounts, semi-annual accounts and the annual budget and major capital expenditures of the Company; and
- analyzing changes in the scope of the Company's consolidation, liabilities, interest rates and exchange rate hedges.

The Audit and Sustainability Committee shall meet as often as required for a proper functioning of the Audit and Sustainability Committee. The Audit and Sustainability Committee shall meet whenever deemed necessary by a member of the Audit and Sustainability Committee and at least four (4) times a year. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Audit and Sustainability Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making.

Since the Admission, Ms. Marella Moretti, Ms. Cathia Lawson-Hall, Ms. Maria Garrido, and Ms. Marie Bolloré, and Mr. Fabien Pierlot form the Audit and Sustainability Committee of the Company. Ms. Marella Moretti is the Chairperson of the Audit and Sustainability Committee.

Within the Audit and Sustainability Committee, Cathia Lawson-Hall is considered to have competence in accounting and/or auditing and the Audit and Sustainability Committee members as a whole are considered to have competence relevant to the sector in which the Company operates.

As the Audit and Sustainability Committee has only been established on the Admission, *i.e.*, on December 16, 2024, the first meeting of the members of the Audit and Sustainability Committee took place in 2025 and will be discussed in the report of the Non-Executive Directors for the financial year ended December 31, 2025.

The Audit and Sustainability Committee also regularly discussed, outside of its official meetings, the auditor selection procedure which was organized by the Company, under the responsibility of the Audit and Sustainability Committee, and which was led by a selection committee designated by the Audit and Sustainability Committee for such purpose. In addition, the Chairperson of the Audit and Sustainability Committee had regular update meetings with the Chief Financial Officer, the Head of Internal Audit, other corporate and senior executives, as appropriate, and the external auditor.

8.1.5.5.2 Corporate Governance, Nominations and Remuneration Committee

The Corporate Governance, Nominations and Remuneration Committee shall consist of at least two (2) Non-Executive Directors. More than half of the Corporate Governance, Nominations and Remuneration Committee, including the Chairperson of the Corporate Governance, Nominations and Remuneration Committee, shall be independent within the meaning of the DCGC.

Without prejudice to the Board regulations, the Corporate Governance, Nominations and Remuneration Committee advises the Board in relation to its responsibilities, shall undertake preparatory work for the Board's decision-making regarding the determination of the remuneration of the individual Executive Directors and Non-Executive Directors, with due observance of the remuneration policies for the Executive Directors and Non-Executive Directors, respectively, and shall prepare resolutions of the Board in relation thereto. The Board shall remain collectively responsible for decisions prepared by the Corporate Governance, Nominations and Remuneration Committee.

In addition to the foregoing, the Corporate Governance, Nominations and Remuneration Committee's main responsibilities includes:

- monitoring and assessing that the Company pays attention to ESG Matters in setting the Company's general strategy pursuant to best practice provision 1.1.1 sub vi of the DCGC;
- drawing up selection criteria and appointment procedures for the Directors;
- periodically assessing the size and composition of the Board and submitting proposals for the composition profile of the Board;
- periodically assessing the functioning of individual Directors and reporting on such review to the Board;
- drawing up a plan for the succession of Directors;
- submitting proposals for (re)appointment of Directors;
- supervising the policy of the Board regarding the selection criteria and appointment procedures for the Company's Senior Management and Executive Officers;
- assessing the entering into transactions by the Company or a group company of the Company as referred to in Section 2:24b DCC (a "**Group Company**") with a third company of which a Director is a management Board member or controlling shareholder; and
- making recommendations to the Board regarding the independence of the Non-Executive Directors/members of the Corporate Governance, Nominations and Remuneration Committee within the meaning of the DCGC.

The Corporate Governance, Nominations and Remuneration Committee also focuses on:

- submitting a clear and understandable proposal to the Board concerning the Company's policy on Director's remuneration;
- preparing the Board's decision-making regarding the determination of remuneration of individual Directors, such including submitting a proposal to the Board concerning the remuneration of individual Directors; and
- preparing the remuneration report of the Company.

When drafting the proposal for the remuneration of the Directors, the Corporate Governance, Nominations and Remuneration Committee should take note of the view of individual Directors with regard to the amount and structure of their own remuneration.

The Corporate Governance, Nominations and Remuneration Committee shall meet as often as required for a proper functioning of the Corporate Governance, Nominations and Remuneration Committee. The Corporate Governance, Nominations and Remuneration Committee shall meet whenever deemed necessary by a member of the Corporate Governance, Nominations and Remuneration Committee and at least two times a year. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Corporate Governance, Nominations and Remuneration Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making.

Since the Admission, Ms. Michèle Reiser and Ms. Marella Moretti, and Mr. Fabien Pierlot, Mr. Arnaud de Puyfontaine and Mr. Ian Osborne form the Corporate Governance, Nominations and Remuneration Committee of the Company. Mr. Fabien Pierlot is the Chairperson of the Corporate Governance, Nominations and Remuneration Committee.

Between the Admission and December 31, 2024, the Corporate Governance, Nominations and Remuneration Committee held one meeting, which took place via video call. The meeting was attended by the Corporate Governance, Nominations and Remuneration Committee members as well as other corporate and senior executives, as appropriate. At this meeting, the members of the Corporate Governance, Nominations and Remuneration Committee discussed the contemplated grants of share-based incentive awards under the Havas Equity Incentive Plan.

8.1.5.6 ATTENDANCE AND AVAILABILITY

The following table provides an overview of the attendance rate of the individual Non-Executive Directors at the Board and Committee meetings. Attendance is expressed as a number of meetings attended out of the number of meetings held during 2024(1) since their nomination as Non-Executive Directors.

	Board	Audit and Sustainability Committee	Corporate Governance, Nominations and Remuneration Committee
Arnaud de Puyfontaine	2-2	N/A	1-1
Ian Osborne	2-2	N/A	1-1
Michèle Reiser	2-2	N/A	1-1
Cathia Lawson-Hall	2-2	N/A	
Marie Bolloré	2-2	N/A	
Fabien Pierlot	2-2	N/A	1-1
Maria Garrido	2-2	N/A	
Marella Moretti	2-2	N/A	1-1

All Non-Executive Directors have had sufficient time available for their responsibilities as evidenced by their prompt responses to e-mails, their availability for meetings, educational sessions and calls and their well-preparedness for an active participation in such meetings, sessions and calls.

Where a Non-Executive Director was not available for a particular meeting, he or she was given the opportunity to provide input beforehand and was a quorum present, such in accordance with the Board Regulations or the regulations of the committees.

8.1.5.7 APPRECIATION

As the Non-Executive Directors, we wish to express our gratitude to the Executive Directors and all Havas employees for their hard work and dedication in 2024.

The Non-Executive Directors

Arnaud de Puyfontaine

Ian Osborne

Michèle Reiser

Marie Bolloré

Fabien Pierlot

Cathia Lawson-Hall

Maria Garrido

Marella Moretti

Puteaux, April 15th, 2025.

(1) In 2024, the Board of Directors held four meetings. The first two meetings were held before the appointment of the Non-Executive Directors.

8.2 Remuneration report

This is the first remuneration report since the Company's shares were first admitted to listing and trading on Euronext Amsterdam on December 16, 2024 (the "**Admission**"). This remuneration report offers insight into the remuneration provided to the Company's Executive Directors and Non-Executive Directors during 2024.

In connection with the Admission, on October 29, 2024, the then sole shareholder of the Company adopted the remuneration policies for the Executive Directors (the "**Executive Directors' Remuneration Policy**") and Non-Executive Directors (the "**Non-Executive Directors' Remuneration Policy**", and together with the Executive Directors' Remuneration Policy, the "**Remuneration Policy**"), outlining the framework to determine the remuneration for the Executive Directors and Non-Executive Directors, respectively. The Remuneration Policy became effective as from and including the date of Admission (December 16, 2024). For 2024, the remuneration of the Executive Directors reflects mostly the legacy arrangements contractually agreed with each Executive Director or decided by the competent corporate body of a subsidiary of the Company, before the adoption of the Executive Directors' Remuneration Policy and the Admission.

The remuneration report has been prepared in accordance with Section 2:135b of the DCC and the DCGC. It will be presented for an advisory vote to shareholders at the Annual General Meeting to be held on May 28, 2025.

8.2.1 Remuneration Policy

On October 29, 2024, the then sole shareholder of the Company adopted the Remuneration Policy, the main elements of which are described below.

The remuneration and the benefits of the Directors are determined by the Board with due observance of the Remuneration Policy and the recommendations of the Corporate Governance, Nominations and Remuneration Committee. The Executive Directors shall not participate in the deliberations and decision-making regarding the determination of the remuneration of the Executive Directors.

The Remuneration Policy takes into account the DCGC and the applicable Dutch legal requirements.

The Remuneration Policy is intended to foster the Company's strategy of sustainable growth by aligning pay with sustainable long-term value creation for the Company and its affiliated enterprises. The objective of the Remuneration Policy is to provide a remuneration structure that allows the Company:

- to attract, reward and retain highly qualified Executive Directors to achieve business and financial goals that create sustainable long-term value for the Company and its affiliated enterprise in a manner consistent with the core business and leadership values of the Company; and
- to attract and retain diverse Non-Executive Directors with the right balance of personal skills, competences and experience required to oversee the Company's strategy and performance.

For every change to the Remuneration Policy and, in any event, at least every four years, the General Meeting will be requested to vote on the Remuneration Policy and any amendments thereto. The Non-Executive Directors are responsible for the implementation and monitoring of the Remuneration Policy. Pursuant to the Articles of Association, the resolution of the General Meeting to adopt the Remuneration Policy and any amendments thereto requires a simple majority of votes.

The Remuneration Policy explains the decision-making process followed for its determination, review and implementation and, where applicable, the role of the Corporate Governance, Nominations and Remuneration Committee. In the event that the Remuneration Policy is revised, this Committee shall describe and explain all significant changes and the decision-making process followed for its determination, review and implementation. It shall also explain how it takes into account the votes and views of shareholders and other stakeholders of the Remuneration Policy since the most recent vote on the Remuneration Policy by the General Meeting. Any revised remuneration policy, together with the date and the results of the vote at the General Meeting, will be available free of charge on the Company's website and the Remuneration Policy will remain publicly available while it is applicable. If the General Meeting does not adopt the proposed amendments to the Remuneration Policy, the Company shall continue to remunerate in accordance with the existing adopted Remuneration Policy and shall submit a revised policy for approval at the following General Meeting.

In exceptional circumstances only, the Non-Executive Directors, upon recommendation of the Corporate Governance, Nominations and Remuneration Committee, may decide to temporarily derogate from the Remuneration Policy. Exceptional circumstances only cover situations in which the derogation from the remuneration policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability, such as the appointment of an interim Executive Director or the appointment of a new Executive Director. The Non-Executive Directors may grant an award in order to buy-out any remuneration forfeited on joining the Company to facilitate recruitment of new or interim Executive Directors equal to the value equal to the forfeited remuneration to be determined by the Non-Executive Directors, comprising cash or medium- to long-term incentives. The rationale and detail of any such deviation will be disclosed in the Group's annual remuneration report.

8.2.2 Executive Directors' remuneration

8.2.2.1 EXECUTIVE DIRECTOR'S REMUNERATION POLICY

The purpose of the Executive Directors' Remuneration Policy is to closely align their compensation with shareholders' interests, in both the short-term and long-term. This contributes to the Company's ability to deliver on its strategy and ensure its continuity in line with its corporate interest. In view of this purpose, the Remuneration Policy is focused on three main considerations:

- the quantitative balance of compensation, with particular attention paid to variable components (both short-term and long-term) in line with the Group's development and growth. The size of the fixed portion of compensation must be competitive to attract, incentivize and retain people in the group's most senior positions;

- the stringency and relevance of the criteria used to determine the annual variable portion, which are based on financial and non-financial objectives proposed by the Corporate Governance, Nominations and Remuneration Committee; and
- the Group's long-term development, through performance share grants that are subject in particular to indicators based on criteria linked to the group's financial and non-financial performance and are aimed at bringing the interests of executives even closer in line with those of shareholders.

The remuneration and benefits package for the Executive Directors may consist of the following compensation components, which are discussed in more detail in Section 8.2.2.3 "Remuneration policy components for the remuneration of Executive Directors":

- fixed remuneration (service fee);
- short-term incentive – annual bonus plan;
- long-term variable remuneration – LTIP;
- pension and other fringe benefits; and
- severance arrangements.

As explained above, the remuneration of the Executive Directors for 2024 reflects mostly the legacy arrangements contractually agreed with each Executive Director, or decided by the competent corporate body of a subsidiary of the Company, before the adoption of the Executive Directors' Remuneration Policy and the Admission and, therefore, the Remuneration Policy was not applied when setting the remuneration of the Executive Directors for 2024.

8.2.2.2 SUMMARY OVERVIEW OF THE KEY REMUNERATION ELEMENTS AND APPROACH TO THE REMUNERATION FOR 2024

In 2024, the Executive Directors were as follows:

Executive Director	Position
Yannick Bolloré	Chairman and Chief Executive Officer (CEO)
Alfonso Rodés Vilà	Executive Director
Jean de Yturbe	Executive Director

The table below sets out the key elements of the remuneration provided in the Executives Directors' Remuneration Policy versus the remuneration approach for the financial year ended December 31, 2024.

Element	Key remuneration elements per Executive Directors' Remuneration Policy	Remuneration approach for 2024 – Mr. Yannick Bolloré	Remuneration approach for 2024 – Mr. Alfonso Rodés Vilà	Remuneration approach for 2024 – Mr. Jean de Yturbe
Base salary	Services fee paid by the Company or a fixed remuneration paid by a Group Company, or a mix of the two	Pursuant to Mr. Yannick Bolloré's legacy arrangements, his base salary is EUR 1,500,000	Pursuant to Mr. Alfonso Rodés Vilà's legacy arrangements, his base salary is EUR 600,000	Pursuant to Mr. Jean de Yturbe's legacy arrangements, his base salary is EUR 300,000
Short-term incentive (STI)[(a)]	Variable remuneration paid annually in cash paid by the Company or by a Group Company, or a mix of the two, subject to achievement of annually pre-established performance objectives and conditions in line with the Company's growth strategy for the applicable year	Annual cash bonus of up to 100% of Mr. Yannick Bolloré's fixed remuneration if certain quantitative and qualitative performance criteria are met, as further set out below	Annual cash bonus, subject to the achievement of specific targets and performance indicators, as further set out below	Annual cash bonus based on the recognition of Mr. Jean de Yturbe leadership performance in the growth of strategic clients within the Health business line, as further set out below
Long-term incentive (LTI)[(a)]	Share-based incentive grants to Executive Directors, directors, managers, corporate officers or other employees of Group Companies under an omnibus incentive compensation plan to align their interests with those of shareholders, as further detailed below	EUR 5,643,000.00 in restricted stock units (**RSUs 1**) and performance stock units (**PSUs**), subject for the latter to the achievement of qualitative and quantitative targets detailed below	EUR 44,460.00 in PSUs subject to the achievement of specific qualitative and quantitative targets detailed below	EUR 342.00 in restricted stock units (**RSUs 2**)

Element	Key remuneration elements per Executive Directors' Remuneration Policy	Remuneration approach for 2024 – Mr. Yannick Bolloré	Remuneration approach for 2024 – Mr. Alfonso Rodés Vilà	Remuneration approach for 2024 – Mr. Jean de Yturbe
Pension and retirement benefits	Pension arrangements and conditions for the Executive Directors are maintained as previously agreed prior to the Conversion (as defined below) with respect to their respective positions in the Group Companies and as provided for under applicable laws	None	None	Length-of-service awards *(indemnités de fin de carrière)*, payable on retirement in accordance with local statutory requirements
Other benefits and payment[(b)]	Fringe benefit arrangements and conditions for the Executive Directors are maintained as previously agreed prior to the Conversion (as defined below) with respect to their respective positions in the Group Companies and as provided for under applicable laws	Covers a company car, health insurance, reimbursement of reasonable expenses incurred, D&O liability insurance, and an annual contribution and gross capital sum payment in respect of a French life insurance plan (known as an "Article 82 plan") for an indefinite period that started in 2024	Covers a company car, health insurance, contribution to pension plan, reimbursement of reasonable expenses incurred, taxes paid for in-kind benefits and D&O liability insurance	Covers a company car, health insurance, reimbursement of reasonable expenses incurred and D&O liability insurance

(a) When establishing the threshold, target and maximum goals for the short-term and long-term incentive goals, scenario analysis was conducted whereby the potential achievement of these various goals and their alignment to our strategic financial goals assisted in determining that the final goals were appropriate.

(b) Additional information is provided on severance arrangements in Section 8.2.2.3.5, "Severance arrangements" of this Annual Report.

8.2.2.3 REMUNERATION POLICY COMPONENTS FOR THE REMUNERATION OF EXECUTIVE DIRECTORS

This Section 8.2.2.3 describes the remunerations and benefits of the Executive Directors for 2024. As explained above, the remuneration of the Executive Directors for 2024 reflects mostly the legacy arrangements contractually agreed with each Executive Director or decided by the competent corporate body of a subsidiary of the Company, before the adoption of the Executive Directors' Remuneration Policy and the Admission.

Therefore, each Executive Director retained the remuneration amounts and arrangements that he was entitled to prior to the conversion of the Company into a public limited liability company (*naamloze vennootschap*) governed by the laws of the Netherlands (the "**Conversion**"), effective as of December 9, 2024, pursuant to his corporate mandate or employment agreement within the relevant Group Company, with the exception of the long-term variable remuneration described in Section 8.2.2.5, "Share-based Remuneration", which was granted by the Board after the Admission, with due observance of the Remuneration Policy.

Mr. Yannick Bolloré's fixed and variable remuneration and other benefits continue to be paid by Havas S.A.S., but his remuneration and benefits package are subject to an annual review by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, as further described below. Furthermore, the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, review and evaluate the achievements of the targets applicable to Mr. Yannick Bolloré to determine his annual cash bonus (see Section 8.2.2.3.2, "Annual variable remuneration – STI") and his long-term variable remuneration (see Section 8.2.2.3.3, "Long-term variable remuneration – LTI").

Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà maintained their respective employment contracts with Havas S.A.S. and Havas Media Group Spain, respectively, along with their respective fixed and variable remunerations and other benefits continuing to be paid by such Group Companies. The Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors evaluate from time to time the appropriateness of these arrangements.

As of December 31, 2024, neither the Company, nor any Group Company have provided any personal loans, advances or guarantees to any of the Executive Directors.

■ 8.2.2.3.1 Fixed remuneration (service fee)

The remuneration of the Executive Directors includes a fixed compensation for their services. This may take the form of a services fee paid by the Company or a fixed remuneration paid by a Group Company, or a mix of the two.

For the Executive Directors, the Company's current policy with respect to fixed remuneration is for them to retain the fixed remuneration arrangements that they had immediately prior to the Conversion with subsidiaries of the Company. No fixed remuneration is paid directly by the Company at present.

The fixed remuneration amounts, whether payable by the Company or a Group Company, is evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, taking also into account factors such as the Company's size and development, the individual's development, experience, capability and marketability, the nature of the individual's roles and responsibilities, historic salary/fee levels of the individual, internal pay levels as well as general market developments.

8.2.2.3.2 Annual variable remuneration – STI

The Executive Directors may be eligible to receive an annual, performance related bonus in cash (the "**Bonus**"). The objective of the Bonus is to incentivize strong financial and personal performance in line with the Group's strategy and defined targets by tying a portion of the Executive Director's annual remuneration to Company performance, which the Board believes will contribute to the Company's sustainable long-term value creation. The Bonus may be paid by the Company or by a Group Company, or a mix of the two.

Each year, the Non-Executive Directors set the applicable performance targets and conditions for the Bonus after approval of the budget for the next financial year. The performance related targets typically include financial as well as qualitative and quantitative non-financial objectives and are consistent with the Company's growth strategy as laid down in the Company's business plan as amended from time to time.

The Company's current policy for the Executive Directors is to continue to apply the bonus arrangements and conditions previously agreed for each of them prior to the Conversion. Under such arrangements, the Bonus will be paid by Havas S.A.S. for Mr. Yannick Bolloré and Mr. Jean de Yturbe and by Havas Media Group Spain for Mr. Alfonso Rodés Vilà.

The Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, have reviewed and evaluated the achievements of the targets applicable to each Executive Director to determine the Bonus amount payable by the Company or the applicable Group Company.

Furthermore, the Bonus amount and conditions, whether payable by the Company or a Group Company, are evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors, taking also into account relevant factors, such as the Company's size and development, the individual's development, experience, capability and marketability, the nature of the individual's roles and responsibilities, historic salary/fee levels of the individual, internal pay levels as well as general market developments.

The Corporate Governance, Nominations and Remuneration Committee and Non-Executive Directors are also comparing the Bonus amount and conditions around the median level of a group of comparable companies that they from time to time identify. The Compensation and Remuneration Committee may make proposals for the Executive Directors' compensation amount and structure for determination by the Non-Executive Directors.

Yannick Bolloré

Under the terms of his remuneration for 2024, Mr. Yannick Bolloré, as President of Havas S.A.S., was entitled to receive a maximum attainable Bonus of EUR 1,500,000 equal to 100% of his fixed remuneration for 2024, subject to certain quantitative and qualitative performance criteria. Quantitative criteria amounted for 60% of all performance criteria. The applicable quantitative and qualitative performance criteria have been determined by the board of directors of Havas SA (that was converted into Havas S.A.S. in December 2024) on February 8, 2024 and, following the Admission, have been adjusted and refined by the Corporate Governance, Nominations and Remuneration Committee.

For 2024, payment of Mr. Yannick Bolloré's Bonus was:

- for 60% of his maximum Bonus, conditional upon the fulfilment of at least 2 out of 4 quantitative criteria (see below);
- for up to 40% of his maximum Bonus, conditional upon the fulfilment of the following qualitative criteria:
  - contribution to the maintenance of cross-business activities and the development of revenue and cost synergies (up to EUR 225,000 Bonus);
  - development of the external growth strategy (up to EUR 120,000 Bonus);
  - reduced exposure to legal and tax risks (up to EUR 75,000 Bonus); and
  - development of actions integrating ESG issues (up to EUR 180.000 Bonus).

In 2024, 3 out of 4 of the quantitative criteria have been met, as follows:

Performance Metric	Target	Actual	Earned %
Net Revenue Organic Growth (%)	1.5%	-0.8%	0%
Adjusted EBIT Margin (%)[(a)]	11.3%	11.6%	100%
Adjusted EBIT (€M)[(b)]	€298 millions	€317 millions	100%
Net income, Group share (€M)[(b)]	€175 millions	€182 millions	100%

(a) On a comparable basis, excluding adjustments to restructuring charges.
(b) Excluding costs and expenses relating to the IPO project (including the Admission).

Therefore, Mr. Yannick Bolloré was eligible for a gross bonus of EUR 900,000 (quantitative criteria).

As all of the qualitative criteria have been fully met, Mr. Yannick Bolloré was eligible for an additional gross bonus of EUR 600,000 and, in total, a Bonus of EUR 1,500,000.

The Bonus amount that Mr. Yannick Bolloré was entitled to for 2024, as per his position of President of Havas S.A.S., has been reviewed by the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee.

Jean de Yturbe

In addition to his fixed remuneration, under his current employment terms, Mr. Jean de Yturbe is entitled to receive, for his position at Havas S.A.S., a Bonus based on the recognition of his leadership performance in the growth of strategic clients within the Health business line.

Mr. Jean de Yturbe met the predefined targets; consequently, the Bonus that Mr. Jean de Yturbe was entitled to, for 2024, amounted to EUR 630,000 and has been reviewed by the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee.

Alfonso Rodés Vilà

Pursuant to his employment contract with Havas Media Group Spain, under the arrangement for 2024, Mr. Alfonso Rodés Vilà was entitled to receive a maximum attainable Bonus of EUR 600,000, for his position at Havas Media Group Spain, subject to certain quantitative and qualitative performance criteria:

For 2024, payment of Mr Alfonso Rodés Vilà's bonus was:

- for 70% of his maximum Bonus, conditional upon fulfilment of the following financial, quantitative criteria:
  - for 7%, Adjusted EBIT for 2024 (on a comparable basis, excluding adjustment to restructuring charges);
  - for 42%, EBIT and Net Revenue Organic Growth targets for 2024 for the Havas Media perimeter (with a heavier weight for Spain and Portugal)[(1)]; and
  - for 21%, EBIT and Net Revenue Organic Growth targets for 2024 for the Havas Creative perimeter (with a heavier weight for Spain)[(2)];
- for 25% of his maximum Bonus, conditional upon the fulfilment of several individual qualitative criteria, covering Mr. Alfonso Rodés Vilà's contribution to client sourcing and retention, talent management and employee engagement; and

(1) The targets for EBIT and Net Revenue Organic Growth cannot be made public due to their confidential nature and the risk that doing so creates competitive harm.
(2) The targets for EBIT and Net Revenue Organic Growth cannot be made public due to their confidential nature and the risk that doing so creates competitive harm.

- for 5% of his maximum Bonus, conditional upon the fulfilment of specific ESG qualitative criteria, such as the improvement of the employee training rate (*e.g*, for anti-corruption and harrassment) and the reduction of the travel and entertainment expense rate.

In 2024, the applicable targets were met at 83,5% and Mr. Alfonso Rodés Vilà was eligible for a gross Bonus of EUR 501,087.

The Bonus amount that Mr. Alfonso Rodés Vilà was entitled to for 2024 has been reviewed by the Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee.

8.2.2.3.3 Long-term variable remuneration – LTI

Aligning the interests of executives with those of shareholders is one of the key elements of the Remuneration Policy, and share grants are the key instrument that the Board intends to use to achieve this goal. Share grants form an integral part of the Company's strategy of sustainable growth by incentivizing the Executive Director's to promote sustainable long-term value creation for the Company and its affiliated enterprise. Since the Admission, the Company provides long-term incentives to Executive Directors and employees of the Group by establishing equity-based long-term incentive plans (the "**Equity Incentive Plan**").

The Equity Incentive Plan consists of an omnibus incentive compensation plan, containing general terms and conditions that are applicable to all grants of incentive awards by the Company, and additional documents adopted by the Board or, on behalf of the Board, by the Corporate Governance, Nominations and Remuneration Committee or their delegate, which supplement or supersede such omnibus incentive compensation plan. Pursuant to the Equity Incentive Plan, the Board or, on behalf of the Board, the Corporate Governance, Nominations and Remuneration Committee or their delegate is able to grant share-based incentives, including performance share units (**PSUs**), restricted share units (**RSUs 1** and **RSUs 2**), stock options, share appreciation rights, restricted shares, and other shared-based awards, to Executive Directors, or directors, managers, corporate officers or other employees of Group Companies. The administrator of the Equity Incentive Plan will have full authority and discretion to take any actions it deems necessary or advisable for the administration of the Equity Incentive Plan. Awards may be subject to the fulfilment of certain performance criteria as determined by the Board or the Corporate Governance, Nominations and Remuneration Committee.

The vesting period of grants is expected to be of three years, but may be longer or shorter in the discretion of the Board of Directors or the Corporate Governance, Nominations and Remuneration Committee. For such grants, the applicable conditions will be evaluated periodically by the Corporate Governance, Nominations and Remuneration Committee and the Non-Executive Directors and changes may be made.

In respect of the financial year ended December 31, 2024, the Board has carried out the initial grants under the Equity Incentive Plan to the following Executive Directors as detailed below.

Executive Director	Number of RSUs 1	Number of PSUs	Number of RSUs 2	Vesting Requirements
Yannick Bolloré	2,100,000	1,200,000	0	1 year for RSUs 1 / 2 years and 3 months for PSUs
Alfonso Rodés Vilà	0	26,000	0	2 years and 3 months for PSUs
Jean de Yturbe	0	0	200	3 years for RSUs 2

Yannick Bolloré

Following the Admission, under the Equity Incentive Plan, Mr. Yannick Bolloré has been granted RSUs 1 and PSUs with an aggregate equity value of EUR 5,643,000.00. The RSUs 1 are time-based and vest 100% over one year. The PSUs are performance-based where payout depends on the level of achievement of performance metrics that are determined by the Board.

Type	Grant size	Vesting requirements, performance metrics and conditions
RSU 1	EUR 3,591,000.00[(a)]	No presence or performance conditions, vests 100% over 1 year with a 1-year holding period.
PSU	EUR 2,052,000.00[(a)]	Requires continued employment until the end of the vesting period, vesting is based on performance over 2 years and 3 months with no subsequent holding period. Performance metrics: • 30% to vest based on continued employment within the Group; • 60% to vest based on an Adjusted EBIT target (for 42%) and a Net income, Group share target (for 18%) over a 2.25-year performance period (2025 and 2026 financial years)[(b)]; • 10% linked to measurable non-financial criteria (*e.g.*, employee training rate for anti-corruption; minimum sourcing of energy from renewable energy sources).

(a) Reflects the market value of the underlying Havas Ordinary Shares at time of grant (€1.71), as opposed to the accounting value under IFRS 2, and assuming a payout of 100% for the PSUs.
(b) As the PSUs will vest on March 17, 2027, the achievement of these targets for the beginning of 2027 will be calculated based on the average for the 2025 and 2026 financial years.

With respect to the PSUs, the Board selected these performance metrics, which represent key performance indicators used by the Company, to provide a foundation for long-term growth and promote sustainable long-term value creation. As the PSUs were granted to Mr. Yannick Bolloré in late December 2024, no specific assessment of the level of achievement of the above performance metrics was conducted for 2024.

Jean de Yturbe

Under the Equity Incentive Plan, Mr. Jean de Yturbe has been granted RSUs 2 with an aggregate equity value of EUR 342.00. The RSUs 2 are time-based and vest 100% over three years.

Type	Grant size	Vesting requirements and conditions
RSU 2	EUR 342.00[(a)]	Requires continued employment, but no performance conditions, vests 100% over 3 years with no subsequent holding period.

(a) Reflects the market value of the underlying Havas Ordinary Shares at time of grant (€1.71), as opposed to the accounting value under IFRS 2

Alfonso Rodés Vilà

Under the Equity Incentive Plan, Mr. Alfonso Rodés Vilà has been granted PSUs with an aggregate equity value of EUR 44,460.00. The PSUs are performance-based where payout depends on the level of achievement of performance metrics that are determined by the Board.

Type	Grant size	Vesting requirements, performance metrics and conditions
PSU	EUR 44,460.00[(a)]	Requires continued employment until the end of the vesting period, vesting is based on performance over 2 years and 3 months with no subsequent holding period. Performance metrics: • 30% to vest based on continued employment within the Group; • 60% to vest based on an Adjusted EBIT target (for 42%) and a Net income, Group share target (for 18%) over a 2.25-year performance period (2025 and 2026 financial years)[(b)]; • 10% linked to measurable non-financial criteria (*e.g.*, employee training rate for anti-corruption; minimum sourcing of energy from renewable energy sources).

(a) Reflects the market value of the underlying Havas Ordinary Shares at time of grant (€1.71), as opposed to the accounting value under IFRS 2, and assuming a payout of 100% for the PSUs.
(b) As the PSUs will vest on March 17, 2027, the achievement of these targets for the beginning of 2027 will be calculated based on the average for the 2025 and 2026 financial years.

With respect to the PSUs, the Board selected these performance metrics, which represent key performance indicators used by the Company, to provide a foundation for long-term growth and promote sustainable long-term value creation. As the PSUs were granted to Mr. Alfonso Rodés Vilà in late December 2024, no specific assessment of the level of achievement of the above performance metrics was conducted for 2024.

8.2.2.3.4 Pension and other fringe benefits

The Executive Directors may be entitled to customary fringe benefits such as a company car. Other benefits (e.g., health insurance, reimbursement of reasonable expenses incurred, D&O liability insurance) are provided in line with the existing Company agreements and practices, or as determined by the Non-Executive Directors. The Executive Directors are further entitled to benefits that are mandatory under applicable laws.

Pursuant to the Company's current policy for the Executive Directors, Havas S.A.S. shall maintain the pension and fringe benefit arrangements and conditions for Mr. Yannick Bolloré and Mr. Jean de Yturbe, and Havas Media Group Spain shall maintain the pension and fringe benefit arrangements and conditions for Mr. Alfonso Rodés Vilà, in each case as previously agreed prior to the Conversion with respect to their respective positions in these Group Companies.

Mr. Yannick Bolloré's duties within Havas S.A.S. entitle him to an additional compensation in the form of a contribution to a French life insurance plan (known as an "Article 82 plan") for an indefinite period, starting in 2024. Under this Article 82 plan, Havas S.A.S. pays an annual contribution to a life insurance provider to the benefit of Mr. Yannick Bolloré. A gross capital sum corresponding to approximately 44% of his annual fixed compensation is also being paid each year to Mr. Yannick Bolloré or to the paying agent directly (via payroll), in order to take into account, even partially, the social security and tax charges that Mr. Yannick Bolloré would have to pay in respect of this annual "Article 82 plan" contribution. The Non-Executive Directors, after consultation with the Corporate Governance, Nominations and Remuneration Committee, may from time to time evaluate the appropriateness of this arrangement and propose modifications.

8.2.2.3.5 Severance arrangements

In 2024, no severance payments were made to the Executive Directors.

The Non-Executive Directors determine the appropriate severance payment, if any, for Executive Directors. In determining any such payment, the Non-Executive Directors shall observe applicable laws and corporate governance rules. The Non-Executive Directors may deviate from applicable corporate governance rules only in justified circumstances. Any severance payment must not exceed a sum equivalent to the annual fixed remuneration. This would also apply in a situation of severance due to a change in control; however, no severance payments should be agreed on for change-of-control events. No severance payment shall be made if the service agreement is terminated early at the initiative of the relevant Executive Director or if the Executive Director has been dismissed for cause (under the laws governing the applicable services agreement) or on grounds that were caused by seriously culpable or (deliberate or grossly) negligent behavior. Mandatory payments under applicable statutory law should not be considered a severance pay.

Mr. Jean de Yturbe and Mr. Alfonso Rodés Vilà are entitled to receive severance payments and non-compete compensations under their employment contracts with Havas S.A.S. and Havas Media Group Spain that may, depending upon the circumstances, be in deviation of the above. See 5.12 of this Annual Report for more information on this deviation of the best practice provision of the DCGC. Severance compensation is payable in case of termination of employment at the company's discretion, except in case of gross or serious misconduct.

8.2.2.3.6 Malus and claw-back

In 2024, no application of claw-back was applied on any kind of variable payments for the Executive Directors.

8.2.2.4 TOTAL REMUNERATION

Total remuneration of the Executive Directors is presented in the table below.

		Fixed remuneration	Variable remuneration[1]		Pension and other fringe benefits			
Name	Reported year	Base salary	Short-term incentive	Long-term incentive	Pension/ Retirement benefits	Other benefits and payments[2]	Total remuneration	Proportion fixed - variable remuneration
Yannick Bolloré	2024	EUR 1,500,000.00	EUR 1,500,000.00	EUR 5,643,000.00	EUR 0.00	EUR 1,340,878.32	EUR 9,983,878.32	15% / 85%
	2023	EUR 1,500,000.00	EUR 1,500,000.00	EUR 686,970.60[3]	EUR 0.00	EUR 20,128.00	EUR 3,686,970.00	40.5% / 59.5%
Jean de Yturbe	2024	EUR 300,000.00	EUR 630,000.00	EUR 342.00	EUR 96,189.00	EUR 17,715.72	EUR 1,044,246.72	28.5% / 71.5 %
	2023	EUR 300,000.00	EUR 600,000.00	N/A	EUR 69,720.00	EUR 18,541.99	EUR 988,261.99	30% / 70%
Alfonso Rodés Vilà	2024	EUR 600,000.00	EUR 501,087.00	EUR 44,460.00	EUR 0.00	EUR 128,114.12	EUR 1,273,661.12	47% / 53%
	2023	EUR 600,000.00	EUR 473,854.00	EUR 92,430.80[3]	EUR 0.00	EUR 409,831.48	EUR 1,576,116.28	38% / 62%

(1) The above table does not include, for Mr. Yannick Bolloré, the amount of the exceptional one-off cash performance award of €1,500,000 which was granted and paid by the Company in connection with the Admission.

(2) For Mr. Yannick Bolloré, this includes a company car, employer contribution to excess social security and tax charges and, in respect of the Article 82 plan, the annual contribution and the related gross capital sum. For Mr. Jean de Yturbe, this includes a company car and employer contribution to excess social security and tax charges. For Mr. Alfonso Rodés Vilà, this includes a company car, contribution to pension plan and taxes paid for in-kind benefits.

(3) These amounts correspond to grants under Vivendi share schemes to which Messrs. Yannick Bolloré and Alfonso Rodés Vilà participated prior to the Admission. Reference is made to Section 11.10.3 of the Company's prospectus dated October 30, 2024 for further details.

8.2.2.5 SHARE-BASED REMUNERATION

Total share-based remuneration of the Executive Directors in 2024 under the Equity Incentive Plan is presented in the table below:

Name	Award type	Performance period	Award date	Vesting date	End of holding period	Expire date	Strike Price	Units awarded	Dividend equi-valents added	Units vested	Units subject to perfor-mance condition	Units awarded and unvested as of year end	Units subject to a holding period
Yannick Bolloré	PSU	2 years and 3 months	12/17/ 2024	03/17/ 2027	N/A	N/A	N/A	1,200,000	0	0	1,200,000	1,200,000	0
	RSU 1	N/A	12/17/ 2024	12/17/ 2025	12/17/ 2026	N/A	N/A	2,100,000	0	0	0	2,100,000	2,100,000
Jean de Yturbe	RSU 2	N/A	12/17/ 2024	12/17/ 2027	N/A	N/A	N/A	200	0	0	0	200	0
Alfonso Rodés Vilà	PSU	2 years and 3 months	12/17/ 2024	03/17/ 2027	N/A	N/A	N/A	26,000	0	0	26,000	26,000	0

8.2.2.6 REMUNERATION AND COMPANY PERFORMANCE

The overview below provides insight into the remuneration of the Executive Directors, Company performance and employee pay as of December 31, 2024. This overview does not show the development of these figures over previous financial years since the Group was part of the Vivendi group.

Element	2024
Remuneration	
Yannick Bolloré	EUR 9,983,878.32
Annual change	*N/A*
Jean de Yturbe	EUR 1,044,246.72
Annual Change	*N/A*
Alfonso Rodés Vilà	EUR 1,273,661.12
Annual Change	*N/A*
Company performance	
Adjusted EBIT	EUR 338 million
Annual change	*N/A*
Average annual remuneration on an FTE basis of employees	
Average annual	EUR 80,678.20[(a)]
Annual change	*N/A*
Internal pay ratio	123.75[(b)]
Annual change	*N/A*

(a) Total personnel costs (as reported in Note 2.22) divided by the average headcount of fully consolidated entities (as reported in same Note).
(b) Total remuneration of Yannick Bolloré divided by the average annual remuneration set out above.

8.2.2.7 AWARD IN RELATION TO THE DISTRIBUTION AND THE ADMISSION

The Company or certain Group Companies have decided to grant an exceptional cash performance award (the "**Exceptional Award**") to reward certain of the Group's Executive Directors, corporate executives (as listed in Section 3.2 of this Annual Report) and other senior executives or employees in connection with the distribution of Havas Ordinary Shares to Vivendi's shareholders and the Admission.

The Exceptional Award recognizes the role that executives and employees have played in preparing for and implementing the distribution of Havas Ordinary Shares to Vivendi's shareholders and the Admission, and the additional workload, time pressures, change and transformation that such employees have been subject to (and therefore may be granted in addition to any awards of restricted share units under the Equity Incentive Plan, which may be granted based on the separate criteria and purposes described in Section 8.2.2.3.3, "Long-term variable remuneration – LTI").

The total aggregate cash amount that has been paid under the Exceptional Award has not exceeded €7.5 million, and any individual cash performance award thereunder has been capped at up to 150% of the beneficiary's gross annual fixed remuneration and determined based on such beneficiary's personal role and involvement in the preparation and implementation of the distribution of Havas Ordinary Shares to Vivendi's shareholders and the Admission.

8.2.3 Non-Executive Directors' remuneration

8.2.3.1 THE REMUNERATION FOR THE NON-EXECUTIVE DIRECTORS IN 2024

In line with the roles and responsibilities of the Non-Executive Directors, the compensation of the individual Non-Executive Directors is based on fixed amounts paid in cash. Non-Executive Directors are not entitled to any performance or equity related compensation and are not entitled to any pension allowance or contribution, nor to an annual cash bonus or any other type of variable remuneration linked to the financial results of the Company. This compensation structure is designed to ensure the independence of the Non-Executive Directors and the effectiveness from a corporate governance perspective. The remuneration of Non-Executive Directors is determined by the General Meeting.

Since their appointment, each Non-Executive Director is paid a gross annual fee of €50,000.

Non-Executive Directors are also eligible to receive a separate fee for their responsibilities assumed as member of a Board committee. Each Non-Executive Director who is a member of the Audit and Sustainability Committee are paid an additional gross annual fee of €20,000 (and €30,000 for the Chair of the committee) and each Non-Executive Director who is a member of the Corporate Governance, Nominations and Remuneration Committee are paid an additional gross annual fee of €15,000 (and €25,000 for the Chair of the committee).

Non-Executive Directors are eligible for reimbursement of expenses and costs reasonably incurred in connection with the performance of their duties and responsibilities. The Company has in place an appropriate liability insurance for the benefit of the Non-Executive Directors. The liability insurance has been obtained from a reputable insurance provider and provides adequate coverage limits and scope of protection in line with industry standards.

As of December 31, 2024, neither the Company, nor any Group Company have provided any personal loans, advances or guarantees to any of the Non-Executive Directors.

8.2.3.2 TOTAL REMUNERATION

Total remuneration of the Non-Executive Directors paid for 2024 is presented in the table below:

Name	Date of appointment	Position	Audit & Sustainability Committee	Corporate Governance, Nominations and Remuneration Committee	2024 remuneration
Arnaud de Puyfontaine	December 9, 2024	Chair of the Board (voorzitter)		Member	EUR 3,972
Ian Osborne	December 9, 2024	Member		Member	EUR 3,972
Michèle Reiser	December 9, 2024	Member		Member	EUR 3,972
Marie Bolloré	December 9, 2024	Member	Member		EUR 4,278
Fabien Pierlot	December 9, 2024	Lead Independent Director	Member	Chairperson	EUR 5,806
Catherine Lawson-Hall	December 9, 2024	Member	Member		EUR 4,278
Maria Garrido	December 9, 2024	Member	Member		EUR 4,278
Marella Moretti	December 9, 2024	Member	Chairperson	Member	EUR 5,806

8.2.4 Deviation from the Remuneration Policy since last shareholders' vote

The Company did not deviate from the Remuneration Policies. As this remuneration report is the first remuneration report that is subject to an advisory vote since the Admission, there is no previous advisory vote of the General Meeting to consider this year.

9

FINANCIAL STATEMENTS

9.1 Consolidated financial statements

9.1.1 Consolidated balance sheet

ASSETS

(in euro millions)	Notes	12/31/2024	12/31/2023
Non-current assets			
Goodwill	2.3	2,535	2,428
Intangible assets	2.4	49	51
Property and equipment	2.5	205	220
Rights-of-use assets	2.11	238	284
Equity Investments	2.6	3	19
Financial assets measured at FV through OCI[a]	2.7	40	39
Deferred tax assets	2.19	96	95
Other non- current financial assets	2.8	19	11
Total non-current assets		**3,185**	**3,147**
Current assets			
Inventories and work in progress		115	91
Customer receivables[b]	2.9	2,726	2,787
Current tax receivables		70	81
Other receivables	2.9	337	349
Loans to Vivendi SE	2.13	–	116
Other current financial assets	2.8	9	8
Cash and cash equivalents	2.12	234	322
Total current assets		**3,491**	**3,754**
Total assets		**6,676**	**6,901**

(a) Assets measured at fair value through “OCI” (Other Comprehensive Income).
(b) Including accounts from media buying transactions.

EQUITY AND LIABILITIES

(in euro millions)	Notes	12/31/2024	12/31/2023
Shareholders' equity – Group share		1,881	1,931
Capital		198	170
Share premium account		3,246	1,401
Currency translation adjustments		(8)	(40)
Other reserves and retained earnings		(1,555)	400
Non-controlling interests		26	28
Total equity		**1,907**	**1,959**
Non-current liabilities			
Long-term borrowings	2.15	4	3
Lease liabilities over 1 year	2.11	223	286
Earn-out and non-controlling interest buy-out obligations	2.14	237	194
Other long-term provisions	2.16	108	122
Deferred tax liabilities	2.19	69	66
Other non-current liabilities		9	19
Total non-current liabilities		**650**	**690**
Current Liabilities			
Short-term borrowings	2.15	7	4
Lease liabilities under 1 year	2.11	77	81
Bank overdrafts		12	–
Earn-out and non-controlling interest buy-out obligations	2.14	32	84
Short-term provisions	2.16	63	63
Trade payables[(a)]		2,692	2,844
Tax payables		24	31
Other payables	2.20	1,212	1,145
Total current liabilities		**4,119**	**4,252**
Total liabilities		**6,676**	**6,901**

(a) Including accounts from media buying transactions.

9.1.2 Consolidated income statement

(in euro millions)	Notes	2024	2023
Revenue	2.21/2.24	**2,863**	**2,872**
Costs rebilled to customers		(127)	(177)
Personnel costs	2.22	(1,851)	(1,833)
Other income	2.23	107	89
Other expenses	2.23	(535)	(500)
Depreciation and amortization	2.23	(113)	(121)
Performance shares	2.18	(5)	(3)
Impairment goodwill/Earn-out updated		5	2
Restructuring		(29)	(19)
Operating income		**315**	**310**
Interest		2	8
Financial income		30	31
Financial expenses		(69)	(70)
Net financial expense	**2.25**	**(37)**	**(31)**
Income before tax		**278**	**279**
Income taxes	2.19	(89)	(95)
Net Income		**189**	**184**
Non-controlling interests		16	17
Net income attributable to the shareholders of Havas		**173**	**167**
Basic net income per share attributable to the shareholders of Havas *(in euros)*	2.26	0.17	0.17
Diluted net income per share attributable to the shareholders of Havas *(in euros)*	2.26	0.17	0.17

9.1.3 Consolidated statement of comprehensive income

(in euro millions)	2024	2023
Net income	189	184
Actuarial gains/(losses) related to defined benefit plans	12	(8)
Deferred taxes on actuarial gains/(losses) related to defined benefit plans	(3)	2
Financial assets at fair value through other comprehensive income	(3)	9
Total items that will not be reclassified subsequently	**6**	**3**
Foreign currency translation adjustments	34	(30)
Total items that may be reclassified subsequently	**34**	**(30)**
Other comprehensive income (loss)	**40**	**(27)**
Total comprehensive income	**229**	**157**
Group share	213	140
Non-controlling interests	16	17

9.1.4 Consolidated statement of changes in shareholders' equity

	Group share										
(in euro millions)	Number of shares *(in thousands)*	Capital	Share premium account	Retained and consolidated earnings	Transactions between shareholders	Unrealized losses/ financial instruments	Actuarial gains/ (losses)	Currency translation adjustments	Total	Non-controlling interests	Total Equity
Consolidated shareholders' equity at 12/31/2022	**426,138**	**170**	**1,401**	**337**	**3**	**(1)**	**(33)**	**(14)**	**1,863**	**25**	**1,888**
Dividends distributed		–	–	(85)	–	–	–	–	(85)	(17)	(102)
Net income		–	–	167	–	–	–	–	167	17	184
Other comprehensive income net of tax		–	–	8	–	1	(6)	(30)	(27)	–	(27)
Change in ownership interests, other[(a)]		–	–	7	2	–	–	4	13	3	16
Consolidated shareholders' equity at 12/31/2023	**426,138**	**170**	**1,401**	**434**	**5**	**–**	**(39)**	**(40)**	**1,931**	**28**	**1,959**
Dividends distributed		–	–	(235)	–	–	–	–	(235)	(16)	(251)
Change of parent company: remove Havas SA	(426,138)	(170)	(1,401)	1,571	–	–	–	–	–	–	–
Change of parent company: Havas N.V.	991,811	198	3,246	(3,444)	–	–	–	–	–	–	–
Stock-options		–	–	11	–	–	–	–	11	–	11
Net income		–	–	173	–	–	–	–	173	16	189
Other comprehensive income net of tax		–	–	(2)	–	(1)	9	34	40	–	40
Change in ownership interests, other[(a)]		–	–	8	(45)	–	–	(2)	(39)	(2)	(41)
Consolidated shareholders' equity at 12/31/2024	**991,811**	**198**	**3,246**	**(1,484)**	**(40)**	**(1)**	**(30)**	**(8)**	**1,881**	**26**	**1,907**

(a) Mainly relates to hyperinflation in Argentina and buy-out adjustments.

9.1.5 Consolidated statement of cash flows

(in euro millions)	Notes	2024	2023
Operating activities			
Net income		**189**	**184**
Adjustments of non-cash items		**211**	**235**
Amortization, depreciation and impairment		104	122
Current income taxes		92	79
Changes in deferred taxes		(5)	16
Gains/(losses) on disposals of fixed assets		3	5
Expenses related to performance shares		11	–
Other non-cash transactions		(11)	(2)
Finance costs		17	15
Tax paid		**(87)**	**(89)**
Changes in working capital		**(71)**	**11**
Decrease/(increase) inventories and work in progress		(22)	20
Decrease/(increase) in customer receivables		98	(57)
Decrease/(increase) in other receivables		5	36
Increase/(decrease) in trade payables		(188)	10
Increase/(decrease) in other payables		36	2
Net cash provided by operating activities		**242**	**341**
Investing activities			
Purchases of fixed assets		**(65)**	**(133)**
Intangible and tangible	2.4- 2.5	(34)	(35)
Payment for acquisition of subsidiaries, net of cash acquired		(28)	(96)
Loans granted		(3)	(2)
Proceeds from sale and repayment of fixed assets		**6**	**1**
Intangible and tangible		1	1
Proceeds from disposal of subsidiaries, net of cash disposed		1	–
Repayment of loans granted		4	–
Loans to Vivendi SE		**116**	**14**
Interest received		**25**	**24**
Net cash used in investing activities		**82**	**(94)**
Financing activities			
Dividends paid to Havas shareholders	9.1.4	(235)	(85)
Dividends paid to non-controlling interests	9.1.4	(16)	(17)
Increase/(decrease) in share equity		–	1
Repayment of borrowings		(2)	(2)
Repayment of lease borrowings		(83)	(83)
Payments for buy-out of non-controlling interests	2.11	(69)	(18)
Interest paid		(31)	(27)
Interest paid on lease liabilities		(11)	(12)
Net cash used in financing activities		**(447)**	**(243)**
Effect of exchange rate changes on net cash		23	(28)
Net increase/(decrease) in net cash		**(100)**	**(23)**
Cash and cash equivalents at opening	**2.12**	**322**	**345**
Cash and cash equivalents at closing	**2.12**	**222**	**322**

9.1.6 Notes to the Consolidated Financial Statements

Note 1. Basis of preparation and accounting principles

1.1 – INTRODUCTION

Havas N.V. (“Havas”) and its subsidiaries (together “Havas” or “the Group”), one of the world’s largest and most established global communications and marketing group, operates in more than 100 countries and employs over 23,000 people.

Formely, Havas N.V. was named SIG 125 B.V. On October 7, 2024, the Company was subsequently renamed Havas BV. Following the admission to trading, the final name of Company is Havas N.V.

Havas N.V. is a Dutch public limited liability company (naamloze vennootschap) incorporated under the laws of the Netherlands and listed on Euronext Amsterdam. The Company’s official seat *(statutaire zetel)* is in Amsterdam, the Netherlands. The Company is registered with the Dutch Chamber of commerce under number 95011439. Although listed outside of France, the Company remains a French tax resident for the purposes of its taxes and duties. Indeed, the whole business of the Company is carried out in France through its permanent establishment. Havas principal office is located at 29-30, quai de Dion Bouton (92800) Puteaux, France.

SEPARATION FROM VIVENDI

At its meetings held on December 13, 2023 and January 30, 2024, Vivendi’s Supervisory Board authorized, upon the recommendation of the Management Board, the possibility to study the feasibility of a project to split Vivendi into several entities, each of which would be listed separately on stock exchanges.

On July 22, 2024, Vivendi announced that it would study (i) the transfer of its share ownership in Havas to Havas N.V., a public company (naamloze vennootschap) governed by the laws of the Netherlands, (ii) the distribution of 100% of Havas N.V. share capital to Vivendi’s shareholders and (iii) the listing of Havas N.V. by the end of 2024. This distribution, exclusively in kind, was decided by the shareholders of Vivendi SE at the combined general meeting of the shareholders of Vivendi which was held on December 9, 2024 and took the form of an exceptional distribution (“special dividend”) to Vivendi’s shareholders. The shares of Havas N.V.’s were admitted to trading on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam NV, and trading in Havas N.V. shares started on December 16, 2024.

The Consolidated Financial Statements are presented in euros, which is the Group’s presentation currency, and all values are rounded to the nearest million, except as otherwise indicated.

The Havas N.V. and the Havas Group have been under common control since 2017 under the ownership of Vivendi. As a result, the transfer of shared was a transaction under common control and has been reflected within these consolidated financial statements from the start of the comparative period.

1.2 – BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

The Consolidated Financial Statements, consist of the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated income statements, the consolidated statement of comprehensive income, the consolidated cash flows statements and the consolidated statements of shareholders’ equity for the years ended December 31, 2024 and 2023.

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and comply with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code. The term “IFRS Accounting Standards” refers collectively to International Accounting Standards (“IAS”) and IFRS Accounting Standards as well as the interpretations issued by the Standing Interpretations Committee (“SIC”) and the International Financial Reporting Interpretations Committee (“IFRIC”), whose application is mandatory for the year ended December 31, 2024.

The Consolidated Financial Statements were prepared on a historical cost basis, with the exception of certain asset and liability categories and in accordance with the provisions set out in IFRS such as employee benefits measured using the projected unit credit method, borrowings measured at amortized cost and financial assets measured at fair value through OCI.

1.3 – APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements were prepared under the supervision of the Chief Financial Officer of the Group and were approved and authorized for issuance by the board of directors of Havas on April 15, 2025.

The financial statements are prepared on a going concern basis.

1.4 – CONSOLIDATION ACCOUNTING METHODS AND PRINCIPLES

1.4.1 – STANDARDS AND INTERPRETATIONS APPLICABLE FROM JANUARY 1, 2024

The following standards have mandatory application and were applied for periods beginning on or after January 1, 2024:

- amendments to IAS 7 – (Statement of cash flows) – Supplier Finance Arrangements and IFRS 7 – Financial Instruments: Disclosures)), effective on or after January 1, 2024;
- amendments to IAS 1 – Classification of liabilities as current or non-current, effective on or after January 1, 2024;
- amendments to IFRS 16 (Leases) – Lease liability in a sale and leaseback, effective on or after January 1, 2024.

The application of the amendments had no material impact on the amounts recognized or on the disclosures in the Consolidated Financial Statements.

1.4.2 – STANDARDS AND INTERPRETATIONS NOT YET APPLIED

Havas has not early adopted the following standards and interpretations, for which application is not mandatory for periods starting from January 1, 2025, and that may impact the amounts reported:

- amendments to IFRS 10 – Consolidated Financial Statements and IAS 28 (Investments in Associates and Joint Ventures) – Sale or Contribution of Assets between an Investor and its Associate, effective date of the amendments has not yet been determined by the IASB;
- amendments to IAS 21 (The Effects of Changes in Foreign Exchange Rates) – Lack of Exchangeability, effective on or after January 1, 2025;
- IFRS 19 Subsidiaries without Public Accountability: Disclosures, effective on or after January 1, 2027;
- contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7, effective on or after January 1, 2026;
- annual Improvements Volume 11, effective on or after January 1, 2026;
- amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments, effective on or after January 1, 2026 (not yet endorsed for use in the European Union, or "EU"); and
- IFRS 18 Presentation and Disclosures in Financial Statements effective on or after January 1, 2027 (not yet endorsed for use in the EU).

1.4.3 – KEY JUDGEMENT AND ESTIMATES

The preparation of the Consolidated Financial Statements in compliance with IFRS Accounting Standards requires Havas Group management to make certain estimates and assumptions which it considers reasonable and realistic. Although these estimates and assumptions are regularly reviewed, based in particular on past or anticipated achievements, facts and circumstances may lead to changes in these estimates and assumptions which could have an impact on the reported amount of the Group's assets, liabilities, equity or earnings.

The following areas involve material judgement or complexity and may have a material impact on the consolidated financial statements in the next twelve months:

- litigations: risk estimates performed on an individual basis, noting that the occurrence of certain events during the course of procedures may lead to a risk reassessment at any time (please refer to Note 2.16);
- earn-out and non-controlling interest buy-out obligations: valuation methods used and assumptions to measure earn-out and non-controlling interest buy-out obligations (please refer to Note 1.4.9, 1.4.23, 1.4.14).

In addition to the above, the following areas involve material judgement and/or complexity and are significant to the consolidated financial statements but are not expected to have a material impact on them in the next twelve months:

- goodwill and other intangible assets: valuation methods used to identify intangible assets acquired through business combinations (please refer to Note 1.4.9 and 2.4);
- goodwill, intangible assets with indefinite useful lives and assets in progress: assumptions relating to impairment tests performed on each of the group's cash-generating units (CGUs), future cash flows and discount rates are updated annually (please refer to Note 1.4.10 and 2.3).

The following are the critical judgements, apart from those involving estimations (which are presented separately above), that management has made in the process of applying the Havas Group accounting policies and that have the most significant effect on the amounts recognized in its consolidated financial statements:

- provisions and litigation: the management has carefully assessed the facts and circumstances regarding legal obligation (statutory, regulatory or contractual) or constructive obligation resulting from past events, as well as relevant legal documents, to determine whether it is probable that an outflow of resources will be required to settle the obligation.

1.4.4 – CONSIDERATION OF CLIMATE CHANGE ISSUES

The management of Havas considered the potential impacts of climate change and the commitments made by the Group on its estimates and assumptions when preparing the Consolidated Financial Statements.

While Havas' management ensured that the assumptions used in the goodwill impairment tests took into consideration the most likely future effects related to climate change issues, it determined that the consequences of climate change and the commitments made by the group are not likely to have a material impact on its activities in the medium term. While currently immaterial, the risks related to climate change continue to evolve and these will continue to be assessed against the Group's judgements and estimates.

1.4.5 – PRINCIPLE OF CONSOLIDATION

Consolidation

All companies in which Havas has a controlling interest, namely those in which it has the power to govern financial and operational policies to obtain benefits from their operations, are fully consolidated.

Control as defined by IFRS 10 – Consolidated Financial Statements is based on the following three criteria to be fulfilled cumulatively to assess if the parent company exercises control:

- a parent company has power over a subsidiary when the parent company has existing rights that give it the current ability to direct the relevant activities of the subsidiary, i.e., the activities that significantly affect the subsidiary's returns. Power may arise from existing or potential voting rights, or contractual arrangements. Voting rights must be substantial, i.e., exercisable at any time without limitation, particularly during decision-making processes related to significant activities. Assessment of the exercise of power depends on the nature of the subsidiary's relevant activities, the internal decision-making process, and the allocation of rights among the subsidiary's other shareowners;
- the parent company is exposed, or has rights, to variable returns from its involvement with the subsidiary which may vary as a result of the subsidiary's performance. The term "returns" is broadly defined and includes, among other things, dividends and other economic benefit distributions, changes in the value of the investment in the subsidiary, economies of scale, and business synergies; and
- the parent company has the ability to use its power to affect the returns. Exercising power without having any impact on returns does not qualify as control.

The Consolidated Financial Statements are presented as if the Group was a single economic entity with two categories of owners: (i) the owners of the parent company (Havas N.V. shareowners) and (ii) the owners of non-controlling interests (minority shareholders of the subsidiaries). A non-controlling interest is defined as the interest in a subsidiary that is not attributable, whether directly or indirectly, to a parent company. As a result, reductions in a parent company's ownership interest in a subsidiary that do not result in a loss of control only impact equity, as control of the economic entity does not change. In addition, Havas recognizes the difference between the acquisition price and the carrying amount of non-controlling interests acquired as a change in equity attributable to Havas shareowners. Conversely, any acquisition of control achieved in stages or a loss of control gives rise to profit or loss in the statement of earnings.

Equity accounting

Entities over which Havas exercises significant influence as well as joint ventures are accounted for under the equity method. Significant influence is deemed to exist when Havas holds, directly or indirectly, at least 20% of the voting rights in an entity unless it can be clearly established that Havas does not exercise a significant influence. Significant influence can be evidenced through further indicia, such as representation on the entity's board of directors or equivalent governing body, participation in policy-making of financial and operational processes, material transactions with the entity or the interchange of managerial personnel or provision of essential technical information.

1.4.6 – TRANSLATION OF FOREIGN SUBSIDIARIES'ACCOUNTS

The Group's presentation currency is the euro.

The financial statements of foreign entities whose functional currency is not the euro are converted using the closing rate method. According to this method, shareholders' equity is maintained at the historical rate, balance sheet assets and liabilities are converted to the euro at the closing rate for the period, income and expenses in the consolidated income statement and consolidated statement of cash flows are converted at the average rate for the period. The resulting translation differences are directly recorded in shareholders' equity.

Goodwill and fair value adjustments to assets and liabilities resulting from the recognition of an acquisition of a foreign entity are expressed in the functional currency of the acquired business and converted to euros at the closing rate.

1.4.7 – ACCOUNTING FOR TRANSACTIONS DENOMINATED IN FOREIGN CURRENCIES

Transactions denominated in a currency other than the functional currency of the entity are converted at the exchange rate in effect on the transaction date. At each balance sheet date, monetary assets and liabilities denominated in foreign currencies are converted at the closing exchange rate. All translation differences are recorded in the consolidated income statement for the period, except for differences related to foreign currency borrowings that hedge the net investment in a foreign entity. These are directly recognized in other comprehensive income until the disposal of the net investment.

The financial statements of entities in hyperinflationary economies are translated in accordance with IAS 29 "Financial reporting in hyperinflationary economies". Non-monetary balance sheet items, income statement items, comprehensive income items and cash flow statement items are adjusted for inflation in their original local currency, then all the financial statements are translated at the closing exchange rate for the period. This hyperinflationary accounting leads to recognition of a gain or loss resulting from exposure to hyperinflation, which is classified as other financial expenses and thus recognized as retained earnings the following year. The accounts of the Group's subsidiaries in Argentina are consolidated in accordance with the principles of IAS 29, which have been applied since January 1, 2018.

As a result of the consolidation of the subsidiaries in Argentina in accordance with the principles of IAS 29, expenses of €5.8 million and €7.1 million were recognized in a dedicated line in financial results in 2024 and 2023. For the Turkish subsidiaries, in 2024, an expense of €1.8 million was recognized.

1.4.8 – ELIMINATION OF INTRAGROUP TRANSACTIONS

Balances of intragroup accounts receivables and payables and intragroup transactions such as internal billings, dividend payments, capital gains or losses on disposals, allowances or reversals of provisions relating to investments in consolidated subsidiaries are eliminated.

1.4.9 – Business combinations and goodwill

As from January 1, 2010, business combinations are recorded using the acquisition method. Under this method, upon the initial consolidation of an entity over which the group has acquired exclusive control:

- the identifiable assets acquired and the liabilities assumed are recognized at their fair value on the acquisition date; and
- non-controlling interests are measured either at fair value (the "full" goodwill method) or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets (the "partial" goodwill method). This option is available on a transaction-by-transaction basis.

On the acquisition date, goodwill is initially measured as the difference between:

i) the fair value of the consideration transferred, plus the amount of non-controlling interests in the acquiree and, in a business combination achieved in stages, the fair value on the acquisition date of the previously held equity interest in the acquiree; and

ii) the net fair value of the identifiable assets acquired and liabilities assumed on the acquisition date.

The measurement of non-controlling interests at fair value results in an increase in goodwill up to the extent attributable to these interests, thereby leading to the recognition of a "full goodwill".

Allocation of the purchase price shall be performed within twelve months after the acquisition date. If goodwill is negative, it is recognized in the consolidated income statement.

After the acquisition date, goodwill is measured at its initial amount less recorded accumulated impairment.

In addition, the following principles are applied to business combinations:

- on the acquisition date, to the extent possible, goodwill is allocated to each cash-generating unit likely to benefit from the business combination;
- contingent consideration in a business combination is recorded at fair value on the acquisition date, and any subsequent adjustment occurring after the purchase price allocation period is recognized in the consolidated income statement;
- acquisition-related costs are recognized as expenses when incurred;
- in the event of the acquisition of an additional interest in a subsidiary, Havas recognizes the difference between the acquisition price and the carrying amount of non-controlling interests acquired as a change in equity attributable to Havas shareowners; and
- goodwill is not amortized.

On disposal of a subsidiary, the amount of attributable goodwill is included in the calculation of the gain or loss on disposal.

Goodwill relating to equity method affiliates are included in the carrying amount of investments in associates.

1.4.10 – INTANGIBLE ASSETS

Other intangible assets, separately acquired, are accounted for at their acquisition cost. Research expenses are recognized in the consolidated income statement for the financial period in which they are incurred. The aggregate level of research and development expenditure recognized as an expense amounts €31.8 M in 2023 and €31.5 M in 2024.

Other intangible assets which are acquired in the course of business combinations are accounted for at their fair value at the completion date and separately from goodwill as long as they:

- are identifiable, i.e. they result from legal or contractual rights; or
- can be separated from the acquired company.

Intangible assets mainly consist of software and trademarks.

Software is amortized over its useful life, estimated at one or five years.

Trademarks have an indefinete useful life and are tested for impairment annually. The useful life of a trademark is considered indefinite when there is no foreseeable limit to the period during which the asset is expected to generate economic benefits. Havas N.V. trademarks are well-established, have strong brand recognition.

1.4.11 – PROPERTY AND EQUIPMENT

Property and equipment are carried at historical cost less any accumulated depreciation and impairment losses. Historical cost includes the acquisition cost or production cost, costs directly attributable to transporting an asset to its physical location and preparing it for its operational use, the estimated costs relating to the demolition and the collection of property and equipment, and the rehabilitation of the physical location resulting from the incurred obligation.

When property and equipment include significant components with different useful lives, they are recorded and depreciated separately.

Depreciation is calculated using the straight-line method based on the estimated useful life of the assets. Useful lives of the main components are reviewed at the end of each reporting period as follows:

- buildings: 15 to 33 years;
- fixtures, fittings and general installations: 3 to 16 years;
- office equipment and furniture: 3 to 10 years;
- IT equipment: 3 to 5 years.

1.4.12 – IFRS 16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Havas applies IFRS 16 with retrospective effect as from January 1, 2019 without restating comparative periods in the Consolidated Financial Statements.

The amount of lease liabilities relating to leases arising from business combinations after January 1, 2019 is measured at the present value of the remaining fixed and minimum guaranteed lease payments, in accordance with IFRS 16, as if the leases acquired were new leases at the acquisition date. The amount of the rights of use is measured at the amount of the lease liabilities, adjusted to reflect the favorable or unfavorable nature of the lease terms compared with market terms.

The group subleases retail or office space and acts as lessor. When subleases cover substantially all the risks and rewards of the main lease, they are accounted for as finance leases. As a consequence, the right of use of the main lease is not recognized and a finance receivable is recognized. All other subleases are classified as operating subleases.

Measurement of the right-of-use asset and the lease liability

Leases for which Havas is the lessee are recorded at the commencement date and result in the recognition of a lease liability equal to the present value of future fixed payments and minimum guaranteed payments, against a right-of-use asset relating to leases.

The right-of-use assets related to lease contracts are recognized at cost at the inception date of the lease. The cost of the right-of-use asset includes:

- the amount of the associated lease liability;
- initial direct costs (incremental costs of obtaining the lease);
- payments made prior to the commencement of the lease, less any lease incentives received; and
- dismantling and restoration costs (recognized and measured in accordance with IAS 37).

The right-of-use asset is then depreciated on a straight-line basis over the lease term, as determined in accordance with IFRS 16.

After initial recognition, the liability is:

- increased by the effect of undiscounting the associated lease liability (interest expense on lease liabilities);
- decreased by the cash out for lease payments; and
- reassessed in the event of an amendment to the lease contract.

IFRS 16 requires the discount rate for each contract to be determined by reference to the incremental borrowing rate of the borrowing entity. The rate applied for each lease takes into account the lease payment profile.

Lease modifications and remeasurements

In the event of a reduction in the lease term or in the surface area leased, the right-of-use asset and lease liability are reduced accordingly in line with the percentage decrease, with the offsetting entry posted to gains and losses on leases in the consolidated income statement. The residual lease liability is then adjusted against the right-of-use asset, after discounting the asset at the discount rate revised as of the date of the modification.

Increases in the lease term or in the surface area leased do not generate gains or losses on lease modifications, but rather lead to a remeasurement of the lease liability using a discount rate revised as of the date of the modification, which is recognized against an adjustment to the right-of-use asset. Changes in the amount of the lease stipulated in the lease contract that do not involve modification of the leased surface area or lease term will lead to a remeasurement of the lease liability with no revision of the discount rate, which is recognized against an adjustment to the right-of-use asset.

1.4.13 – ASSET IMPAIRMENT

Each time events or changes in the economic environment indicate a risk of impairment to goodwill, other intangible assets, property and equipment, or assets in progress, Havas re-examines the value of these assets. In addition, in accordance with applicable accounting standards, goodwill, other intangible assets with an indefinite useful life, and intangible assets in progress are all subject to an annual impairment test undertaken in the fourth quarter of each year end. This impairment test is performed to compare the recoverable amount of each Cash Generating Unit (CGU) or, if necessary, groups of CGUs, to the carrying amount of the corresponding assets (including goodwill). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The CGUs correspond to geographic area where the Group operates and are consistent with the Group's operating segments. This is reviewed if the Group changes the level at which it monitors the return on operations.

The recoverable amount is determined for each individual asset as the higher of: (i) its value in use; and (ii) its fair value (less costs to sell) as described hereafter. If the asset does not generate cash inflows that are largely independent of other assets or groups of assets, the recoverable amount is determined for the group of assets. In particular, Havas performs an impairment test of goodwill for each CGU, or group of CGUs, depending on the level at which Havas' management measures the return on operations.

The value in use of each asset or group of assets is determined, subject to exceptions, as the discounted value of future cash flows (Discounted Cash Flow method (DCF)) by using cash flow projections consistent with the budget of the following year and the most recent forecasts prepared by the operating segments.

Applied discount rates are determined by reference to available external sources of information, usually based on financial institutions' benchmarks, and reflect the current assessment by Havas of the time value of money and risks specific to each asset or group of assets.

Terminal growth rates used for the evaluation of CGUs are those used to prepare budgets for each CGU or group of CGUs and, beyond the period covered, are consistent with growth rates estimated by the business by extrapolating growth rates used in the budget, without exceeding the long-term average growth rate for the markets in which the group operates.

The fair value (less costs of sale) is the price that would be received from the sale of an asset or group of assets in an orderly transaction between market participants at the measurement date, less costs of sale. These values are generally determined on the basis of market data (stock market prices or comparison with similar listed companies, with the value attributed to similar assets or companies in recent transactions) or, in the absence of such data, on the basis of discounted cash flows.

If the recoverable amount is lower than the carrying amount of an asset or group of assets, an impairment loss equal to the difference is recognized in operating income (loss). In the case of a group of assets, this impairment loss is first recorded against goodwill.

The impairment losses recognized in respect of property and equipment, and intangible assets (other than goodwill) may be reversed in a later period if the recoverable amount becomes greater than the carrying amount, within the limit of impairment losses previously recognized. Impairment losses recognized in respect of goodwill cannot be reversed at a later date.

1.4.14 – FINANCIAL ASSETS

Non-recyclable assets measured at fair value through other comprehensive income ("OCI")

These include investments in unconsolidated companies. These assets are measured at fair value. Unrealized gains or losses on financial assets at fair value through other comprehensive income are recognized as items that will not be reclassified subsequently to income (loss) in the consolidated income statement.

The fair value of these unconsolidated companies is determined based on future cash flows discounted at the market rates used for similar assets based on available information.

Once the financial asset is sold, collected or removed from the Statement of Financial Position in another way, at which time the accumulated gain or loss previously reported as other comprehensive income (loss) are transferred to retained earnings.

Dividends and interest received from unconsolidated companies are recognized in the consolidated income statement.

Other financial assets

Other financial assets mainly include loans to non-consolidated companies or employees, deposits and proceeds receivable from disposal of equity investments. These assets are valued at amortized cost according to the effective interest rate method.

Derivatives

According to the applicable accounting principles, a gain or loss on hedging instruments is recognized either in the consolidated income statement if the instruments meet the criteria of a fair value hedge, or in equity in the case of a future cash flow hedge.

To manage its exposure to interest rate and foreign exchange risks, the Group selectively negotiates derivative instruments with leading banks, thus limiting counterparty risks. These derivatives are subject to Level 2 fair value measurement.

The Group applies hedge accounting to these financial instruments when their hedge efficiency is demonstrated.

1.4.15 – CASH AND CASH EQUIVALENTS

The "cash and cash equivalents" category, defined in accordance with IAS 7, consists, on the one hand of cash in banks and remunerated or unremunerated demand deposits which corresponds to cash, and, on the other hand other highly liquid investments with initial maturities of generally three months or less which correspond to cash equivalents.

1.4.16 – CUSTOMER RECEIVABLES

Customer receivables are initially accounted for at fair value and subsequently measured at amortized cost minus any impairment losses.

The group recognizes lifetime expected credit losses for customer receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at reporting date.

Furthermore, receivables from customers in disputes or litigation are generally fully impaired.

Customer receivables include, in particular, media buying transactions conducted by the Group. Media buying transactions invoiced to clients but not yet settled, or that remain to be invoiced and for which the media was aired or published.

1.4.17 – TRADE PAYABLES

Payables due to media suppliers are recorded under “Trade payables”.

1.4.18 – INVENTORIES AND WORK IN PROGRESS

Inventories and work in progress include external purchasing costs for specific ongoing projects and from the purchase of media space for resale. An impairment is recognized when their realizable value becomes lower than their cost.

1.4.19 – DEFERRED TAXES

Differences at closing between the tax base value of assets and liabilities and their carrying value in the consolidated balance sheet give rise to temporary differences.

Deferred tax assets and liabilities are measured at the expected tax rates for the year during which the asset will be realized, or the liability settled, based on tax rates (and tax regulations) enacted or substantially enacted by the closing date. They are reviewed at the end of each year, in line with any changes in applicable tax rates.

Deferred tax assets are recognized for all deductible temporary differences, tax loss carry-forwards and unused tax credits, insofar as it is probable that a taxable profit will be available, or when a current tax liability exists to make use of those deductible temporary differences.

The carrying value of deferred tax assets is reviewed at each closing date, and revalued or reduced to the extent that it is more or less probable that a taxable profit will be available to allow the deferred tax asset to be utilized. When assessing the probability of a taxable profit being available, account is taken, primarily, of prior years’ results, forecasted future results (generally over three years), non-recurring items unlikely to occur in the future and the tax strategy.

Uncertain tax liabilities are recorded in corporate income tax liabilities.

The tax rate change effect is either recognized in the consolidated income statement for the financial period or in equity, depending on the corresponding item to which it relates.

1.4.20 – BORROWING AND BANK OVERDRAFTS

Borrowing and bank overdrafts are initially accounted for at fair value net of incremental and directly associated transaction costs. They are subsequently measured at amortized cost according to the effective interest rate method.

1.4.21 – PROVISIONS

A provision should be recognized when, as a result of a past event, Havas has a legal or contractual obligation and it is probable that an outflow of economic resources, which can be estimated reliably, will be required to settle the obligation. The amount recognized as a provision represents the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the time value effect is significant, provisions are determined by discounting the expected future cash flows at a pre-tax discount rate that reflects the current market’s assessment of the time value of money. If a reliable estimate of the obligation amount cannot be made, no provision is recognized, and this information is disclosed in the notes to the Consolidated Financial Statements.

Provisions recognized in the Consolidated Financial Statements mainly relate to retirement obligations, leased office restoration, tax risk, litigations with third parties and as described in Note 2.16.

Provisions for leased office restoration are recognized at the commencement date of the lease contract when such contract include an obligation to restore the asset to its original condition. The provision is estimated by management and is regularly reviewed and adjusted as appropriate for new circumstances.

1.4.22 – PENSION AND POST-EMPLOYMENT BENEFITS

Defined contribution plans

Defined contribution plans are for the most part statutory schemes. These are post-employment benefit plans under which, for certain categories of employees, the Group pays defined contributions into an insurance company or an external pension fund, without incurring any other obligation, in respect of services rendered by the employees over the period. These contributions are recorded as expenses when incurred, in the same manner as for payroll. Such plans generate no future commitment on the part of the Group and therefore no provision is recognized.

Defined benefit plans

Defined benefit plans are post-employment obligations to provide additional benefits to certain categories of employees through contractual or collective labor agreements. These benefits may be settled either as a one-off end-of-service payment or in annual installments, in particular in the United Kingdom.

Pension expenses and defined benefit obligations are calculated by independent actuaries using the projected unit credit method over the vesting period. This method is based on annually updated assumptions which include the probability of employees remaining with Havas until retirement, expected changes in future compensation and an appropriate discount rate for each country in which Havas maintains a pension plan. Discount rates are determined at each year end by reference to yields on notes issued by investment grade companies having a credit rating of AA and maturities identical to that of the valued plans, generally based on relevant rate indices.

A provision is recorded in the consolidated balance sheet equal to the difference between the actuarial value of the related benefits (actuarial liability) and the fair value of any associated plan assets, and this includes past service costs and actuarial gains and losses.

The cost of defined benefit plans consists of three components recognized as follows:

- the service cost is included in personnel costs. It comprises current service cost, past service cost resulting from a plan amendment or a curtailment and gains and losses on settlement;
- the financial component, recorded in other financial income (expense), consists of the undiscounting of the obligation, less the expected return on plan assets determined using the discount rate retained for the valuation of the benefit obligation; and
- the remeasurements of the net defined benefit liability (asset), recognized in other comprehensive income (loss) as items that will not be reclassified subsequently to income (loss), mainly consist of actuarial gains and losses.

Where the value of plan assets exceeds benefit obligations, a financial asset is recognized up to the present value of future refunds and the expected reduction in future contributions.

Some other post-employment benefits, such as life insurance and medical coverage (mainly in the United States) are subject to provisions which are assessed through an actuarial calculation comparable to the method used for pension provisions.

Indemnities for employment agreement termination

Local legislation, contractual agreements and collective bargaining agreements in certain countries where the Group operates may provide for severance indemnities in the event of involuntary employee terminations. These severance indemnities are recognized in balance sheet liabilities and in the consolidated income statement if, and only if, the Group has clearly undertaken to terminate the employees before their normal retirement age and to pay such indemnities, which may represent several months or even several years of salary for the employee concerned.

1.4.23 – NON-CONTROLLING INTEREST BUY-OUT COMMITMENTS

Havas has committed to purchase the non-controlling interests of some of the minority shareowners of its fully consolidated subsidiaries.

These purchase commitments may be optional (e.g., put options) or mandatory (e.g., forward purchase contracts).

The following accounting treatment has been applied in respect of commitments made on or after January 1, 2010:

- upon initial recognition, the commitment to purchase non-controlling interests is recognized as a financial liability for the present value of the purchase price under the put option or forward purchase contract, mainly offset by the book value of non-controlling interests and the remaining balance through equity attributable to Havas N.V. shareowners;
- subsequent changes to the value of the commitment are recognized as a financial liability through an adjustment to equity attributable to Havas N.V. shareowners; and
- upon maturity of the commitment, if the non-controlling interests are not purchased, the previously recognized entries are reversed; if the non-controlling interests are purchased, the amount recognized in financial liabilities is reversed, offset by the cash outflow relating to the purchase of the non-controlling interests.

Buy-out commitments undertaken prior to January 1, 2010, the date of application of IFRS 3R and IAS 27R for the Group, remain accounted for according to the “pending goodwill” method. Buy-out obligations are periodically adjusted against “Goodwill”.

1.4.24 – ACCOUNTING FOR ADDITIONAL PAYMENTS FOR ACQUIRED COMPANIES (EARN-OUTS)

Any contingent consideration in a business combination (such as earn-out payments) is included in the consideration transferred at its acquisition-date fair value, whatever the probability that it will become due. Subsequent changes in the fair value of contingent consideration due to facts and circumstances that existed as of the acquisition date are recorded by adjusting goodwill if they occur during the measurement period or directly in the Consolidated Income Statement as “Impairment goodwill/Earn-out updated” if they arise after the measurement period, unless the obligation is settled in equity instruments. In that case, the contingent consideration is not remeasured subsequently.

The liability is recorded under earn-out and non-controlling interest buy-out obligations in the consolidated balance sheet.

1.4.25 – SHARE-BASED TRANSACTIONS

Executives and some key employees of Havas benefit from share-based compensation plans set up by Vivendi prior to Havas’ separation from Vivendi (share purchase plans, performance share plans and bonus share plans) or other equity instruments based on the value of the Vivendi share price, which were not vested on the effective date of the Vivendi spin-off. Grants under these plans are approved by Vivendi’s Management Board and Supervisory Board. In addition, the definitive grant of performance shares is contingent upon the achievement of specific performance objectives set by Vivendi’s Management Board and the Supervisory Board. Moreover, all granted plans are conditional upon active employment within the Havas Group at the relevant vesting date.

Regarding Havas, the General Meeting of October 29, 2024, decided, subject to the Conversion, to approve (the resolutions of the Board pertaining to) in respect of the financial year ending December 31, 2024: (a) the Equity Incentive Plan (as defined in the Board Resolution); and (b) the initial grants under the Equity Incentive Plan, whereby the grants comprise:

i) performance share units, conditioned upon the level of achievement of quantitative and qualitative targets set by the Board over a 27 months vesting period and granted to one or more executive directors of the Company and members of the senior management team, as well as directors, managers, of subsidiaries of the Company. Vesting is conditional upon the continued employment of the participant by a Group Company until the end of the vesting period and the achievement of performance conditions measured over such period. Performance conditions are based on organic growth in net revenue, income from operations margin, net income, group share, and net earnings per share;

ii) restricted stock units, granted to senior executives, including members of the senior management team of the Company, and conditioned on the success of the listing of the Company. A restricted period of two years applies to the restricted stock units;

iii) restricted stock units to all of the employees of the French Group Companies, subject to a minimum seniority condition. Executive directors of the Company and members of the senior management team of the Company who have an employment contract with a French Group Company are included in this grant.

The date of allocation of the plans decided on October 29, 2024, was December 17, 2024.

Please refer to Note 2.18 for details of the features of these plans.

Share-based compensation is recognized as a personnel cost at the fair value of the equity instruments granted. This expense is spread over the vesting period, i.e., generally three years for performance share plans.

An exception was made regarding the accounting of personnel costs for the plan described above in note (ii). Given the success related to a structuring and exceptional financial operation, the costs associated with this plan have been charged to “other financial expenses”.

The fair value of such instruments is assessed using a binomial model. This method relies on assumptions updated at the valuation date such as the calculated volatility of the relevant shares, the discount rate corresponding to the risk-free interest rate, the expected dividend yield, and the probability of relevant managers and employees remaining employed within the Group until the exercise of their rights.

The instruments granted are equity-settled. The valuation and recognition of the expense is as follows:

- the expected term of the instruments granted is deemed to be the mid-point between the vesting date and the end of the contractual term;
- the value of the instruments granted is estimated and fixed at the grant date; and
- the expense is recognized with a corresponding increase in equity.

Share-based compensation cost is allocated to each operating segment, pro rata to the number of equity instruments or equivalent instruments granted to their managers and employees.

1.4.26 – REVENUE RECOGNITION

The Group derives substantially all of its revenue from contracts with customers. Type of services rendered by Havas:

- Creative: communications services, including advertising creation and solutions, brand and design expertise, content production, marketing services, customer experience, public relations, public affairs and corporate communications, partnership, sponsorship and event solutions, business consultancy and transformation;

- Media-related services, including media planning, programmatic buying, performance marketing, mobile data consulting, out-of-home and geo-targeted advertising, paid social media, experiential and entertainment and sport consulting;
- Specialized communications services to pharmaceutical companies, combining different activities to serve a dedicated industry, including public relations, event information, medical training, digital marketing, consultancy activities and direct communications with patients.

In particular, media services relate to:

- the nature, content and target audience of an appropriate advertising message for the promotion of brands and services;
- advice and consulting related to appropriate media for the distribution and platform implementation of finished products;
- creation of deliverables;
- production of advertising spots and events;
- monitoring the effectiveness of commercial messages and finished products through studies and research;
- media strategy, targeted audiences and media ad strategy and broadcasting; and
- negotiating and buying of media spaces with media providers, trading and optimization of campaigns, results measurement and reporting.

Contracts with customers primarily include the following fee structures, either in separate or combined contracts:

- fees for services on an hourly rate or a per project basis;
- fixed fees for pre-agreed deliverables or activities or scope of work;
- commissions on media buying from third parties for Media activities and on other purchases from third parties for advertising and direct marketing services;
- fee or variable commissions and/or incentives conditional upon the achievement of qualitative and/or quantitative objectives;
- retainer fees;
- performance related incentives;
- success fees for performance marketing; and
- royalties received from affiliated agencies for the use of the Havas brand.

Project-based contracts are typical for smaller clients. For most major clients, Havas enters into a Master Services Agreement (“MSA”) which sets out the contractual framework between Havas and the client. A MSA may be global (applying to all Havas agencies), regional or local, in some cases applying to even a single agency. The costs associated with client acquisition for a new MSA or short-term client contracts are expensed in the period incurred. Once a MSA has been agreed, the client and relevant agencies agree on a scope of work (“SOW”), or a SOW for each Havas agency, which covers specific services to be delivered in an agreed period. Typically, a SOW covers a period of less than one year. The SOW describes each deliverable, each of which corresponds to a performance obligation. When agreed, the client issues a purchase order for all or part of the SOW which establishes the contractual agreement for the SOW.

For each SOW, the agreed services are distinct only if the client can benefit from the services on their own and if the promise to transfer services is separately identified from other promises in the contract. This is typically the case for each performance obligation that comprises the SOW.

When a SOW includes more than one performance obligation, the method of allocating revenue to each performance obligation depends on the nature of the contractual agreement in the MSA:

- For retainer contracts, revenue is not allocated per performance obligation because the services of the agency are based on making a team available for the client regardless of the number or complexity of the performance obligations. In this case, only external costs that are recharged to the client are tracked by performance obligation.
- For project-based contracts, the revenue is allocated to the performance obligations under the SOW according to the expected effort of completing each performance obligation.

Revenue is recognized when performance obligations are satisfied in accordance with the terms of the contractual arrangement. Usually, performance obligations are satisfied over time as services are rendered. This is mainly the case of services provided by the Group’s Creative activities. Revenue is recognized over time based on an input method where the hours expended are assessed relative to the total hours planned and the stage of advancement of the project.

Revenue from fees on production of advertising spots and/or events and from commissions on planning and media buying transactions are recognized at a point of time (i.e., at the acceptance of the product, at the date of the event, or at the point in time the media is run).

Retainer arrangements: remuneration contracts where the fee is earned for the availability of a service during a defined period not for specific performance obligation. Typically, the retainer fee is a fixed monthly or quarterly amount which represents an expected average time value of the dedicated team during the relevant period.

Certain MSAs with clients also include performance incentives pursuant to which Havas is entitled to receive additional payments based upon its performance for the client, measured against specified qualitative and quantitative objectives. Havas recognizes the incentive portion of the revenue under these contractual arrangements when it is considered highly probable that the qualitative and quantitative goals have been achieved in accordance with the arrangements.

For instance, there are three main elements in variable remuneration. The weight of these elements in the total remuneration scheme is customized for each client. Potential revenue is evaluated during the year and accrued at the end of year according to expected payout.

- Service level evaluation: evaluated through customer surveys/questionnaires, carried out 1-4 times per year.
- Quantitative KPI’s (cost per gross rating point, reach, prime time percentage). The agency tracks constantly its performance against these targets during the year.
- Client business targets (e.g., sales, revenues, growth, EBIT), regarding which the Group requests feedback from the client as to the expected achievement of the client’s business targets.

The Group also receives volume rebates from suppliers on transactions carried out on behalf of clients. These rebates are either remitted to clients based on contractual terms or local laws, or retained by the Group. The portion paid back to clients is recognized under liabilities and the portion retained is typically recognized under revenue when the media is broadcast, if a contract exists with the media vendor and we anticipate exceeding volume criteria.

Agent versus principal

The nature of the relationship between client and each Havas agency is defined in the relevant MSA. The determination of whether the Group acts as principle or agent depends on the nature of the service provided.

In the context of service agreement and purchase of media, the Group may be in position of agent or principal. This may depend on the local regulation and the nature of the services and their pricing defined in the contract. In particular, Havas considers that it is acting as “Principal” if at least one of the following criteria is satisfied:

- the agency obtains control of the asset or service before transferring it to the client;
- the agency has the ability to direct the supplier(s);
- the agency incorporates or combines the work of suppliers to deliver the promised goods or services to the client.

The Group acts as principal in most of its activities except for media buying services performed on behalf of clients, depending on local regulations or local business practices, and supervision of productions of advertising spots and events done by third parties.

Havas essentially acts as principal in its advertising space purchasing, marketing studies and event activities. However, for media planning and buying services performed on behalf of clients, local regulations or local business practices may prohibit Havas from acting as principal for the purchase of advertising space for certain activities.

These include the law “Sapin” in France and local business practices in the United States.

With respect to production of advertising spots and events done by third parties, the Group acts as agent only on contracts for which it only performs production supervision that is wholly done by an external third party. If the agency incorporates or significantly transforms the work done by a third party, the Group considers that this involves a single performance obligation for which it acts as Principal.

When the Group acts as agent, revenue is recognized net of the costs pass through to clients, which means that revenue recorded is solely comprised of fees or commission.

When acting as agent, costs incurred with third party suppliers are directly billed to the client and excluded from revenue as they are offset by the cost incurred on behalf of the client. Only amounts identified as fees are recognized as revenue.

When the Group acts as principal, the revenue is recognized for the amount invoiced to the client.

1.4.27 – OPERATING SEGMENTS

Information reported to the Group’s Chief Executive Officer, the Chief Operating Decision-Maker (or “CODM”), for the purposes of resource allocation and assessment of segment performance is focused on geographic area integrating the different activities and ensuring comparability over time.

Note 2. Detailed Notes

2.1 – SIGNIFICANT EVENTS

Since December 16, 2024, Havas has been listed on Euronext Amsterdam.

In 2024, the Group continues its targeted acquisition policy and continues to strengthen in certain areas of expertise or in certain geographical areas. Thus, Havas made several acquisitions during the year, including Ledger Bennett (UK), DMPG (UK), Hotglue (Australia) and the takeover of Shortcut events (France).

2023 REMINDER

On December 13, 2023, Vivendi announced that it was exploring the feasibility of a project to split its activities into several entities, including Havas, which would be listed on the stock exchange.

In 2023, the Group continued its targeted acquisition strategy and further strengthened its expertise in specific areas and geographic regions. In 2023, Havas completed several acquisitions, including Uncommon Creative Studio (United Kingdom), Noise Digital (Canada), PivotRoots Digital PVT LTD (India), H/Advisors APA Pty Ltd (Australia), HRZN (Germany), EPROFESSIONAL (Germany) and PR Pundit (India).

2.2 – ALTERNATIVE PERFORMANCE MEASURES

Havas Group’s Chief Executive Officer, who is regarded as the Chief Operating Decision-Maker, evaluates the performance of its business segments and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Net revenue and Adjusted EBIT reflects the earnings of each business segment and it is considered by the management to be relevant indicator of Havas Group’s operating performance. It enables Havas Group to compare the performance of operating segments regardless of whether their performance is driven by the operating segment’s organic growth or by acquisitions. See Note 2.24 “Operating segment”.

Net revenue represents revenue in accordance with IFRS 15 less costs rebilled to customers. Costs rebilled to customers consist of pass-through costs rebilled to customers such as out of pockets costs (including travel costs) and other third-party expenses for which the Group acts as a principal in the context of the production of advertising spots and events and/or media activities. Net revenue is a key indicator in Advertising industry and is used by the management to drive the performance of its business.

Adjusted EBIT represents Net income excluding: Income taxes, Interest, Other financial income, Other financial expenses, Impairment goodwill/Earn-out remeasurement and Restructuring. The Group considers Adjusted EBIT to be useful as it allows management and investors to evaluate the Group’s operating performance. “Restructuring” consists in severance costs related to the restructuring of relevant agencies following the loss of client and/or reorganization of an agency’s executive team.

Net revenue and Adjusted EBIT are not a recognized measure of financial performance under IFRS. Presented in the following table is a reconciliation of Adjusted EBIT to the most directly comparable IFRS measure, Net Income, for the years indicated. Net Income and EBIT are not allocated to segments as certain income and expense line items are monitored on a centralized basis. See Note 2.24 “Operating segment”.

The following table provides a reconciliation of Net revenue:

(in euro millions)	2024	2023
Revenue	**2,863**	**2,872**
Costs rebilled to customers	(127)	(177)
Net revenue	**2,736**	**2,695**

Costs rebilled to customers mainly include production and media activities, as well as out of pocket expenses (especially travel costs).

The following table provides a reconciliation of Adjusted EBIT:

(in euro millions)	2024	2023
Net income	**189**	**184**
Less:		
Income taxes	(89)	(95)
Interest	2	8
Financial income	30	31
Financial expenses	(69)	(70)
Operating income	**315**	**310**
Less:		
Impairment goodwill/Earn-out updated	5	2
Restructuring	(29)	(19)
Adjusted EBIT	**338**	**327**

2.3 – GOODWILL, CHANGE IN SCOPE AND IMPAIRMENT TEST OF CASH GENERATING UNITS

Changes in goodwill in fiscal years 2023 and 2024 were as follows:

(in euro millions)	2024	2023
Value at 01/01	**2,428**	**2,274**
Acquisitions of companies[(a)]	82	180
Other[(b)]	(24)	(6)
Currency translation adjustments	49	(20)
Value at 12/31	**2,535**	**2,428**

(a) In 2024, the Group acquired:
- 60% of Ledger Bennett share capital, a UK-based global B2B marketing agency;
- 60% of Hotglue, an independent Australian media agency and creative production company;
- 51% of DMPG, a UK-based global digital data agency.
- the takeover of Shortcut events, a French agency in the events industry.

The amount paid out in 2024 for acquisitions (net of cash and cash equivalents acquired) totaled €28.5 million and includes:
- €34.4 million paid out during the period;
- €(12.0) million in net cash acquired;
- €6.1 million in earn-out payments relating to prior acquisitions paid out during the period.

In 2023, the Group acquired:
- 100% of Noise Digital share capital, a Canadian company specializing in digital performance and data analysis;
- 51% of PivotRoots share capital, one of India's leading digital marketing and communications agencies;
- 100% of Australian Public Affairs (APA) share capital, one of Australia's most prominent and prestigious consultancies specializing in public affairs and strategic communication;
- 60% of HRZN share, an independent German creative agency specializing in social media and content creation;
- 100% of EPROFESSIONAL share capital, an Hamburg-based digital performance marketing agency, expanding its portfolio of first-class performance marketing services and further strengthening its position as a leading agency group in Germany;
- 51.63% of Uncommon Creative Studio share capital, the UK's most awarded and rapidly growing independent creative agency;
- a majority stake in PR Pundit, one of India's leading public relations consulting firms.

The amount paid out in 2023 for acquisitions (net of cash and cash equivalents acquired) totaled €95.9 million and includes:
- €99.5 million paid out during the period;
- €(24.7) million in net cash acquired;
- €21.1 million in earn-out payments relating to prior acquisitions paid out during the period.

The main acquisition in 2023 related the 51.63% of Uncommon Creative Studio share capital acquired in July 2023. Goodwill of €107 million was recognized as result of this acquisition, based on estimated total consideration transferred of €115 million, less carrying amount of net assets acquired of €8.7 million. No additional trademark, customer relationship, other intangibles assets or liabilities were identified.

(b) Include the effect of any revisions to fair value adjustments that had been determined provisionally are accounted for as revisions to goodwill, as permitted by IFRS 3 Business Combinations, in 2024 and 2023.

IMPAIRMENT TESTS

The Group considers that the cash-generating unit or the group of cash-generating units are mainly the key markets in which the Group operates: North America, Europe, Apac and Africa and Latin America.

The value in use of each CGU or group of CGUs is determined as the discounted value of future cash flows by using cash flow projections consistent with the five-year financial projections prepared by the management. The Group uses scenarios in the business forecasting process and the most reasonable and supportable assumptions, which represent management's best estimate, are used as the basis for the value in use calculations.

The following key assumptions were used: pre-tax discount rate, terminal growth rate, forecasted revenue, Adjusted EBIT as defined in Note 2.2, depreciation and amortization, capital expenditures, the competitive environments, technological developments and level of commercial expenses.

The discount rates used reflect the current market assessments of the time value of money and the specific risks to which the cash-generating unit is exposed.

The compound annual growth rates applied over the business plan period were corroborated with industry market studies on advertising spend by country or geographic region.

For the terminal value calculation, growth rates were capped at a historical long-term Inflation rate.

The recoverable amount used for the relevant CGU or group of CGUs was determined based on its value in use applying the key assumptions set out below:

(in euro millions)	Goodwill value	Capital employed	Opportunity cost of capital	Terminal growth rate	Long Term Inflation rate	Country risk premium
12/31/2024						
Europe	1,537	1,734	8.75%	2.25%	2.25%	–
North America	727	273	8.75%	2.25%	2.25%	–
Apac and Africa	216	177	9.37%	2.25%	2.25%	0.62%
Latam	55	121	11.90%	2.25%	2.25%	3.15%
Total goodwill after impairment test	**2,535**					

(in euro millions)	Goodwill Value	Capital employed	Opportunity Cost of capital	Terminal growth rate	Long Term Inflation rate	Country risk premium
12/31/2023						
Europe	1,468	1,620	8.90%	2.25%	2.25%	0.15%
North America	696	275	8.75%	2.25%	2.25%	–
Apac and Africa	206	169	9.55%	2.25%	2.25%	0.80%
Latam	58	119	14.27%	2.25%	2.25%	5.52%
Total goodwill after impairment test	**2,428**					

SENSITIVITY

	Discount rate		Terminal Growth rate		Discounted cash flows
	Applied rate *(in %)*	Increase in the discount rate required for the fair value to be equal to the carrying amount *(in number of points)*	Applied rate *(in %)*	Decrease in the terminal growth rate required for the fair value to be equal to the carrying amount *(in number of points)*	Decrease in the DCF required for the fair value to be equal to the carrying amount *(in %)*
12/31/2024					
Europe	8.8%	0.3 pt	2.3%	(0.3) pt	(4.0)%
North America	8.8%	63.9 pt	2.3%	(112.0) pt	(89.3)%
Apac and Africa	9.4%	12.5 pt	2.3%	(29.1) pt	(65.0)%
Latam	11.9%	5.4 pt	2.3%	(31.8) pt	(40.2)%

	Discount rate		Terminal Growth rate		Discounted cash flows
	Applied rate *(in %)*	Increase in the discount rate required for the fair value to be equal to the carrying amount *(in number of points)*	Applied rate *(in %)*	Decrease in the terminal growth rate required for the fair value to be equal to the carrying amount *(in number of points)*	Decrease in the DCF required for the fair value to be equal to the carrying amount *(in %)*
12/31/2023					
Europe	8.9%	0.4 pt	2.3%	(0.5) pt	(6.2)%
North America	8.8%	45.8 pt	2.3%	(71.0) pt	(86.7)%
Apac and Africa	9.6%	17.6 pt	2.3%	(68.4) pt	(76.0)%
Latam	14.3%	3.0 pt	2.3%	(12.3) pt	(24.3)%

Impairment tests carried out have not resulted in any impairment losses.

The discount rate used in the impairment test is the result of three components:

1. The market risk premium
2. The unlevered beta coefficient, and
3. The risk-free rate.

1. The market risk premium is a reliable assumption that does not require sensitivity analysis. Indeed, it is based on a historical approach: In the 2024 edition of the *Credit Suisse Global Investment Returns Yearbook*, Dimson, Marsh, and Staunton estimate a market risk premium of 5.0% (compared to a risk-free rate based on treasury bills) using 124 years of data. We use a slightly higher market risk premium of 5.5%.
2. The unlevered beta coefficient has been estimated conservatively. Indeed, the five-year average beta of peers stands at 0.91. We apply an additional premium of +0.1, resulting in a beta of 1.00, to account for Havas' smaller size.
3. The risk-free rate is based on (i) the real interest rate, derived from historical averages, and (ii) the expected long-term inflation rate. **Only the latter parameter is subject to variability for sensitivity analyses on our discount rate**. However, an increase in the expected long-term inflation rate also leads to an increase in the normative cash flow (before discount), which is based on the terminal growth rate, **therefore limiting the impact on fair value.** In this sense, our sensitivity table is therefore conservative, as it separates these two effects, despite their interdependence and compounding nature. Accordingly, the table below presents sensitivities by pairing an increase in the discount rate with an increase in the terminal growth rate, thereby mitigating the overall impact.

As a result of the impairment test performed, sensitivities for Europe were identified which are reflected below. Key assumptions in this analysis are an annual revenue growth ranging from 4.5% to 5.4% and an Adjusted EBIT margin of 9.4% to 10.1% for the 5 years projection period.

Europe CGU – Delta between fair value and accounting value

(in euro millions)		Terminal growth rate			
		2.25%	**2.50%**	**2.75%**	**3.00%**
Discount rate	**8.75%**	**73.9**	137.2	205.8	280.4
	9.00%	4.6	**62.8**	125.8	193.9
	9.25%	(59.7)	(6.0)	**51.9**	114.4
	9.50%	(119.6)	(69.9)	(16.5)	**41.0**

Note: average between low and high scenario.

2.4 – INTANGIBLE ASSETS

(in euro millions)	Trademarks	Other intangible assets	Total
Gross value at 12/31/2022	**39**	**81**	**120**
Acquisitions	–	5	5
Disposals, write-downs	–	(2)	(2)
Reclassifications/Acquisitions through business combinations	–	1	1
Currency translation adjustments	–	(1)	(1)
Gross value at 12/31/2023	**39**	**84**	**123**
Acquisitions	–	5	5
Disposals, write-downs	–	(9)	(9)
Reclassifications/Acquisitions through business combinations	–	1	1
Gross value at 12/31/2024	**39**	**81**	**120**
Cumulative amortization/depreciation at 12/31/2022	**(2)**	**(68)**	**(70)**
Net value at 12/31/2022	**37**	**13**	**50**
Amortization and impairment losses	–	(6)	(6)
Disposals, write-downs	–	3	3
Currency translation adjustments	–	1	1
Cumulative amortization/depreciation at 12/31/2023	**(2)**	**(70)**	**(72)**
Net value at 12/31/2023	**37**	**14**	**51**
Amortization and impairment losses	–	(7)	(7)
Disposals, write-downs	–	9	9
Cumulative amortization/depreciation at 12/31/2024	**(2)**	**(69)**	**(71)**
Net value at 12/31/2024	**37**	**12**	**49**

2.5 – PROPERTY AND EQUIPMENT

(in euro millions)	Lands, buildings	Equipment	Fittings, IT and Other[(a)]	Total Property and equipment	Right-of-use assets	Total
Gross value at 12/31/2022	**107**	**75**	**377**	**559**	**803**	**1,362**
Acquisitions	–	3	27	30	40	70
Disposals, write-downs	–	(1)	(20)	(21)	(26)	(47)
Acquisitions through business combinations	1	(1)	5	5	(1)	4
Currency translation adjustments	–	(1)	(7)	(8)	(12)	(20)
Gross value at 12/31/2023	**108**	**75**	**382**	**565**	**804**	**1,369**
Acquisitions	–	2	27	29	49	78
Disposals, write-downs	–	(4)	(17)	(21)	(112)	(133)
Acquisitions through business combinations	1	2	(7)	(4)	–	(4)
Currency translation adjustments	–	1	6	7	18	25
Gross value at 12/31/2024	**109**	**76**	**391**	**576**	**759**	**1,335**
Cumulative amortization/ depreciation at 12/31/2022	**(11)**	**(59)**	**(245)**	**(315)**	**(473)**	**(788)**
Net value at 12/31/2022	**96**	**16**	**132**	**244**	**330**	**574**
Depreciation	(2)	(5)	(43)	(50)	(66)	(116)
Disposals, write-downs	–	–	15	15	16	31
Acquisitions through business combinations	–	1	–	1	(6)	(5)
Currency translation adjustments	–	1	3	4	9	13
Cumulative amortization/ depreciation at 12/31/2023	**(13)**	**(62)**	**(270)**	**(345)**	**(520)**	**(865)**
Net value at 12/31/2023	**95**	**13**	**112**	**220**	**284**	**504**
Depreciation	(2)	(5)	(35)	(42)	(65)	(107)
Disposals, write-downs	–	3	16	19	76	95
Acquisitions through business combinations	–	–	2	2	–	2
Currency translation adjustments	–	–	(6)	(6)	(12)	(18)
Cumulative amortization/ depreciation at 12/31/2024	**(14)**	**(66)**	**(291)**	**(371)**	**(521)**	**(892)**
Net value at 12/31/2024	**95**	**10**	**100**	**205**	**238**	**443**

(a) At December 31, 2024, this includes interior fittings of premises for €65.1 million and IT hardware for €21.4 million, in net value, compared to €75.1 million and €22.1 million at December 31, 2023.

2.6 – EQUITY INVESTMENTS

According to accounting principles, Havas exercises significant influence over an operational entity, representing amounts that are not significant in terms of both the consolidated balance sheet and the consolidated income statement. The equity method is applied to equity-accounted investments, which amounted to €2.5 million as of December 31, 2024 and to €19.1 million as of December 31, 2023.

As of December 31, 2024, these equity-accounted investments primarily consist of a British agency valued at €2.5 million.

As of December 31, 2023, these equity-accounted investments primarily consist of a French agency, Shortcut Events, held at 30%, amounting to €16.7 million, and a British agency valued at €2.4 million.

2.7 – FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (OCI)

This category includes both marketable securities and equity investments.

The equity investments, the ownership of which is equal to or exceeds 10% of the capital, primarily consist of shares from entities that have been deconsolidated due to substantial loss of activity, entities acquired at fiscal year-end, and entities currently being formed for future consolidation.

Under IFRS 9, these financial assets are valued at fair value through other comprehensive income, which is not subsequently reclassified to profit or loss.

(in euro millions)	12/31/2024	12/31/2023
Assets measured at FV through OCI	**40**	**39**
Unlisted equity investments-Level 2[(a)]	40	39
Total	**40**	**39**

(a) These assets relate to unlisted equity investments (Level 2) that Havas has opted to classify under FV OCI by means of other non-recyclable elements of comprehensive income.
Level 1 involves valuing financial assets and liabilities at their market value, while Level 2 relies on a model based on observable inputs.

2.8 – OTHER FINANCIAL ASSETS

(in euro millions)	12/31/2024	12/31/2023
Non-current financial assets	**19**	**11**
Loans, deposits	4	3
Financial assets related to overfunding of pension plans	7	1
Other	8	7
Current financial assets	**9**	**8**
Loans, deposits	2	3
Other	7	5
Total	**28**	**19**

Breakdown of non-current assets by maturity at December 31, 2024

(in euro millions)	Total	2026	2027	2028	2029	After 2029
Non-current financial assets						
Loans, deposits	4	2	–	–	–	2
Financial assets related to overfunding of pension plans	7	–	–	–	–	7
Other	8	1	–	–	–	7
Total	**19**	**3**	**–**	**–**	**–**	**16**

2.9 – CUSTOMER RECEIVABLES AND OTHER RECEIVABLES

The table below sets out the gross value of customer receivables and other current receivables shown net on the consolidated balance sheet:

(in euro millions)	12/31/2024	12/31/2023
Customer receivables		
Gross[(a)]	2,781	2,840
Allowance for customer receivables	(55)	(53)
Customer receivables	**2,726**	**2,787**
Other receivables		
Advances to suppliers	39	40
Credit notes due	73	68
Other receivables	169	189
Prepaid expenses	58	54
Gross	**339**	**351**
Allowance for other receivables	(2)	(2)
Other receivables	**337**	**349**

(a) Of which: €545.7 million as of December 31, 2024 and €590.8 million as of December 31, 2023, with respect to media buying transactions.

Change in provisions for impairment of accounts receivable

(in euro millions)	Opening	Additions to provisions	Reversal of used provisions	Reversal of unused provisions	Currency translation and other	Closing
2023	(43)	(22)	8	6	(2)	(53)
2024	**(53)**	**(27)**	**16**	**9**	**0**	**(55)**

Aged analysis of receivables due but not impaired

(in euro millions)	Total	Not due and not impaired	Due and not impaired				
			< 30 days	30-60 days	61-90 days	91-180 days	> 180 days
Accounts receivable							
2023	2,787	2,494	191	46	14	18	24
2024	**2,726**	**2,440**	**178**	**41**	**18**	**15**	**34**

2.10 – CHANGES IN WORKING CAPITAL

(in euro millions)	12/31/2023	Change in operating working capital	Business combinations	Changes in foreign currency translation adjustments	Other	12/31/2024
Inventories and work in progress	91	22	(2)	4	0	115
Customer receivables	2,787	(98)	22	16	0	2,726
Other receivables	349	(5)	2	(2)	(7)	337
Working capital assets	**3,227**	**(82)**	**22**	**18**	**(5)**	**3,179**
Trade payables	2,845	(188)	15	27	(8)	2,692
Other payables	1,151	36	5	19	3	1,215
Working capital liabilities	**3,996**	**(152)**	**20**	**46**	**(4)**	**3,907**
Changes in working capital	**(769)**	**71**	**2**	**(28)**	**(3)**	**(728)**

(in euro millions)	12/31/2022	Changes in operating working capital	Business combinations	Changes in foreign currency translation adjustments	Other	12/31/2023
Inventories and work in progress	114	(20)	1	(4)	(0)	91
Customer receivables	2,734	57	41	(39)	(6)	2,787
Other receivables	370	(36)	15	(6)	6	349
Working capital assets	**3,218**	**1**	**57**	**(49)**	**0**	**3,227**
Trade payables	2,867	10	27	(52)	(8)	2,844
Other payables	1,128	2	25	(13)	9	1,151
Working capital liabilities	**3,995**	**12**	**52**	**(65)**	**2**	**3,996**
Changes in working capital	**(777)**	**(11)**	**5**	**16**	**(2)**	**(769)**

2.11 – LEASES

Changes in the rights-of-use

(in euro millions)	2024	2023
Opening balance	**284**	**330**
Depreciation	(65)	(66)
Acquisitions/increase	49	40
Sales/decrease	(35)	(10)
Foreign currency translations and other	5	(10)
Closing balance	**238**	**284**

Changes in lease liabilities

(in euro millions)	2024	2023
Opening balance	**367**	**426**
Lease payments	(83)	(83)
Interest expense	11	12
Acquisition/increase	49	40
Disposals/decrease	(52)	(22)
Foreign currency translations and other	8	(6)
Closing balance	**300**	**367**

Maturity of lease liabilities

(in euro millions)	2024	2023
< 1 year	77	81
Between 1 and 5 years	190	224
> 5 years	33	62
Lease liabilities	**300**	**367**

Maturity of undiscounted rental debt

(in euro millions)	2024	2023
< 1 year	87	95
Between 1 and 5 years	208	302
> 5 years	40	80
Undiscounted rental debt	**335**	**477**

CASH OUTFLOW FOR LEASES AND LEASE-RELATED EXPENSES

Total cash outflow and expenses for the leases of real-estate with maturity shorter than 12 months and expense relating to low-value assets recorded in the Statement of Profit or Loss amounted to €8.9 million for the year ended December 31, 2024 (compared to €5.4 million for the year ended December 31, 2023).

2.12 – CASH AND CASH EQUIVALENTS

The cash and cash equivalents position is as follows:

(in euro millions)	12/31/2024	12/31/2023
Cash	196	261
Short-term financial investments	38	61
Treasury and cash equivalent	**234**	**322**
Bank overdrafts	(12)	0
Cash and cash equivalents	**222**	**322**

Cash and cash equivalents reported in the cash flow statement represent cash and cash equivalents net of bank overdrafts, which pertain to cash management.

As of December 31, 2024, monetary investments amounted to €38 million compared to €61.4 million as of December 31, 2023. These investments are classified as Level 2 valuation and may be converted into available funds at any time without risk of capital loss and without penalty.

2.13 – LOAN TO VIVENDI SE

Assets

(in euro millions)	12/31/2024	12/31/2023
Loan to Vivendi SE	**–**	**116**

Following Vivendi's takeover of Havas on July 3, 2017, Vivendi and Havas entered into a group cash management agreement. Under this agreement, Havas had outstanding loan to Vivendi of €115.7 million as of December 31, 2023.

Considering that borrowings relate to the current account with Vivendi SE which is reimbursable on demand, the management assessed that the fair value is equal to the carrying amounts and that the level is not applicable.

Update post-spin-off: This group cash management agreement has been terminated in the context of the Vivendi spin-off and Havas has no outstanding loan to Vivendi as of December 31, 2024.

2.14 – EARN-OUT AND BUY-OUT OBLIGATIONS

As indicated in Note 2.28, the Group has entered into agreements with minority shareholders of consolidated subsidiaries, granting them options to sell their shares. In connection with the acquisition of companies, price adjustment contracts are put in place. These commitments are recorded on the consolidated balance sheet under “Earn-out and non-controlling interest buy-out obligations”.

The earn-out and buy-out obligations relate to the undiscounted expected future payments depending on performance of acquisitions. Their fair value usually assessed using third party valuation report and/or discounted cashflows valuation model.

Earn-out and buy-out obligations being part of confidential transactions, no additional information can be disclosed regarding the acquiree, the holders of non-controlling interest and the terms and conditions underlying these obligations.

(in euro millions)	12/31/2024	12/31/2023
Earn-out obligations	7	15
Buy-out obligations	262	263
Total	**269**	**278**

2.14.1 – EARN-OUT OBLIGATIONS

Earn-out obligations decreased by €7.9 million between 2023 and 2024, largely due to new earn-out obligations of €4.6 million, earn-out payments of a total of € (4.0) million and downward revisions of existing commitments of € (8.5) million.

2.14.2 – BUY-OUT OBLIGATIONS

Liability relating to commitments to buy out non-controlling interests between 2023 and 2024 has decreased by €0.8 million, arising from new commitments totaling €38.5 million, buy-out payments made during fiscal year 2024 amounting to € (71.3) million, and a downward adjustment to existing commitments of €25.5 million, including positive translation adjustments of €6.5 million.

Liability relating to commitments to buy out non-controlling interests between 2022 and 2023 has increased by €92.3 million, arising from new commitments totaling €118.8 million, buy-out payments made during fiscal year 2023 amounting to € (18.1) million, and a downward adjustment to existing commitments of € (6.9) million, including negative translation adjustments of € (1.5) million.

At December 31, 2024, these commitments were valued at €135.9 million in the United Kingdom, €32.1 million in France, €21.3 million in Spain, €18.2 million in the United States, €12.7 million in India, €12.4 million in Australia, €5.9 million in Hong Kong, €6.4 million in Canada, €3.3 million in Israel, €2.5 million in China, €2.5 million in Germany, with the balance spread across various countries.

At December 31, 2023, these commitments were valued at €110.1 million in the United Kingdom, €36.7 million in France, €35.2 million in Spain, €26.1 million in the United States, €11.0 million in Australia, €6.0 million in China, €4.4 million in Hong Kong, €4.4 million in Germany, €4.3 million in Israel, with the balance spread across various countries.

2.14.3 – EARN-OUT AND BUY-OUT OBLIGATIONS BY MATURITY AT DECEMBER 31, 2024

(in euro millions)	12/31/2024	2025	2026	2027	2028	2029
Earn-out obligations	7	6	1			
Buy-out obligations	262	26	22	67	74	73
Total	**269**	**32**	**23**	**67**	**74**	**73**

2.15 – FINANCIAL DEBT (EXCLUDING LEASE LIABILITIES AND EARN-OUT AND BUY-OUT OBLIGATIONS)

2.15.1 – SUMMARY OF NET DEBT/(CASH AND CASH EQUIVALENTS)

(in euro millions)	12/31/2024	12/31/2023
Bank borrowings	2	–
Other financial debts	5	3
Employee profit-sharing in blocked current accounts	4	4
Borrowings and financial debt	**11**	**7**
Bank overdrafts	12	–
Financial debt (excluding lease liabilities and earn-out and buy-out obligations)	**23**	**7**

2.15.2 – COVENANT

The syndicated loan is subject to compliance with the following financial ratio (covenant).

Covenant	
Adjusted EBIT (in euro millions)	338
Lease IFRS 16	(99)
Amortization IFRS 16	(76)
Depreciation / Reversal IFRS 16	11
Amortization expenses	(48)
Consolidated EBITDA	352
Consolidated net debt	(211)
Leverage ratio : Consolidated net debt / Consolidated EBITDA	(0.6) < 3x

This ratio was complied with as of December 31, 2024.

The definitions of the terms used are the following:

"Consolidated EBITDA" means, on the basis of Havas' consolidated financial statements as at December 31 of each year , recurring operating profit (Adjusted EBIT), plus intangible and tangible fixed asset depreciation and amortization, minus all adjustments arising from the application of IFRS 16 (lease, depreciation and amortization).

"Consolidated net debt" means, at a given date and on the basis of Havas' consolidated financial statements, the agregate amount of long term and short term borrowings and other financial liabilities minus cash and cash equivalents as disclosed in Havas' consolidated financial statements drawn up in compliance with IFRSs.

2.15.3 – BANK BORROWINGS

At December 31, 2024, Havas had €303.7 million in available credit lines and a syndicated loan of €700 million.

At December 31, 2023, Havas had confirmed credit lines undrawn with a top-tier banking institutions for a total amount of €510.0 million. The applicable interest rate for all these credit lines is Euribor + margin. In addition, Havas had €324.9 million in available unconfirmed credit lines.

2.15.4 – OTHER FINANCIAL DEBT

At December 31, 2024, Havas has no commercial paper program.

At December 31, 2023, Havas had a commercial paper program under which it could issue up to €500.0 million, fully guaranteed by Vivendi SE. This program was available up to €500.0 million.

2.15.5 – LONG-TERM BORROWINGS AND FINANCIAL DEBT BY MATURITY AT DECEMBER 31, 2024

(in euro millions)	Total	2025	2026	2027	2028	2029	After 2029
Bank borrowings	2	1	1				
Other financial debt	9	6	1	1	1		-
Total	**11**	**7**	**2**	**1**	**1**	**–**	**–**
Portion due in less than a year	(7)	(7)	–	–	–	–	–
Total long-term borrowings and financial debt	**4**	**–**	**2**	**1**	**1**	**–**	**–**

2.16 – PROVISIONS

The table below summarizes changes in provisions in fiscal years 2023 and 2024:

	Non-current Long-term provisions, pensions, and post-employment benefits				Current Provisions			
(in euro millions)	Pensions and post-employment benefits[(a)]	Risk of unpaid rent from subletting	Dismantling, removal obligation IFRS 16	Sub-total	Litigations[(b)]	Other provisions	Sub-total	Total
12/31/2022	**75**	**23**	**19**	**117**	**5**	**57**	**62**	**179**
Increase in provisions	9	2	–	11	5	26	31	42
Reversal of provisions	(6)	(7)	–	(13)	(4)	(26)	(30)	(43)
Currency translation adjustments and other	8	–	(1)	7	1	(1)	–	7
12/31/2023	**86**	**18**	**18**	**122**	**7**	**56**	**63**	**185**
Increase in provisions	10	2	–	12	5	24	29	41
Reversal of provisions	(15)	(7)	–	(22)	(4)	(25)	(29)	(51)
Currency translation adjustments and other	(5)	1	–	(4)	–	–	–	(4)
12/31/2024	**76**	**14**	**18**	**108**	**8**	**55**	**63**	**171**

(a) Actuarial losses and gains before tax recognized in OCI for €12 million as of December 31, 2024 compared to €(8) million as of December 31, 2023.
(b) As of December 31, 2024, disputes directly related to operations are provisioned at €1.5 million, disputes related to employees are provisioned at €6.9 million.

2.17 – PENSIONS AND POST-EMPLOYMENT BENEFITS

Some of the Group's pension obligations and post-employment benefits are defined benefits plans and are therefore valued according to the projected credit unit method.

The benefits paid are calculated based on either the salary at termination or the average of the last three to five years preceding the retirement. They may be paid out in annual installments or as a lump sum.

In some countries, Italy in particular, pension obligations and post-employment benefits could be due on the employee's departure, irrespective of the reason.

In the United Kingdom and the United States (with the Puerto Rico plan transferred in 2022), pension obligations are covered by contributions made by the Group to pension funds.

The Group has two material defined benefit plans in the United Kingdom, one of which was closed to new employees in April 2005 and the second in April 2010.

These plans are managed and monitored by trustees who meet at least twice a year, in accordance with legal requirements. At least one-third of the trustees are appointed by the beneficiaries for the more significant plan. Independent actuaries conduct regular comprehensive evaluations of these plans.

On the advice of a professional investment manager, the trustees establish an investment strategy designed to ensure the best possible long-term returns at a level of risk appropriate to the nature and maturity of the Group's commitments. The investment manager is responsible for the day-to-day management of assets in accordance with the strategy established.

Havas SA has also undertaken to make up any shortfall in the assets invested in the pension fund up to a maximum of €24.6 million. At December 31, 2024, an asset of €7.1 million was recognized, compared to a provision of €4.9 million at December 31, 2023.

The provision amount is calculated individually, taking into account assumptions related to personnel turnover rates, salary increase rates, and a weighted average discount rate of 4.14% for 2024 and 3.97% for 2023.

At December 31, 2024, the average weighted duration of these commitments represents thirteen years for France and sixteen years for the United Kingdom.

The estimated contributions to be paid for the UK and US plans (with the Puerto Rico plan transferred in 2022) in 2025 amount to €2.3 million.

Medical care obligations, shown in "Medical care and bonuses for long services rendered", relate to French entities only. These obligations correspond to the probable present value of the difference between projected medical services for current retirees and their own contributions. Long-service bonuses are not material.

The calculation of medical care obligations is based on the projected employer's contributions. The revaluation rate applied to the contributions is 2.50% for 2024, consistent with 2.50% in 2023. The discount rates used, including inflation, were 3.25% compared to 3.27% in 2023.

Contributions paid relating to the defined contribution schemes amounted to €43.9 million in 2024 and €40.1 million in 2023. Expected total contributions for 2025 are approximately €46.2 million.

Amounts recognized in the financial statements

(in euro millions)	Defined benefit pension plans		Medical care[a]	
Assumptions	**2024**	**2023**	**2024**	**2023**
Discount rate including inflation	4.14%	3.97%		
Expected rate of return on plan assets	4.14%	3.97%		
Change in benefit obligation	**2024**	**2023**	**2024**	**2023**
Projected benefit obligation at beginning of period	**(186)**	**(174)**	**(4)**	**(4)**
Service cost	(6)	(6)		
Interest cost	(8)	(7)		
Reductions/liquidations		1		
Actuarial (losses) and gains	16	(6)		
Benefits paid	16	8		
Other (currency translation adjustments)	(4)	(2)		
Projected benefit obligation at period end	**(172)**	**(186)**	**(4)**	**(4)**
Change in plan assets	**2024**	**2023**	**2024**	**2023**
Fair value of plan assets at beginning of period	**104**	**103**		
Expected return on plan assets	5	4		
Employer's contributions	2	2		
Benefits paid	(5)	(5)		
Actuarial (losses) and gains	(4)	(2)		
Other (currency translation adjustments)	5	2		
Fair value of plan assets at period end	**107**	**104**		
Funded status	**2024**	**2023**	**2024**	**2023**
Unfunded projected benefit obligation	(72)	(76)	(4)	(4)
Funded projected benefit obligation	(100)	(110)		
Fair value of plan assets	107	104		
Net amounts recognized	**(65)**	**(82)**	**(4)**	**(4)**
Net periodic benefit cost	**2024**	**2023**	**2024**	**2023**
Service cost	6	6		
Interest cost	8	7		
Expected return on plan assets	(5)	(4)		
Impact of reductions/liquidations	(1)	(1)		
Net periodic benefit cost	**8**	**8**		

(a) Includes long-service bonuses for a non-material amount of €1.9 million in 2024 and €1.8 million in 2023.

Geographic breakdown of the projected obligation and fair value of plan assets

(in euro millions)	Benefit obligations	Fair value of plan assets	Net periodic benefit cost	Discount rate	Rate of compensation increase	Inflation rate
12/31/2024						
France	(70)		7	3.25%	4.30%	2.00%
United Kingdom	(90)	97		4.94%	0.00%	3.02%
Other	(16)	10	1	1,25%-19,75%	1,25%-17,75%	1.81%
Total	**(176)**	**107**	**8**			
12/31/2023						
France	(75)		7	3.27%	4.30%	2.00%
United Kingdom	(100)	95		4.50%	0.00%	3.30%
Other	(15)	9	1	3.90%	2.48%	1.82%
Total	**(190)**	**104**	**8**			

Change in net amount accrued

	12/31/2024		12/31/2023	
(in euro millions)	Defined benefit pension plan	Medical care[(a)]	Defined benefit pension plan	Medical care[(a)]
Net amount accrued at beginning of period (provision)	(82)	(4)	(71)	(4)
(Charge) recognized in income statement	(8)	–	(8)	–
Actuarial gains/(losses) recognized in equity	12	–	(8)	–
Benefits and contributions paid	13	–	5	–
Net amount accrued at period end (provision)	**(65)**	**(4)**	**(82)**	**(4)**

(a) Medical care also includes long-service bonuses for a non-material amount of €1.9 million in 2024 and €1.8 million in 2023.

Actuarial gains/(losses) recognized in equity

(in euro millions)	12/31/2024	12/31/2023
Difference between expected and actual return on plan assets		
By value	(3)	(2)
%	(3.6%)	(2.1%)
Experience gains/(losses) on plan liabilities by value	(1)	(3)
In % of present value of plan liabilities	0.7%	(1.7%)
Gains/(losses) on demographic assumptions on plan liabilities by value	3	2
Gains/(losses) on financial assumptions on plan liabilities by value	13	(5)
Actuarial gains/(losses) recognized in equity, excluding deferred taxes	**12**	**(8)**

EFFECT OF VOLATILITY

Medical cost sensitivity

A 1% change in medical costs would have no material impact on the projected benefit obligation, service cost or interest cost.

Net amount recognized *(in euro millions)*	**Debt**	**Impact on the 2024 expense**
Projected benefit obligation at 12/31/2024	(176)	
Discount rate		
– 50 basis point	(12)	0.7
+ 50 basis point	11	(0.6)
Inflation rate		
– 50 basis point	4	(0.2)
+ 50 basis point	(4)	0.2
Fair value of plan assets		
Effect of a 10% decrease	NS	(0.5)
Effect of a 10% increase	NS	0.5

NS = not significant.

Asset classes

	12/31/2024		12/31/2023	
	% of assets	Expected return on plan assets[(a)]	% of assets	Expected return on plan assets[(a)]
Shares	14.69%		14.72%	
Bonds	61.45%		64.89%	
Real estate	2.05%		2.49%	
Cash	1.90%		2.21%	
Assets owned by insurance companies	9.29%		8.99%	
Derivatives	6.83%		3.08%	
Other	3.79%		3.62%	
Total	**100.00%**	**4.14%**	**100.00%**	**3.97%**

(a) Following the application of IAS 19R with effect from January 1, 2013, the discount rate on the projected benefit obligation is used to determine the expected return on plan assets.

The estimated schedule of payments into defined benefits plans over the next five years is as follows:

(in euro millions)	**Pensions and medical care**
2025	5
2026	5
2027	5
2028	6
2029	6
Total	**27**

2.18 – PERFORMANCE SHARE PLANS

On February 14, 2019, Vivendi granted 1,601,000 performance shares to employees and executives, including 389,500 performance shares to Group employees. On February 14, 2019, the share price was €22.60 and the dividend yield was estimated at 2.21%. After taking into account the cost associated with the share retention period, the cost of non-transferability amounts to 7.9% of the share price on February 14, 2019.

On February 13, 2020, Vivendi granted 1,596,000 performance shares to employees and executives, including 397,000 performance shares to Group employees. On February 13, 2020, the share price was €25.19 and the dividend yield was estimated at 2.38%. After taking into account the cost of the share retention period, the cost of non-transferability amounted to 7.0% of the share price on February 13, 2020.

In addition, following Vivendi's takeover of Havas on July 3, 2017, and the public buyout offer followed by a squeeze-out (OPR/RO) for the Havas shares launched by Vivendi on November 29, 2017, resulting in the Havas shares being deprived of any trading liquidity, the Havas board of directors decided that these bonus and performance shares would be replaced by Vivendi shares, based on an exchange ratio of 0.44 Vivendi share for one Havas share.

On July 28, 2022, Vivendi granted 1,900,000 performance shares to employees and executives, including 624,900 performance shares to Group employees. On July 28, 2022, the share price was €10.06, and the dividend yield was estimated at 2.49%. After taking into account the cost of the share retention period, the cost of non-transferability amounts to 5.7% of the share price on July 28, 2022.

On March 8, 2023, Vivendi granted 2,000 thousand performance shares to employees and executives, including 678,700 performance shares to Group employees. On March 8, 2023, the share price was €9.75, and the dividend yield was estimated at 2.56%. After taking into account the cost of the share retention period, the cost of non-transferability amounts to 4.4% of the share price on March 8, 2023.

On June 18, 2024, Buzzman granted 461 performance shares to executives. On June 18, 2024, the share price was €10,218.38.

On December 17, 2024, Havas N.V. granted 10,326,600 performance shares to employees and executives, including 708,800 shares to Group employees. On December 17, 2024, the share price was €1.71 and the dividend yield was estimated at 5.01%.

The main features of the performance share plans are as follows:

Vivendi Plan

Grant date	02/14/2019	02/13/2020	07/28/2022	03/08/2023	Total
Number of shares granted	389,500	397,000	624,900	678,700	
Market price of the share at grant date *(in euros)*	22.60	25.19	10.06	9.75	
Dividend rate	2.21%	2.38%	2.49%	2.56%	
Risk-free rate	0.00%	0.00%	1.07%	2.94%	
Vesting period	36	36	36	36	
Number of performance shares at 01/01/2021	**358,500**	**397,000**			**755,500**
Cancellations in 2021	(18,126)	(10,500)			(28,626)
Number of performance shares at 12/31/2021	**340,374**	**386,500**			**726,874**
Grants in 2022			624,900		624,900
Cancellations in 2022	(1,500)	(15,368)			(16,868)
Recognized in 2022	(159,500)				(159,500)
Number of performance shares at 12/31/2022	**179,374**	**371,132**	**624,900**		**1,175,406**
Grants in 2023				678,700	678,700
Cancellations in 2023		(2,000)	(15,000)	(2,030)	(19,030)
Recognized in 2023		(169,000)			(169,000)
Adjusted in 2023[a]			8,974	10,111	19,085
Other[b]			(6,568)	(508)	(7,076)
Number of performance shares at 12/31/2023	**179,374**	**200,132**	**612,306**	**686,273**	**1,678,085**
Cancellations in 2024			(48,555)	(57,258)	(105,813)
Recognized in 2024	(179,374)				(179,374)
Adjusted in 2024[c]		6,128	15,459	17,232	38,819
Number of performance shares At 12/31/24	**0**	**206,260**	**579,210**	**646,247**	**1,431,717**

(a) On November 13, 2023, Vivendi's Management Board decided to adjust the number of performance share rights in the process of vesting, in accordance with Articles L. 228-99 and R. 228-91 of the French commercial code, to take into account the impact of the distribution of the ordinary cash dividend in respect of fiscal year 2022 by deduction from the available portion of the legal reserve. This adjustment has no impact on the calculation of the accounting expense relating to the performance shares concerned.
(b) Timing effect of volume tracking in relation to Havas.
(c) On July 24, 2024, Vivendi's Management Board decided to adjust the number of performance share rights in the process of vesting, in accordance with the plan regulation, to take into account the impact of the distribution of the ordinary cash dividend in respect of fiscal year 2023 by deduction from the available portion of the legal reserve. This adjustment has no impact on the calculation of the accounting expense relating to the performance shares concerned.

Buzzman Plan

Grant date	06/18/2024
Number of shares granted	461
Fair value of a share *(in euros)*	10,218.38
Vesting period	36

By a letter dated July 1, 2024, a performance share plan has been established for Buzzman shares, covering 10% of the share capital (i.e. 461 shares). The initial grant date is June 18, 2024, and the vesting date is June 18, 2027 (three years plan). The vesting of these free shares is subject to both performance and presence conditions.

Havas N.V. Plan

Grant date	12/17/2024	12/17/2024	12/17/2024	Total
Number of shares granted	4,527,800	5,090,000	708,800	
Market price of the share at grant date *(in euros)*	1.71	1.71	1.71	
Fair value of a share *(in euros)*	1.54	1.62	1.45	
Dividend rate	5.01%	5.01%	5.01%	
Risk-free rate	3.25%	3.25%	3.25%	
Vesting period	27	-	36	
Number of performance shares at 01/01/2024				**0**
Grants in 2024	4,527,800	5,090,000	708,800	10,326,600
Number of performance shares at 12/31/2024	**4,527,800**	**5,090,000**	**708,800**	**10,326,600**

The total expense relating to Vivendi performance share plans amounted to €3.5 million in 2024 (including €0.2 million in respect of the Vivendi February 13, 2020 plan, €1.5 million in respect of the July 28, 2022 plan and €1.7 million in respect of the March 08, 2023 plan; €0.4 has been recognized in respect of the OPUS plan), compared to €3.5 million in 2023. An amount of €0.8 million in 2024 has been recognized relating to Buzzman performance shares and an amount of €8.4 million in 2024 has been recognized relating to Havas N.V. performance shares.

Performance shares generally vest at the end of a three-year period (vesting period) subject to the satisfaction of performance criteria and the presence of the beneficiaries within the group. Furthermore, following vesting, the shares are subject to a two-year holding period (retention period). The compensation cost is recognized on a straight-line basis over the vesting period. In addition, certain employees not resident in France receive their performance shares only at the end of a five-year period according to local tax regulations.

2.19 – INCOME TAX

Main components of income tax expense

(in euro millions)	2024	2023
Current income tax expense	(94)	(79)
Deferred tax expense/(income)	5	(16)
Total income tax expense	**(89)**	**(95)**
Effective tax rate	31.9%	33.9%

Reconciliation between theoretical and actual income tax expense

(in euro millions)	2024	2023
Income of consolidated companies (excluding equity consolidated investments)Delo	278	279
Theoretical income tax rate	25.83%	25.83%
Theoretical income tax expense	(72)	(72)
Effect of permanent additions and deductions	(19)	(16)
Change in unrecognized deferred tax assets	8	–
Effect of different tax rates	–	2
Other	(6)	(9)
Actual income tax expense	**(89)**	**(95)**

Deferred taxes by nature

(in euro millions)	12/31/2024	12/31/2023
Tax losses carried forward	222	228
Temporary differences		
• post-employment benefits	20	22
• IFRS 16 contracts[a]	19	22
• amortization	4	4
• provisions and other	96	101
• deductible goodwill amortization	(54)	(50)
• provisions for tax risks	(12)	(9)
• Other	(55)	(60)
Unrecognized deferred tax assets	(213)	(229)
Net deferred taxes on the balance sheet	**27**	**29**

(a) The €19 million include deferred tax assets (€81 million) and deferred tax liabilities (€62 million).
The calculation of deferred taxes relating to IFRS 16 is shown net under this heading. As a result of the amendment to IAS12, the de-netted amount would increase deferred tax assets and liabilities by €62 million in 2024 and by €74 million in 2023.

Havas applies the exception to the amendment to IAS 12 – Income taxes, relating to the international tax reform referred to as “Pillar 2”, regarding the non-recognition of deferred tax assets and liabilities related to Pillar 2 income taxes. The preliminary assessment by Havas management of the application of such international tax reform indicates that no significant impact should be expected.

Estimated schedule of tax losses carried forward

(in euro millions)	12/31/2024
2025	38
2026	31
2027	28
2028	17
2029	46
After 2029	719
Total tax losses carried forward	**879**

The Group has carried out an analysis of deferred tax assets based on the situation of each subsidiary or tax group and the tax rules applicable to them.

A period of three years is generally used to assess the probability of recovery of these deferred tax assets.

This analysis of recoverability is based on the latest available budget data, amended by tax adjustments determined by the Group’s Tax Department. Each year, the forecast utilization is reconciled with the actual utilization. Where necessary, adjustments are made to take account of the difficult environment in the advertising sector as a whole, and the emergence of new competitors.

In 2023, a deferred tax asset of €11.3 million was unrecognized in respect Havas SA following the forecast deterioration in future tax results. As a reminder, following Vivendi’s acquisition of Havas in 2017, the choice of a non-enlarged basis for the former Havas tax consolidation group was made. Only Havas SA is entitled to use tax losses carried forward prior to 2017 (€147.8 million of deferred tax assets fully unrecognized in 2023). Havas SA borrows heavily from the Group’s US and UK subsidiaries. As a result of the rise in interest rates, Havas SA has seen a significant decrease in its forecast taxable income.

In 2024, deferred tax assets have been recognized in Canada, Australia and India.

When forecasting the recoverability of deferred taxes, the Group adjusts the level of deferred tax assets as closely as possible to the tax instability of certain European countries and to changes in taxable income.

Most tax losses can be carried forward indefinitely, notably in France, Germany and Belgium, for a total representing 75% of accumulated losses at year-end 2024, 75% at year-end 2023.

2.20 – OTHER PAYABLES

(in euro millions)	12/31/2024	12/31/2023
Advances from clients	370	333
Personnel payables and social contributions (excluding bonus)	110	106
Client payables	123	95
Tax liabilities	32	35
Other liabilities[(a)]	430	439
Deferred income	147	137
Total	**1,212**	**1,145**

(a) Of which: €117 million as of December 31, 2024 and December 31, 2023, with respect to bonus. And €156 million as of December 31, 2024, and €160 million as of December 31, 2023, with respect to VAT debt.

Advances from clients mainly relate to advances and prebilling for the Group's creative operations in the United States of America and in the United Kingdom.

Deferred income are considerations received or invoiced to clients for which the Group has an obligation to provide goods or services.

The Group has applied the practical expedient permitted by IFRS 15 to not disclose the transaction price allocated to performance obligations unsatisfied (or partially unsatisfied) as of the end of the reporting period as contracts typically have an original expected duration of a year or less.

2.21 – REVENUE AND NET REVENUE BY BUSINESS LINES

Revenue

(in euro millions)	2024	2023
Havas Creative	1,171	1,207
Havas Health	629	666
Havas Media	1,059	985
Other/Eliminations	4	14
Total	**2,863**	**2,872**

Net revenue

(in euro millions)	2024	2023
Havas Creative	1,081	1,055
Havas Health	619	654
Havas Media	1,040	972
Other/Eliminations	(4)	14
Total	**2,736**	**2,695**

2.22 – PERSONNEL COSTS

(in euro millions)	2024	2023
Compensation	(1,459)	(1,442)
Social security charges	(228)	(219)
Other	(164)	(172)
Total	**(1,851)**	**(1,833)**

Average Headcount	**2024**	**2023**
The Netherlands	112	102
Rest of Europe	11 305	11 271
North America	3 903	4 257
Asia Africa	4 342	4 212
Latin America	3 244	3 280
TOTAL Average Headcount	**22 906**	**23 122**
Outside the Netherlands	22 794	23 020

2.23 – OTHER OPERATING EXPENSES AND INCOME, DEPRECIATION AMORTIZATION EXPENSE

(in euro millions)	2024	2023
Depreciation and amortization expenses	(48)	(55)
Depreciation of right-of-use assets	(76)	(78)
Net impairment of right-of-use assets	11	12
Depreciation and amortization	**(113)**	**(121)**
Other expenses[(a)]	(535)	(500)
Other income	107	89
Other operating expenses and income	**(428)**	**(411)**
Total	**(541)**	**(532)**

(a) Other expenses mainly relate to IT system charges, freelances, real estate expenses, fees, travel costs and insurance.

2.24 – OPERATING SEGMENTS

Havas Group's Chief Executive Officer, who is regarded as the Chief Operating Decision-Maker, evaluates the performance of its business segments, and allocates necessary resources to them based on certain operating performance indicators (segment earnings). Havas Group's Chief Executive Officer considers Net revenue and Adjusted Earnings Before Interest and Income Taxes ("Adjusted EBIT") both non-GAAP measures (or alternative performance measures), to be relevant indicators of the Group's operating and financial performance (see Note 2.2 "Alternative performance measures").

These segments are business units that are managed separately as each business requires different strategies to adapt to local demands, regulation and resources. The operating segments presented below are identical to the information given to Havas Group's Chief Executive Officer.

For each reportable segment, revenue derives from the same rendered services.

No external customer amount to more than 10% of the revenue for the years ended December 31, 2024 and 2023.

2024

(in euro millions)	Europe	North America	Apac and Africa[a]	Latam[b]	Eliminations	Total
Consolidated income statement items						
Revenue						
Revenue from external customers	1,455	938	274	199	(3)	2,863
Revenue from transactions with other segments	16	4	2		(22)	
Total Revenue	**1,471**	**942**	**276**	**199**	**(25)**	**2,863**
Net Revenue	**1,355**	**925**	**263**	**196**	**(3)**	**2,736**
Personnel costs	(931)	(635)	(169)	(121)	5	(1,851)
Other income	91	22	31	9	(46)	107
Other expenses	(323)	(139)	(68)	(59)	54	(535)
Depreciation and amortization	(64)	(28)	(15)	(6)		(113)
Performance shares	(4)	(1)				(5)
Adjusted EBIT	**123**	**143**	**42**	**19**	**11**	**338**
Consolidated balance sheet items						
Assets						
Goodwill	1,536	727	216	56		2,535
Other intangible and tangible assets	365	90	25	12		492
Equity investments	3					3
Other operating assets	1,794	812	405	371	(204)	3,178
Liabilities						
Earn-out and non-controlling interest buy-out obligations	207	25	37			269
Pensions and post-employment benefits	75	1				76
Other operating liabilities	2,080	1,275	429	333	(204)	3,913
Investments						
Other intangible and tangible assets	22	7	3	2		34

(a) Asia-Pacific, Middle East and Africa.
(b) Latin America.

2023

(in euro millions)	Europe	North America	Apac and Africa	Latam	Eliminations	Total
Consolidated income items						
Revenue						
Revenue from external customers	1,386	992	313	182	(1)	2,872
Revenue from transactions with other segments	16	1	1		(18)	
Total Revenue	**1,402**	**993**	**314**	**182**	**(19)**	**2,872**
Net Revenue	**1,289**	**984**	**247**	**176**	**(1)**	**2,695**
Personnel costs	(888)	(682)	(157)	(111)	5	(1,833)
Other income	79	28	11	13	(42)	89
Other expenses	(248)	(157)	(80)	(51)	36	(500)
Depreciation and amortization	(64)	(38)	(14)	(5)		(121)
Performance shares	(2)	(1)				(3)
Adjusted EBIT	**167**	**135**	**7**	**23**	**(5)**	**327**
Consolidated balance sheet items						
Assets						
Goodwill	1,596	688	237	62		2,583
Other intangible and tangible assets	396	116	30	13		555
Equity investments	19					19
Other operating assets	1,990	785	364	339	(251)	3,227
Liabilities						
Earn-out and non-controlling interest buy-out obligations	209	33	36			278
Pensions and post-employment benefits	84	1	1			86
Other operating liabilities	2,219	1,307	431	302	(251)	4,008
Investments						
Other intangible and tangible assets	21	7	4	3		35

Revenue by geographic area

(in euro millions)	2024	%	2023	%
United States of America	903	32%	960	33%
France	549	19%	527	18%
United Kingdom	444	16%	419	15%
Rest of the world	967	34%	966	34%
Total revenue	**2,863**	**100%**	**2,872**	**100%**

2.25 – NET FINANCIAL EXPENSE

The following table shows net financial expense for fiscal years 2024 and 2023:

(in euro millions)	2024	2023
Interest	**2**	**8**
Foreign exchange gain	19	25
Other	11	6
Financial income	**30**	**31**
Foreign exchange loss	(20)	(29)
Interest expenses on lease liabilities	(11)	(12)
Hyperinflation	(8)	(7)
Transaction costs	(10)	(9)
Interest cost on pension obligations	(2)	(2)
Other	(18)	(11)
Financial expenses	**(69)**	**(70)**
Net financial expense	**(37)**	**(31)**

2.26 – EARNINGS PER SHARE

	2024	2023
Net income, Group share *(in euro millions)*	173	167
Number of shares at December 31 *(in thousands)*	991,811	991,811
Basic earnings per share, Group share *(in euros)*	**0.17**	**0.17**
Diluted Number of shares at December 31 *(in thousands)*	1,002,138	
Diluted earnings per share, Group share *(in euros)*	**0.17**	

As of December 31, 2024, following the Group's listing, the number of shares constituting the capital increased by 565,673 thousand shares.

The shares of Havas N.V. and not Havas SA were presented as of the end of December 2023. For 2023, the recalculated earnings per share amounted to €0.17 per share.

2.27 – RELATED PARTY TRANSACTIONS

Havas Group's related parties are corporate officers, members of Havas Group board of directors, as well as other related parties, including:

- companies fully consolidated by Havas Group. The transactions between these companies have been eliminated for the preparation of the Consolidated Financial Statements;
- companies over which Group Group exercises a significant influence;
- all companies in which key executive managers or their close relatives hold significant voting rights;
- minority shareholders exercising a significant influence over Havas Group's subsidiaries;
- Vivendi Corporate and its consolidated entities (the "Vivendi Group"), as well as their related parties; and
- Bolloré Group and its related parties, given that Vivendi has been fully consolidated by Bolloré Group since April 26, 2017 and until December 13, 2024.

The table below summarizes transactions carried out in 2023 and 2024 with related parties:

(in euro millions)	2024	2023
Accounts receivable	**2.6**	**9.6**
of which Rodés		*0.3*
of which Bolloré	*0.8*	*1.7*
of which Vivendi	*1.8*	*7.6*
Accounts payable(a)	**1.1**	**5.6**
of which Rodés		*0.1*
of which Bolloré	*1.0*	*2.0*
of which Vivendi	*0.1*	*3.5*
Operating income	**56.5**	**47.6**
of which Bolloré	*0.6*	*4.5*
of which Vivendi	*55.9*	*43.1*
Operating expense	**(12.6)**	**(16.1)**
of which Rodés	*(0.2)*	*(0.1)*
of which Bolloré	*(0.8)*	*(1.7)*
of which Vivendi	*(11.6)*	*(14.3)*

(a) Excludes Media space buying payables, where Havas operates as agent, which have no impact on results.

Havas Media Group Spain SA and its subsidiaries have entered into various agreements with members of the family of Alfonso Rodés Vilà, Chairman of Havas Media Network and Havas Spain, or with entities they control. These agreements principally relate to media space buying, and advertising and administrative services.

Transactions entered into under arm's-length terms with parties related to the Rodés family resulted in operating expenses of approximately €0.2 million in 2024, compared to €0.1 million in 2023.

Certain subsidiaries of the Group rendered advertising services to certain subsidiaries of the Bolloré Group under arm's-length terms, resulting in operating expenses of approximately €0.8 million in 2024, €1.7 million in 2023, and an operating income of approximately €0.6 million in 2024, and €4.5 million in 2023.

VIVENDI

In 2024, the Group and its subsidiaries generated revenues of €41 million on media and production services, broadcasting rights and fees, compared to €27 million in 2023. In addition, the Group and its subsidiaries designed and executed campaigns for the Canal+ Group for €11 million in 2024 and €9 million in 2023.

Regarding the Vivendi Group (excluding Canal +):

- several Group entities made purchases from entities of the Universal Music Group (UMG) representing operating expenses of approximately €4.4 million in 2024 and €6.4 million in 2023, and received operating income of approximately €1.2 million in 2024 and €2.8 million in 2023; and
- in the case of Vivendi (excluding Canal+ Group and UMG), the Group and its subsidiaries designed and produced campaigns for Vivendi subsidiaries specializing in the production of short digital series. These services generated operating income of €3.2 million in 2024 and €4.5 million in 2023.

In compliance with Article L. 511-7 of the French monetary and financial code, Havas (and its subsidiaries) and other consolidated entities entered into intra-group cash management agreements, on market terms, with Vivendi SE. Under these agreements:

- Vivendi centralized cash surpluses (cash pooling) of its controlled entities which (i) are not subject to local regulations restricting the transfer of financial assets, or (ii) are not subject to other contractual obligations; and
- Havas Group borrowed from Vivendi to finance its investments.

Upon these contracts, Vivendi SE organized, coordinated and optimized these entities' cash requirements and surplus. In exchange, Vivendi SE received a remuneration equal to the spread between the borrowing and lending interest rates applied. These interest rates were calculated for each currency based on defined reference rates adjusted with a positive or negative margin. These agreements were terminated in connection with the Vivendi spin-off in 2024.

As of December 31, 2023, Havas granted current account loan to Vivendi of €115.7 million.

Compensation of Key Management Personnel

(in euro millions)	2024	2023
Short term employee benefits	3	3
Short term incentive	5	3
Long term incentive	8	0
Other benefits	0	0
Post Employment Benefits	2	0
Total	**18**	**6**

Key Management personnel of Havas N.V. are considered the Board of Directors and Corporate Executives. In 2024, Key Management personnel amounts to 13 individuals (2023: 9).

In 2024, the Company acrrued for the Non-executive Directors a remuneration for EUR 36,362 (2023: 0), which only includes short term employee benefits.

2.28 – CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET COMMITMENTS

The Group did not enter into any material commitments during 2024.

GUARANTEES, SURETIES AND SECURITY INTERESTS

At December 31, 2024, Havas had not granted any security interest.

Off-balance sheet commitments by maturity at December 31, 2024

(in euro millions)	Total 12/31/2024	2025	2026	2027	2028	2029	After 2029
Investing activity commitments given							
Majority interest buy-out and equity investments[(a)]	2	2					
Total	**2**	**2**					
Investing activity commitments given							
Security for media space buying[(b)]	76	26	24				26
Security for credit lines[(c)]	159	127	2				30
Other commitments[(d)]	52	18	6		1		27
Total	**287**	**171**	**32**		**1**		**83**
Financing activity commitments received							
Confirmed credit lines unused[(e)]	700					700	
Foreign currency term purchase (received)	776	776					
Total	**1,476**	**776**				**700**	

(a) In 2024, Havas holds 51% of Tyers SAS (a non-consolidated company as of December 31, 2024), Havas has call options, and the shareholders of Tyers have price supplements (2025) and put options to sell their stake to Havas (2027/29) at an estimated discounted price of 0.9 million, depending on Tyers' financial performance.
Havas holds 20% of Common Interest Group Limited and has committed to participate in potential future capital increases up to a maximum aggregate amount of €2.3 million over the next two years.
In 2023, Havas held a 51% interest in Klareco Communication Pte Ltd ("Klareco") (non-consolidated as of December 31, 2023). Havas has purchase options and Klareco's shareholders have earn-outs (exercisable in 2024) and options to sell their interest to Havas (exercisable in 2026/28) at an estimated aggregate discounted price of €2.9 million depending on Klareco's financial performance.
Havas holds a 20% interest in Common Interest Group Limited and has undertaken to participate in potential future capital increases for a maximum aggregate amount of €3.4 million over the next three years.

(b) In certain countries, media space purchases may be secured by guarantees provided by Havas.

(c) As part of its cash centralization policy, Havas may provide guarantees or sureties to financial institutions to secure intraday limits and/or overdraft facilities granted to its subsidiaries. These lines, which ensure the smooth operation of cash pooling, were not drawn as of December 31, 2024.

(d) As part of the defined benefit pension scheme established in two of the Group's UK subsidiaries, Havas undertakes to cover any shortfall in the assets invested in the pension funds up to a maximum of €24.6 million. As of December 31, 2024, an asset of €7.1 million was recognized in the consolidated balance sheet, compared to a provision of €4.9 million as of December 31, 2023. Havas has granted €28.0 million in rent guarantees to cover the risk of default by the Group's subsidiaries concerning their property leases.

(e) As of December 31, 2024, the total amount of confirmed undrawn credit lines with credit institutions amounted to €700.0 million, all of which are medium-term obligations (when drawn). The Group has unconfirmed credit lines totaling €303.7 million, which are not included in this table. Most credit lines granted to the Group's subsidiaries are guaranteed by Havas SA.

The Group is not aware of any other significant off-balance sheet commitments, or any that could become material in the future, other than those mentioned above.

2.29 – FINANCIAL INSTRUMENTS

The following table sets out the fair values of all Group financial instruments by category:

(in euro millions)	12/31/2024	Current	Non-current	12/31/2023	Current	Non-current
Financial assets	IFRS 9			IFRS 9		
Assets measured at FV through OCI – Current[(a)]	**41**	**41**	**–**	**39**	**39**	**–**
Level 2						
Unlisted investments	41	41	–	39	39	–
Financial assets measured at amortized cost	**28**	**9**	**19**	**135**	**124**	**11**
Loans to Vivendi SE	–	–	–	116	116	–
Other current financial assets	9	9	–	8	8	–
Other non-current financial assets	19	–	19	11	–	11
Total	**69**	**50**	**19**	**174**	**163**	**11**

(a) These assets relate to listed equity investments (Level 1) and unlisted equity investments (Level 2) that Havas has opted to classify under FV through OCI by means of other elements of comprehensive income.

Level 1 corresponds to a valuation of financial assets and liabilities at market value, while Level 2 relies on a model based on observable inputs.

MS = Marketable securities.

(in euro millions)	12/31/2024	Current	Non-current	12/31/2023	Current	Non-current
Financial liabilities	IFRS 9			IFRS 9		
Financial liabilities measured at amortized cost	**11**	**7**	**4**	**7**	**4**	**3**
Short term borrowings	7	7	–	4	4	–
Long-term borrowings	4	–	4	3	–	3
Other Financial liabilities	**269**	**32**	**237**	**278**	**84**	**194**
Level 3						
Earn-out and non-controlling interest buy-out obligations	32	32	–	84	84	–
Earn-out and non-controlling interest buy-out obligations	237	–	237	194	–	194
Total	**280**	**39**	**241**	**285**	**88**	**197**

	12/31/2024			12/31/2023		
(in euro millions)	Carrying amount	Fair value market	Level	Carrying amount	Fair value market	Level
Financial liabilities measured at amortized cost	11	11		7	7	
Earn-out and non-controlling interest buy-out obligations	269	269	3	278	278	3
Total	**280**	**280**		**285**	**285**	

The commitments to purchase non-controlling interests relate to the undiscounted expected future payments depending on performance of acquisitions. Their fair value usually assessed using third party valuation report and/or discounted cashflows valuation model.

2.30 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

INTEREST RATE RISK

In the course of its business, the Group may be exposed to the risk of interest rate changes. The risk depends on the type of interest rate (fixed or floating) and the direction of change. At fixed rate, a financial investment would be negatively impacted by an increase in interest rates and a borrowing would be negatively impacted by a decrease in interest rates. At floating rate, the situations are reversed.

At December 31, 2024, Havas had no interest rate swap portfolio.

Potential gains and losses relating to derivatives for fair value hedges are recognized in the consolidated income statement, while those for cash flow hedges are recognized in equity, in each case when the efficacy of the hedges is measurable and known.

According to Group policy, Havas and its subsidiaries should invest any excess cash primarily in the highest yielding variable or adjustable rate instruments (through leading banks as selected by the Group) that meet the criteria of cash equivalents as set out in IAS 7.

Net exposure to interest rate risk at December 31, 2024 is as follows:

Contractual value *(in euro millions)*	**Total at 12/31/2024**	**< 1 year**	**1-5 years**	**> 5 years**
Floating interest rate				
Bank overdrafts	12	12		
Cash and cash equivalents	(234)	(234)		
Net liabilities/(assets) at floating interest rate	**(222)**	**(222)**		

The contractual value of net assets at floating interest rate amounted to €222 million. A 100 basis point variation in interest rate would have a €2.22 million impact on the Group's income before tax.

CREDIT RISK

The Group provides advertising and communications services to a wide range of clients operating in many different industry sectors around the world. The Group grants credit to all qualified clients. It does not believe it is exposed to any undue concentration of credit risk related to either a specific country or client. Consequently, concentrations of credit risk on accounts receivable are limited. In 2015, the Group selected a leading credit insurer to cover its main client credit risks worldwide.

In addition, the Group may be exposed to credit risk with bank partners in connection with operations on the financial markets and banking transactions. Operations or transactions relate mainly to the management of foreign currency exchange risk, interest rate risk, financial investments and financing. A default or deterioration in the financial position of a counterparty could have a negative impact on the Group resulting in a loss of financial investments or causing difficulties in finding a new source of financing for the coming years.

To minimize this risk, in 2006, the Group introduced a process to rationalize its banking relationships and give preference to leading banks. Investing and financing operations are allocated to a certain number of these banks under the supervision of the Group Executive Committee.

LIQUIDITY RISK

As of December 31, 2024, the Group had cash and cash equivalents totaling €233.9 million. This includes cash availability (bank credit balances) of €195.9 million and financial investments maturing in less than three months of €38.0 million.

The Group's Financing and Treasury Department has centralized a significant portion of its financing needs by setting up domestic and international cash pooling in the main countries where the Group operates. This allows for the centralization of most of the key countries' cash balances at the Havas S.A.S. company level for better control of financing costs and optimization of investments. Where possible, physical cash pooling, namely the "ZBA" (Zero Balance Account), is preferred over notional cash pooling, which remains the exception. Under this model, the subsidiary's bank balances are virtually offset by the domestic treasury pivot bank. Physical transfers of net amounts occur both on a daily basis and at accounting closing dates.

The Company has sufficient cash and confirmed credit lines to satisfy "earn-out" and "buy-out" debts totaling €268.8 million. Havas does not pose any liquidity risk.

As of December 31, 2024, the long-term financial debt on the balance sheet amounted to €3.8 million. It primarily relates to employee profit-sharing.

EXCHANGE RATE RISK

The Group, due to its presence in over 100 countries, is exposed to foreign currency fluctuations. As the Group's financial statements are denominated in euros, any variation in exchange rates against the euro may have an impact on translation adjustments on balance sheet items, shareholders' equity, and the consolidated income statement. The US dollar and the British pound are the two main currencies likely to generate significant impacts.

In addition, Havas carries out operations in Argentina and Turkey. Due to hyperinflation of the Argentine peso and the Turkish Lira, the average rate used by Havas corresponds to the closing rate of the current year.

In 2024, Net revenue was achieved at 32.3% in the euro currency, 33.1% in the US dollar currency and 13.6% in the pound sterling currency, while adjusted EBIT was achieved at 23.4% in the euro currency, 40.3% in the US dollar currency and 14.1% in the pound sterling currency.

The table below summarizes the different impacts of a 1% change in the US dollar and pound sterling against the euro:

	Impact on Net revenue		Impact on Adjusted EBIT		Impact on shareholders' equity	
(in euro millions)	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
US Dollar	9	(9)	1	(1)	12	(2)
British pound	4	(4)	1	(1)	9	2

The Group's exposure to foreign currency risk on its operating activities is limited. Most of the Group's agencies operate on their local markets, with revenues and expenses incurred in local currency.

In terms of financing, a distinction should be made between two levels:

- intragroup loans and borrowings carried out outside the euro zone, also including international cash pool operations, are systematically hedged; in this context, the risk is mainly limited to the currency translation adjustments arising from the financial statements of non-euro zone subsidiaries;
- Group subsidiaries are financed by domestic cash pools or local banks in local currencies with no foreign currency exchange risk.

Derivatives used to hedge foreign currency exchange risk are exclusively simple instruments (plain vanilla forward exchange agreements and zero premium foreign exchange options), generally for a period of under three months, which are managed primarily by the Havas Treasury Department or centralized Treasury Departments in the main countries.

The table below sets out the breakdown of net assets by main currency at December 31, 2024:

(in euro millions)	Total	Euro	US Dollar	British Pound	Other
Assets	6,676	2,553	1,571	944	1,608
Liabilities	4,769	1,725	1,390	633	1,021
Net assets before management	1,907	827	181	311	588
Foreign exchange swaps		(769)	649	37	83
Net assets under management	**1,907**	**58**	**830**	**348**	**671**

The table below sets out the breakdown of net assets by main currency at December 31, 2023:

(in euro millions)	TOTAL	Euro	US Dollar	British Pound	Other
Assets	6,901	2,920	1,572	878	1,531
Liabilities	4,942	1,857	1,459	615	1,011
Net assets before management	1,959	1,062	113	264	520
Foreign exchange swaps		(631)	543	47	41
Net assets under management	**1,959**	**431**	**656**	**311**	**561**

CAPITAL MANAGEMENT

The Group's objective is to maintain a reasonable "Net debt/Total consolidated equity ratio" as follows:

(in euro millions)	2024	2023
Net financial debt (Net cash and cash equivalents)	(211)	(431)
Consolidated shareholders' equity	1,907	1,959
Ratio to financial debt – net (cash)/consolidated shareholders' equity	**–11.1%**	**–22.0%**

2.31 – RISKS RELATED TO MATERIAL LITIGATIONS

In the normal course of their activities, Havas and its subsidiaries are parties to a certain number of legal, administrative or arbitration proceedings. The expenses that may be incurred in these proceedings are provisioned for to the extent they are probable and measurable. Such provisions are determined by risk assessments conducted on a case-by-case basis (see Note 2.13).

TAX LITIGATIONS

Equalization tax

Havas SA initiated legal proceedings for the refund of the withholding tax paid by the company between 2000 and 2002 on the redistribution of dividends from European subsidiaries. On July 28, 2017, following the filing of the case before the Administrative Court and Court of Appeal, the French Council of State (*Conseil d'État*) found that the appeal on a point of law (*pourvoi en cassation*) made by Havas against the decision of the Versailles Court of Appeal was inadmissible. This decision irrevocably ended the tax litigation and barred Havas from obtaining a refund of the withholding tax.

To restore Havas's right to compensation, three combined actions were taken:

i) a claim before the European Commission;

ii) an application for referral to the European Court of Human Rights;

iii) a claim for compensation under an action for damages against the French state.

In a decision issued on May 19, 2022, the European Court of Human Rights ulimately ruled the application inadmissible. In a motion filed on May 29, 2018 at the Administrative Court of Cergy-Pontoise, Havas sought compensation for damages allegedly suffered due to the decsion to not admit its appeal to the French Counciil of State (Conseil d'État). This is the only pending litigation Havas has concerning withholding tax.

The damages that Havas is claiming amount to €59 million (the amount of the advance payment and the late payment interest which it should have received).

On March 28, 2023, the Court of Cergy-Pontoise dismissed Havas's claims.

On May 26, 2023, as a precautionary measure to preserve its interests, Havas filed a motion before the administrative Court of Appeal of Versailles seeking to have the judgement of the Administrative Court annulled and to obtain an order that the French State compensate for the damage suffered.

In response, the Minister of Justice filed a reply brief with the administrative Court of Appeal of Versailles on July 29, 2023, to which Havas responed with a new reply brief on September 18, 2023.

On October 23, 2023, the Minister of Justice, in his capacity as an observer in the context of the litigation relating to the withholding tax, submitted his observations on the claim for compensation filed by the company, focusing essentially on the quantum of the damage for which Havas is seeking restitution.

On December 12, 2023, the Company responded withe a new reply brief, to which the tax authorities replied on Frebruary 2, 2024. Havas filed a new replyon Frebruary 9, 2024.

On December 20, 2024, at the request of the Court of Appeal of Versailles, Havas produced a summary brief containing the conclusions and pleas that the company intended to submit to the Court. By order dated January 20, 2025, the investigation was closed on February 4, 2025. A hearing date is expected shortly.

Other

Investigation by US federal prosecutors into business practices in the advertising industry

On June 11, 2018, Havas received a subpoena for documents relating to one of its Spanish subsidiaries, Havas Media Alliance WWSL. These documents have been provided to the relevant US authorities. This request by the federal prosecutors appears to relate to business practices involving discounts and rebates. At this stage, Havas is not a party to any proceedings and is not being interviewed. There have been no new developments since then.

Procedure concerning the services provided by Havas Paris to Business France

On February 7, 2019, Havas Paris a subsidiary of Havas S.A.S., was indicted for concealment of favoritism. This indictment came as part of a judicial investigation opened by the Paris Public Prosecutor's Office for the offence of favoritism that Business France is alleged to have committed in connection with the organization of a communication service entrusted by Business France to Havas Paris. Havas Paris disputes the facts of which it is accused and immediately appealed this decision. The Deputy Chief Executive Officer of Havas Paris was indicted on December 21, 2023 for concealment of favoritism. The latter contests the facts of which he is accused and has lodged appeals against this decision. The procedure follows its course. These indictments do not have any material monetary or financial consequences for Havas Paris.

2.32 – SCOPE OF CONSOLIDATION AT DECEMBER 31, 2024

	% Ownership interest	% Voting interest	Country
EUROPE			
GERMANY			
HAVAS GERMANY GMBH	100	100	Germany
HAVAS LIFE DÜSSELDORF GMBH	100	100	Germany
FUEL GERMANY GMBH	100	100	Germany
HAVAS SERVICES GMBH	100	100	Germany
MPG SOLUTIONS GMBH	100	100	Germany
ARENA MEDIA DEUTSCHLAND GMBH	100	100	Germany
HAVAS MEDIA GERMANY GMBH	100	100	Germany
HAVAS HOLDING DEUTSCHLAND GMBH	100	100	Germany
FORWARD 1 GERMANY GMBH	100	100	Germany
HAVAS LIFE BIRD & SCHULTE GMBH	100	100	Germany
HAVAS LIFE BERLIN GMBH	100	100	Germany
PROVIDENCE GMBH	100	100	Germany
DEEKELING ARNDT ADVISORS IN COMMUNICATIONS GMBH	100	100	Germany
INVIQA GMBH	51	100	Germany
HRZN GMBH	60	60	Germany
EPROFESSIONAL GMBH	100	100	Germany
AUSTRIA			
HAVAS WIEN GMBH	100	100	Austria
FUEL AUSTRIA WERBEAGENTUR GMBH	100	100	Austria
HAVAS MEDIA GMBH	100	100	Austria
ARENA MEDIA GMBH	100	100	Austria
BELGIUM			
BOONDOGGLE HAVAS	100	100	Belgium
PROVIDENCE	100	100	Belgium
H ADVISORS BRUSSELS	100	100	Belgium
HAVAS MEDIA BELGIUM SA	100	100	Belgium
HR GARDENS SA	100	100	Belgium
BULGARIA			
HAVAS GROUP BULGARIA OOD	100	100	Bulgaria
DENMARK			
HAVAS DANMARK A/S	100	100	Denmark
SPAIN			
HAVAS WORLDWIDE SPAIN, SA	100	100	Spain
ASCI DIRECT, SA	90	90	Spain
ARNOLD MADRID, SL	100	100	Spain
PROVIDENCE PUBLICIDAD, SL	100	100	Spain
DIFUSION Y AUDIENCIAS, SA	100	100	Spain
HAVAS LIFE, SA	100	100	Spain
MEDEA MEDICAL EDUCATION AGENCY, SL	100	100	Spain
ARENA MEDIA COMMUNICATIONS ESPAÑA, SA	100	100	Spain
HAVAS MEDIA GROUP SPAIN, SA	100	100	Spain
ARENA COMMUNICATIONS NETWORK, SL	100	100	Spain
HAVAS MEDIA GROUP LEVANTE, S.L.U.	100	100	Spain
PROXIMIA HAVAS, SL	100	100	Spain

	% Ownership interest	% Voting interest	Country
FORWARD HOLDING SPAIN, SL	100	100	Spain
ARTEMIS ALLIANCE, SL	100	100	Spain
HAVAS SOLUTIONS SL	100	100	Spain
HAVAS MARKET SHOP	100	100	Spain
HAVAS MANAGEMENT ESPANA, SL	100	100	Spain
ELISA INTERACTIVE, SL	100	100	Spain
RESEARCH & DEVELOPMENT MARKETING LAB, SL	100	100	Spain
RED BIRD COMUNICACIÓN, SL	100	100	Spain
TINKLE COMMUNICATIONS, S.L	80	80	Spain
EUROPEAN PUBLIC RELATIONS SERVICE, S.L	80	80	Spain
JAZZ ALTERNATIVE THINKING, S.L.	80	80	Spain
ONION DIGITAL SERVICES, S.L.	80	80	Spain
TINKLE CONSULTANTS, S.L.	80	80	Spain
ESTONIA			
BALTIC MEDIA HOLDING OÜ	80	80	Estonia
HAVAS MEDIA OÜ	80	80	Estonia
MEEDIAAGENTUUR OÜ	80	80	Estonia
HAVAS CREATIVE OÜ	80	80	Estonia
FINLAND			
HAVAS WORLDWIDE HELSINKI OY	100	100	Finland
FRANCE			
HAVAS	100	100	France
INTERCORPORATE	100	100	France
H4B PARIS SARL	100	100	France
THE SALMON CONSULTING	100	100	France
THE HOURS PUBLISHING	100	100	France
THE HOURS FRANCE	100	100	France
HAVAS EVENTS	100	100	France
HAVAS PROGRAMMATIC HUB	100	100	France
ABSOLUT REALITY	100	100	France
HAVAS PARIS	100	100	France
BETC	100	100	France
HAVAS LIFE PARIS	100	100	France
HAVAS FACTORY	100	100	France
BETC FULLSIX	100	100	France
LNE	100	100	France
W CONRAN DESIGN	100	100	France
XAVIER GUILLON CONSEIL (XGC)	100	100	France
HAVAS 04	100	100	France
HAVAS 05	100	100	France
HAVAS 06	100	100	France
HAVAS 08	100	100	France
UMT	100	100	France
HAVAS PLAY	100	100	France
HAVAS EDITION	100	100	France
HAVAS MEDIA FRANCE	100	100	France
ARENA MEDIA COMMUNICATIONS	100	100	France
HAVAS FINANCES SERVICES (HFS)	100	100	France

	% Ownership interest	% Voting interest	Country
SOCIALYSE	100	100	France
HAVAS IMMOBILIER	100	100	France
HAVAS PARTICIPATIONS	100	100	France
FINANCIÈRE DE LONGCHAMP	100	100	France
LONGCHAMP PARTICIPATIONS	100	100	France
PROSE ON PIXELS FRANCE	100	100	France
HAVAS IT	100	100	France
ROSA PARIS	100	100	France
WALTER	100	100	France
ECSELIS	100	100	France
CSA	100	100	France
FREEDOM HOLDING	100	100	France
FULLSIX GROUP	100	100	France
FULLSIX FRANCE	100	100	France
EKINO	100	100	France
HAVAS MARKET	100	100	France
HÉLIA	100	100	France
EKINO INSIDE	100	100	France
BETC KITCHEN	100	100	France
LE MAGAZINE GÉNÉRAL	100	100	France
LES MAGASINS GÉNÉRAUX	100	100	France
AGENCE 79	100	100	France
UN1T	100	100	France
PLEAD	51	51	France
HAVAS EDGE	100	100	France
ETOILE ROUGE	100	100	France
BETC LUXE PARIS	100	100	France
DBI DATA BUSINESS INTELLIGENCE	100	100	France
BUZZMAN	100	100	France
PRODUCTMAN	100	100	France
ENERGUMEN	100	100	France
HAVAS & COMPAGNIES	100	100	France
AGENCE VERTE	100	100	France
HAVAS 26	100	100	France
HAVAS MEDIA AFRICA	100	100	France
RAISON DE SANTE	100	100	France
RED HAVAS HEALTH PARIS	100	100	France
TED	100	100	France
SHORTCUT EVENTS	51	51	France
HUNGARY			
HAVAS WORLDWIDE BUDAPEST KOMMUNIKACIOS ZRT	100	100	Hungary
HAVAS MEDIA HUNGARY KFT	100	100	Hungary
ARENA MEDIA HUNGARY KFT	100	100	Hungary
IRELAND			
YOUNG ADVERTISING LIMITED	100	100	Ireland
HAVAS IRELAND LIMITED	100	100	Ireland
HAVAS MEDIA IRELAND	100	100	Ireland
GATE ONE IRELAND	100	100	Ireland

	% Ownership interest	% Voting interest	Country
ITALY			
HAVAS MILAN S.R.L.	100	100	Italy
PROVIDENCE ITALY S.R.L.	100	100	Italy
HAVAS LYNX ROME S.R.L.	100	100	Italy
HAVAS PR MILAN S.R.L.	87	87	Italy
HAVAS LIFE MILAN S.R.L.	100	100	Italy
HAVAS MEDIA S.R.L.	100	100	Italy
ARENA MEDIA S.R.L.	100	100	Italy
HAVAS EVENTS MILAN S.R.L.	100	100	Italy
INFINITUM S.R.L.	100	100	Italy
SCITERION S.R.L.	100	100	Italy
HAVAS CX ITALY S.R.L.	100	100	Italy
NOHUP SRL	51	51	Italy
FORWARD MEDIA SRL	100	100	Italy
LITHUANIA			
HAVAS MEDIA, UAB	80	100	Lithuania
HAVAS GROUP LITHUANIA, UAB	80	100	Lithuania
PUBLICUM, UAB	80	100	Lithuania
HAVAS CREATIVE SOMA, UAB	80	100	Lithuania
ARENA MEDIA, UAB	80	100	Lithuania
GOOD ONE, UAB	80	100	Lithuania
LATVIA			
HAVAS CREATIVE SIA	80	100	Latvia
HAVAS MEDIA SIA	80	100	Latvia
ARENA MEDIA SIA	80	100	Latvia
NETHERLANDS			
HAVAS WORLDWIDE NETHERLANDS BV	100	100	Netherlands
HAVAS LEMZ BV	100	100	Netherlands
HAVAS WORLDWIDE DIGITAL AMSTERDAM BV	100	100	Netherlands
ALL RESPONSE MEDIA BV	60	60	Netherlands
ARNOLD WORLDWIDE PARTNERS AMSTERDAM BV	100	100	Netherlands
HAVAS MEDIA NEDERLAND BV	100	100	Netherlands
ARENA MEDIA NEDERLAND BV	100	100	Netherlands
ENTER THE WILDERNESS BV	51	100	Netherlands
HAVAS N.V.	100	100	Netherlands
POLAND			
HAVAS WARSAW SP. Z O.O.	100	100	Poland
HAVAS MEDIA SP. Z O.O.	100	100	Poland
SOCIALYSE SP. Z O.O.	100	100	Poland
HAVAS ENGAGE WARSAW SP. Z O.O.	100	100	Poland
HAVAS PR WARSAW SP. Z O.O.	100	100	Poland
HHP SP. Z O.O.	100	100	Poland
ARENA MEDIA COMMUNICATIONS SP. Z O.O.	100	100	Poland
FULLSIX MEDIA SP. Z O.O.	100	100	Poland
PORTUGAL			
HAVAS WORLDWIDE PORTUGAL, LDA	100	100	Portugal
HAVAS DESIGN PORTUGAL, LDA	89	89	Portugal
FUEL PUBLICIDADE, LDA	100	100	Portugal

	% Ownership interest	% Voting interest	Country
HAVAS MEDIA - PUBLICIDADE, SA	100	100	Portugal
ARN – MEDIA COMMUNICATIONS PUBLICIDADE, SA	100	100	Portugal
HAVAS – SERVICOS, SA	100	100	Portugal
MEDIA CONTACT PUBLICIDADE, SA	100	100	Portugal
HAVAS SPORTS & ENTERTAINMENT, SA	100	100	Portugal
HAVAS MANAGEMENT PORTUGAL, UNIPESSOAL LDA	100	100	Portugal
FULLSIX PORTUGAL – MARKETING INTERACTIVO, SA	100	100	Portugal
DMCM, UNIPESSOAL LDA	100	100	Portugal
TINKLE PORTUGAL (SOCIEDADE UNIPESSOAL) LDA	80	80	Portugal
CV&A EUROPE, LTDA	51	51	Portugal
CZECH REPUBLIC			
HAVAS PRAGUE	100	100	Czech Republic
HAVAS PR PRAGUE S.R.O.	100	100	Czech Republic
HERCULES TRANSFORMING COMMUNICATION S.R.O.	100	100	Czech Republic
ARNOLD PRAGUE S.R.O.	100	100	Czech Republic
HAVAS MEDIA CZECH REPUBLIC S.R.O.	60	60	Czech Republic
UNITED KINGDOM			
CONRAN DESIGN GROUP LTD	100	100	United Kingdom
HAVAS PR UK LIMITED	100	100	United Kingdom
HAVAS HELIA LIMITED	100	100	United Kingdom
H4B LONDON LIMITED	100	100	United Kingdom
MARCOMMS GROUP LTD	100	100	United Kingdom
MEDICOM GROUP LTD	100	100	United Kingdom
ALL RESPONSE MEDIA LIMITED	60	60	United Kingdom
HAVAS WORLDWIDE LONDON LTD	100	100	United Kingdom
THE MAITLAND CONSULTANCY LIMITED	100	100	United Kingdom
HAVAS PEOPLE LTD	100	100	United Kingdom
HAVAS EHS DISCOVERY LTD	100	100	United Kingdom
HAVAS MEDIA LIMITED	100	100	United Kingdom
HAVAS SPORTS LIMITED	100	100	United Kingdom
ARENA MEDIA HOLDINGS LIMITED	100	100	United Kingdom
ARENA MEDIA LTD	100	100	United Kingdom
HAVAS PLAY LIMITED	100	100	United Kingdom
CAKE GROUP LIMITED	100	100	United Kingdom
BETC LONDON LIMITED	100	100	United Kingdom
DIVERSIFIED AGENCIES COMMUNICATIONS LIMITED	100	100	United Kingdom
RSMB LIMITED	50	50	United Kingdom
EWDB LIMITED	100	100	United Kingdom
HAVAS UK LIMITED	100	100	United Kingdom
HAVAS HOLDINGS LIMITED	100	100	United Kingdom
HAVAS SHARED SERVICES LIMITED	100	100	United Kingdom
HAVAS CANADA HOLDINGS LIMITED	100	100	United Kingdom
CREATIVE LYNX GROUP LTD	100	100	United Kingdom
CREATIVE LYNX LTD	100	100	United Kingdom
SCITERION LIMITED	100	100	United Kingdom
ELISA INTERACTIVE LTD	100	100	United Kingdom
HAVAS PROGRAMMATIC HUB LIMITED	100	100	United Kingdom
ONE GREEN BEAN LONDON LIMITED	100	100	United Kingdom

	% Ownership interest	% Voting interest	Country
ADCITY UK LIMITED	100	100	United Kingdom
HAVAS FINANCIAL COMMUNICATIONS LIMITED	100	100	United Kingdom
JUST HEALTH COMMUNICATIONS LTD	100	100	United Kingdom
PROSE ON PIXELS UK LIMITED	100	100	United Kingdom
GRAND UNION COMMUNICATION LIMITED	100	100	United Kingdom
EKINO LIMITED	100	100	United Kingdom
HAVAS CX LIMITED	100	100	United Kingdom
HAVAS E GROUP LIMITED	100	100	United Kingdom
45-51 WHITFIELD LTD	100	100	United Kingdom
COOLER KING LTD	100	100	United Kingdom
ORGANIC MARKETING LTD	100	100	United Kingdom
SUPERHERO SCREEN LTD	100	100	United Kingdom
HAVAS ENTERTAINMENT LIMITED	100	100	United Kingdom
TARGET LIVE LTD	100	100	United Kingdom
HAVAS SBH LTD	100	100	United Kingdom
HAVAS SO GROUP LTD	100	100	United Kingdom
M&C CONSULTANCY LIMITED	100	100	United Kingdom
H ADVISORS LTD	100	100	United Kingdom
BTRME	100	100	United Kingdom
RED HAVAS LIMITED	100	100	United Kingdom
CLICKSCO DIGITAL (UK) LIMITED	54	54	United Kingdom
CLICKSCO DIGITAL LIMITED	54	54	United Kingdom
GATE ONE LIMITED	100	100	United Kingdom
CICERO CONSULTING LIMITED	80	80	United Kingdom
CICERO ONLINE LIMITED	80	80	United Kingdom
PROSE ON PIXELS HOLDINGS LIMITED	100	100	United Kingdom
INVIQA UK LIMITED	51	100	United Kingdom
THE INVIQA GROUP LIMITED	51	51	United Kingdom
SEARCH LABORATORY LTD	100	100	United Kingdom
SEARCH LABORATORY SOFTWARE LTD	100	100	United Kingdom
ADDITIVE PERSONALISATION LIMITED	70	70	United Kingdom
HAVAS MARKET	53	53	United Kingdom
UNCOMMON CREATIVE STUDIO HOLDINGS LTD	52	52	United Kingdom
UNCOMMON CREATIVE STUDIO LIMITED	52	52	United Kingdom
UNCOMMON EXPERIENCE STUDIO LIMITED	52	52	United Kingdom
CALLING FOR CREATIVITY LIMITED	36	52	United Kingdom
HAVAS CONSUMER HEALTH LIMITED	100	100	United Kingdom
LEDGER BENNETT REVENUE ENGINE LIMITED	60	60	United Kingdom
LEDGER BENNETT LIMITED	60	100	United Kingdom
ENTER THE WILDERNESS LIMITED	51	51	United Kingdom
DMPG LTD	51	51	United Kingdom
DMPG HOLDINGS LTD	51	100	United Kingdom
SERBIA			
HAVAS ADRIATIC D.O.O. BEOGRAD	51	51	Serbia
SLOVAKIA			
HAVAS MEDIA SLOVAKIA, S.R.O.	100	100	Slovakia

	% Ownership interest	% Voting interest	Country
SWEDEN			
HAVAS MEDIA AB	100	100	Sweden
HAVAS SWEDEN AB	100	100	Sweden
ARENA MEDIA SWEDEN AB	100	100	Sweden
UNCOMMON CREATIVE STUDIO STOCKHOLM AB	34	67	Sweden
SWITZERLAND			
HAVAS AG	100	100	Switzerland
HAVAS MEDIA AG	100	100	Switzerland
ARENA MEDIA AG	100	100	Switzerland
NORTH AMERICA			
CANADA			
HAVAS CX CANADA	100	100	Canada
HAVAS HEALTH TORONTO, INC	100	100	Canada
HAVAS MONTREAL	100	100	Canada
HAVAS MEDIA CANADA, INC.	100	100	Canada
HAVAS CANADA HOLDINGS, INC.	100	100	Canada
HAVAS CANADA HOLDINGS, INC. O/A NOISE DIGITAL	100	100	Canada
DMPG INC	51	100	Canada
UNITED STATES			
HAVAS WORLDWIDE CHICAGO, INC	100	100	United States
HAVAS HEALTH, INC	100	100	United States
PROSE ON PIXELS US INC.	100	100	United States
HAVAS PR NORTH AMERICA, INC.	100	100	United States
HAVAS WORLDWIDE, LLC	100	100	United States
HAVAS WORLDWIDE NEW YORK, INC	100	100	United States
HAVAS EDGE, LLC	100	100	United States
THE ABERNATHY MACGREGOR GROUP, INC.	100	100	United States
HAVAS WORLDWIDE SAN FRANCISCO, LLC	100	100	United States
HAVAS IMPACT, LLC	100	100	United States
HAVAS WORLDWIDE DALLAS, LLC	100	100	United States
THE HOURS ENTERTAINMENT, LLC	100	100	United States
WASHINGTON PRINTING, LLC	100	100	United States
ARENA MEDIA, LLC	100	100	United States
HAVAS SPORTS & ENTERTAINMENT, LLC	100	100	United States
MAISON BETC LLC	100	100	United States
ARNOLD WORLDWIDE, LLC	100	100	United States
HAVAS ANNEX, LLC	100	100	United States
HAVAS DISCOVERY, LLC	100	100	United States
HAVAS PEOPLE LLC	100	100	United States
VICTORS AND SPOILS, INC.	54	54	United States
CAMP + KING, LLC	51	51	United States
ARNOLD NEW YORK, LLC	100	100	United States
HAVAS MEDIA GROUP USA LLC	100	100	United States
MEDIA PLANNING INTERNATIONAL CORPORATION	100	100	United States
HM INFINITUM, LLC	100	100	United States
HAVAS NORTH AMERICA, INC.	100	100	United States
HAVAS CREATIVE, INC.	100	100	United States

	% Ownership interest	% Voting interest	Country
REVENUE FRONTIER, LLC	100	100	United States
HAVAS FORMULA, LLC	100	100	United States
SYMBIOTIX, LLC	100	100	United States
FULLSIX INC.	100	100	United States
HAVAS GEMINI, LLC	80	80	United States
INTELLIGNOS USA, LLC	100	100	United States
TRIPTK, LLC	66	66	United States
ANNEX88, LLC	100	100	United States
REPUBLICA HAVAS, LLC	75	75	United States
HAVAS BATTERY, LLC	51	51	United States
THINK DESIGN COLLABORATIVE LLC	100	100	United States
GATE ONE US, INC.	100	100	United States
SEARCH LABORATORY INC.	100	100	United States
HAVAS SHIELD LLC	100	100	United States
UNCOMMON CREATIVE STUDIO USA INC	52	52	United States
LEDGER BENNETT INC.	60	100	United States
MIDDLE EAST			
SAUDI ARABIA			
HAVAS SAUDI FOR MEDIA AND ADVERTISING LLC	50	100	Saudi Arabia
HM ARABIA RHQ	100	100	Saudi Arabia
UNITED ARAB EMIRATES			
HAVAS WORLDWIDE MIDDLE EAST FZ LLC	50	50	United Arab Emirates
HAVAS MEDIA MIDDLE EAST FZ LLC	50	100	United Arab Emirates
HAVAS MIDDLE EAST FZ LLC	50	50	United Arab Emirates
PIVOTROOTS DMCC	51	51	United Arab Emirates
LIQUID MEDIA & MARKETING FZ LLC	30	100	United Arab Emirates
OXYGEN DWC LLC	30	100	United Arab Emirates
EGYPT			
HAVAS EGYPT FOR ADVERTISING AND PROMOTION LLC	50	100	Egypt
ISRAEL			
HAVAS WORLDWIDE TEL AVIV LTD	100	100	Israel
BLINK HAVAS LTD	90	90	Israel
INBAR MERHAV G ADVERTISING & MARKETING LTD	51	51	Israel
LEBANON			
HAVAS WORLDWIDE BEIRUT SAL	50	100	Lebanon
OMAN			
ASHA ADVERTISING AND MARKETING AGENCY LLC	30	60	Oman
PARADIGM ADVERTISING AND PUBLISHING LLC	30	60	Oman
TURKEY			
HAVAS WORLDWIDE ISTANBUL ILETISIM HIZMETLERI AS	100	100	Turkey
THE KLAN ILETISIM HIZMETLERI AS	100	100	Turkey
HAVAS ENGAGE PAZARLAMA VE ILETISIM HIZMETLERI AS	100	100	Turkey
PH REKLAM VE DST AS	100	100	Turkey
HAVAS MEDIA TURKEY MEDYA PLANLAMA VE SATINALMA HIZMETLERI AS	100	100	Turkey
ASIA-PACIFIC			
AUSTRALIA			
HAVAS SOUTH PACIFIC PTY LTD	95	95	Australia
BD ANZ PTY LTD	95	95	Australia

	% Ownership interest	% Voting interest	Country
HAVAS MELBOURNE PTY LTD	95	95	Australia
ARNOLD AUSTRALIA PTY LTD	95	95	Australia
THE RED AGENCY PTY LTD	95	95	Australia
HAVAS AUSTRALIA PTY LTD	95	95	Australia
ONE GREEN BEAN PTY LTD	95	95	Australia
HAVAS MEDIA AUSTRALIA PTY LTD	95	95	Australia
PULSE COLLABORATIONS SYSTEMS PTY LTD	95	95	Australia
ARENA MEDIA AUSTRALIA PTY LTD	95	95	Australia
HAVAS DIGITAL HUB	95	95	Australia
HM COMMUNICATION GROUP PTY LTD	95	95	Australia
FRONTIER MEDIA & MARKETING SYDNEY PTY LTD	95	95	Australia
H/ADVISORS APA PTY LTD	95	95	Australia
DIGITAL MEDIA PERFORMANCE GROUP PTY LTD	51	100	Australia
HAVAS MEDIA MELBOURNE PTY LTD	95	100	Australia
CAMBODIA			
HAVAS (CAMBODIA) CO., LTD	100	100	Cambodia
HAVAS BAREFOOT COMPANY LIMITED	100	100	Cambodia
HAVAS CHAMPAGNE COMPANY LIMITED	100	100	Cambodia
CHINA			
EURO RSCG GREAT OCEAN (GUANGZHOU) ADVERTISING CO., LTD	70	70	China
SHANGHAI JINGSHI COMPUTER TECHNOLOGY CONSULTING SERVICES CO., LTD	100	100	China
SHANGHAI FIELD FORCE MARKETING	100	100	China
THE SALES MACHINE (SHANGHAI) CO., LTD	100	100	China
HAVAS WORLDWIDE CO., LTD	100	100	China
SHENZHEN PORDA PR CO., LTD	60	100	China
REN SHENG ZHONG CHUANG MARKETING (SHANGHAI) CO, LTD	51	51	China
SHENG ZHONG MARKETING CONSULTANCY (SHANGHAI) CO., LTD	100	100	China
HAN WEI GUANGGAO (SHANGHAI) YOU XIAN GONG SI CO., LTD	100	100	China
AFFIPERF (SHANGHAI) ADVERTISING CO., LTD	100	100	China
HAVAS GIMC ADVERTISING CO., LTD	51	51	China
HAVAS INTEGRATED MARKETING COMMUNICATION (GUANGDONG) CO., LTD.	51	100	China
FRONTNETWORKS	58	58	China
KOREA			
HAVAS KOREA CO., LTD	100	100	Korea, Republic Of
HAVAS DIGITAL KOREA CO., LTD	100	100	Korea, Republic Of
HONG KONG			
HAVAS WORLDWIDE HONG KONG LIMITED	100	100	Hong Kong
HPH HONG KONG LIMITED	100	100	Hong Kong
PORDA HAVAS INTERNATIONAL FINANCE COMMUNICATIONS (GROUP) HOLDINGS COMPANY LTD	60	60	Hong Kong
VISION INTERNATIONAL ROADSHOW COMPANY LTD	60	100	Hong Kong
HAVAS WORLDWIDE DIGITAL HONG KONG LIMITED	100	100	Hong Kong
POWELL FINANCIAL PRESS COMPANY LIMITED	60	100	Hong Kong
KLARECO COMMUNICATIONS HONG KONG LIMITED	51	100	Hong Kong
INDIA			
HAVAS WORLDWIDE INDIA PRIVATE LIMITED	100	100	India
HAVAS MEDIA INDIA PRIVATE LIMITED	100	100	India
DIGITAL MATRIX CREATIVE PRIVATE LIMITED	100	100	India

	% Ownership interest	% Voting interest	Country
ARENA INDIA PRIVATE LIMITED	100	100	India
HAVAS LIFE MUMBAI PRIVATE LIMITED	100	100	India
THINK DESIGN COLLABORATIVE PRIVATE LIMITED	100	100	India
SOCIALYSE INDIA PRIVATE LIMITED	100	100	India
SHOBIZ EXPERIENTIAL COMMUNICATIONS PVT. LTD	65	65	India
PIVOTROOTS DIGITAL PVT LTD	51	51	India
PR PUNDIT PUBLIC RELATIONS PRIVATE LIMITED	51	51	India
INDONESIA			
PT ADRIWARA KRIDA	100	100	Indonesia
PT MPG INDONESIA	100	100	Indonesia
PT HAVAS ARENA INDONESIA	100	100	Indonesia
PT MEDIAKOTA PROMOSI INDONESIA	100	100	Indonesia
JAPAN			
HAVAS JAPAN KABUSHIKI KAISHA	100	100	Japan
HAVAS LIFE KK	100	100	Japan
MALAYSIA			
HAVAS MALAYSIA	100	100	Malaysia
EPIC-OMNILINK INTEGRATED SDN BHD	100	100	Malaysia
KLARECO COMMUNICATIONS MALAYSIA SDN BHD	51	100	Malaysia
PHILIPPINES			
MEDIA CONTACTS, INC.	100	100	Philippines
HAVAS MEDIA ORTEGA, INC.	50	80	Philippines
HVMM HOLDINGS PHILIPPINES, INC.	40	40	Philippines
MYANMAR			
HAVAS RIVERORCHID COMPANY LIMITED	100	100	Myanmar
NEW ZEALAND			
HAVAS NEW ZEALAND LTD	95	95	New Zealand
HAVAS HELIA LTD	95	95	New Zealand
SINGAPORE			
HAVAS SINGAPORE PTE. LTD	100	100	Singapore
ARENA MEDIA ASIA PTE. LTD	100	100	Singapore
HAVAS PLAY PTE LTD	100	100	Singapore
HAVAS MEDIA ASIA PACIFIC PTE. LTD	100	100	Singapore
HAVAS PROGRAMMATIC HUB PTE LTD	100	100	Singapore
HAVAS MEKONG PTE. LTD	100	100	Singapore
BLK J PTE LTD	70	70	Singapore
KLARECO COMMUNICATIONS PTE LTD	51	51	Singapore
TAIWAN			
HAVAS TAÏWAN LTD	100	100	Taiwan
STAREAST COMMUNICATIONS (TAIWAN) LTD	100	100	Taiwan
HAVAS FIELD FORCE LTD	100	100	Taiwan
THAILAND			
HAVAS WORLDWIDE BANGKOK LIMITED	100	100	Thailand
HAVAS WORLDWIDE DIGITAL BANGKOK LIMITED	100	100	Thailand
CONSUMER CONTACT COMMUNICATIONS (THAILAND) LIMITED	100	100	Thailand
TBP (THAILAND) LIMITED	100	100	Thailand
HAVAS THAILAND LIMITED	100	100	Thailand

	% Ownership interest	% Voting interest	Country
VIETNAM			
EKINO VIETNAM	100	100	Vietnam
HAVAS GROUP VIETNAM LIMITED LIABILITY COMPANY	100	100	Vietnam
LATIN AMERICA			
ARGENTINA			
HAVAS WORLDWIDE BUENOS AIRES SA	100	100	Argentina
HAVAS MEDIA ARGENTINA SA	100	100	Argentina
ARENA ARGENTINA SA	100	100	Argentina
HAVAS SPORTS & ENTERTAINEMENT ARGENTINA SA	100	100	Argentina
HAVAS PLUS SA	100	100	Argentina
INTELLIGNOS SA	100	100	Argentina
BRAZIL			
HAVAS WORLDWIDE DIGITAL BRASIL LTDA	100	100	Brazil
HAVAS WORLDWIDE LIFE BRASIL COMUNICACOES SA	100	100	Brazil
HAVAS VERSAO BETA TECNOLOGIA E COMUNICAÇAO	100	100	Brazil
HVS PARTICIPAÇOES E CONSULTORIA LTDA	100	100	Brazil
ARENA PUBLICIDADE E TECNOLOGIA LTDA	100	100	Brazil
BETC HAVAS AGENCIA DE PUBLICIDADE LTDA	100	100	Brazil
CHILE			
FUEL PUBLICIDAD LIMITADA	100	100	Chile
HAVAS WORLDWIDE SANTIAGO SA	100	100	Chile
FUEL CHILE SA	100	100	Chile
HAVAS MEDIA CHILE SA	100	100	Chile
MEDIA CONTACT CHILE SA	100	100	Chile
ARENA CHILE SA	100	100	Chile
HAVAS MEDIA GROUP CHILE SA	100	100	Chile
HAVAS + SPA	100	100	Chile
GROELANDIA SPA	100	100	Chile
ISLANDIA SPA	100	100	Chile
COLOMBIA			
HAVAS WORLDWIDE COLOMBIA SAS	100	100	Colombia
HAVAS MEDIA COLOMBIA SAS	100	100	Colombia
ARENA COMMUNICATIONS COLOMBIA SAS	100	100	Colombia
HAVAS+ SAS	100	100	Colombia
COSTA RICA			
RED STAR DIGITAL CR LIMITADA	100	100	Costa Rica
HAVAS COSTA RICA SOCIEDAD ANONIMA	100	100	Costa Rica
FUSION DE PRODUCCION DIGITAL, SA	100	100	Costa Rica
PROMOTICA DE COSTA RICA PCR, SA	100	100	Costa Rica
ARENA MEDIA SOCIEDAD ANONIMA	100	100	Costa Rica
HAVAS PLUS SOCIEDA ANONIMA	100	100	Costa Rica
MEXICO			
HAVAS WORLDWIDE MÉXICO, SA DE CV	100	100	Mexico
HAVAS LIFE MÉXICO, SA DE CV	100	100	Mexico
HAVAS WORLDWIDE VALE, SA DE CV	73	73	Mexico
HAVAS WORLDWIDE DIGITAL VALE, SA DE CV	73	100	Mexico
ARNOLD MEDIA SERVICES, SA DE CV	73	100	Mexico

	% Ownership interest	% Voting interest	Country
J.V. VALE, SA DE CV	73	100	Mexico
VALE BATES, SA DE CV	73	100	Mexico
HAVAS MEDIA, SA DE CV	95	95	Mexico
HAVAS MEDIA SERVICES, SA DE CV	95	100	Mexico
ARENA COMMUNICATION, SA DE CV	100	100	Mexico
HPH MÉXICO SA DE CV	100	100	Mexico
HAVAS MEDIA REGIONES, SA DE CV	100	100	Mexico
HAVAS+ SA DE CV	96	100	Mexico
HAVAS XCHANGE SA DE CV	100	100	Mexico
INTELLIGNOS BY HAVAS SA DE CV	100	100	Mexico
TODOS LOS MEDIOS MASIVOS Y MÁS DE MEXICO SA DE CV	73	100	Mexico
SERVICIO PROFESIONAL VLH DE MEXICO SA DE CV	73	100	Mexico
MOTECH BY HAVAS SA DE CV	100	100	Mexico
PERU			
HAVAS MEDIA PERU S.A.C.	100	100	Peru
ARENA MEDIA PERU S.A.C.	100	100	Peru
HAVAS+ S.A.C.	100	100	Peru
HAVAS WORLDWIDE PERU S.A.C.	100	100	Peru
ESPECIALIDADES DIGITALES INTERNACIONALES PERU S.A.C.	100	100	Peru
URUGUAY			
BRISLEY, SA	100	100	Uruguay
PHOENA SA	94	94	Uruguay
DREAMA SA	94	94	Uruguay
AFRICA			
SOUTH AFRICA			
HAVAS WORLDWIDE JOHANNESBURG (PTY) LTD	66	66	South Africa
HAVAS MEDIA SOUTH AFRICA (PTY) LTD	82	82	South Africa
CO-CURRENCY (PTY) LTD	66	66	South Africa
HAVAS BOONDOGGLE (PTY) LTD	66	66	South Africa
HAVAS EMPOWERED COMPANY (PTY) LTD	100	100	South Africa
HAVAS EMPOWERED BEE (PTY) LTD	49	49	South Africa
CONGO			
HAVAS AFRICA REPUBLIQUE DEMOCRATIQUE DU CONGO	100	100	Congo, Democratic Republic Of
IVORY COAST			
HAVAS AFRICA CÔTE D'IVOIRE	100	100	Ivory Coast
GABON			
HAVAS AFRICA GABON	100	100	Gabon
GHANA			
HAVAS AFRICA GHANA LIMITED	100	100	Ghana
KENYA			
HAVAS MEDIA KENYA LIMITED	100	100	Kenya
NIGERIA			
HAVAS COMMUNICATION NIGERIA LIMITED	55	55	Nigeria
SENEGAL			
HAVAS AFRICA SENEGAL	100	100	Senegal

The above scope of consolidation includes Havas and all its subsidiaries.

Changes in the scope of consolidation of the Group in the fiscal years 2023 and 2024 were as follows:

	2024	2023
Number of companies at 01/01	**493**	**496**
Acquisitions[(a)]	17	13
Disposals	(7)	0
Other transactions (e.g., mergers and spin-offs)	(3)	(16)
Number of companies at 12/31	**500**	**493**

(a) See Note 2.3.

2.33 – STATUTORY AUDITORS FEES

	Deloitte and Network[(a)]		Other auditors		Total	
(in euro millions)	2024	2023	2024	2023	2024	2023
Audit						
Certifications[(b)]	6.4	5.5	1.8	2.1	8.2	7.6
Fees directly linked to the Auditors diligences	0.5		0.2		0.7	
Other fees	0.1		0.4		0.5	
Total	**7.0**	**5.5**	**2.4**	**2.1**	**9.4**	**7.6**

(a) The General Meeting of October 29, 2024, resolves to appoint Deloitte Accountants B.V. as auditor of the Company for the financial year 2024.

(b) The fees listed above relate to the procedures applied to the company and its consolidated group entities by Deloitte Accountants B.V. as the external auditor referred to in Section 1(1) of the Dutch Accounting Firms Oversight Act (Wta) as well as by the Deloitte network (€ 0.5 million and € 5.9 million respectively). These amounts include the audit fees with respect to local statutory financial statements.

2.34 – EVENTS AFTER THE BALANCE SHEET DATE

Havas N.V. is also a guarantor on behalf of Havas S.A.S. for its Neu Commercial Paper program filed with Banque de France in January 2025.

Beginning 2025, Havas acquired 4 entities: CA sports (Spain), Channel Bakers (United States), Don (Argentina) and FMad (France).

9.2 Company statements

9.2.1 Contents of Company statements

9.2.1.1 COMPANY INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME

(in euro thousands)	Note	2024	2023
Other expenses	4	(2,301)	(2)
Operating income / (loss)		**(2,301)**	**(2)**
Financial income	5	1	2
Financial expenses	5	(9,392)	
Net financial expenses		**(9,391)**	**(2)**
Income taxes	6	105	
Net Income (loss)		**(11,587)**	**0**
Other comprehensive (loss)/income		0	0
Total comprehensive (loss)/income		**(11,587)**	**0**
Basic, earnings for the period attributable to equity holders of the parent		*(0.01)*	0
Diluted earnings for the period attributable to equity holders of the parent		*(0.01)*	0

9.2.1.2 COMPANY BALANCE SHEET

(in euro thousands)	Note	2024	2023	As at January 1st 2023
Investments in subsidiaries	7	3,444,466		
Deferred tax assets	6	105		
Total Non-current assets		**3,444,571**	**0**	
Other receivables			34	36
Total Current assets		**0**	**34**	**36**
Total assets		**3,444,571**	**34**	**36**
Capital	10	198,362	37	37
Share premium account		3,246,140		
Performance shares		8,406		
Retained earnings		(4)	(4)	(2)
Net income (loss)		(11,587)		(2)
Total equity	**10**	**3,441,317**	**33**	**33**
Bank overdrafts		33		
Trade and other payables		3,221	1	3
Total current liabilities		**3,254**	**1**	**3**
Total liabilities		**3,254**	**1**	**36**
Total equity and liabilities		**3,444,571**	**34**	**36**

9.2.1.3 COMPANY STATEMENT OF CASH FLOWS

(in euro thousands)	Note	2024	2023
OPERATING ACTIVITIES			
Net income / (loss)		(11,587)	0
Adjustems of non-cash items		-	-
Adjustment for performance shares		8,405	-
Income tax expense		(105)	-
Changes in working capital		3,254	-
Net cash used in operating activities		**(33)**	**0**
Investing activities		-	-
Net cash used in investing activities		**0**	**0**
Financing activities		-	-
Net cash used in financing activities		**0**	**0**
Net increase/(decrease) in net cash		**(33)**	**0**
Cash and Cash equivalents at opening		**0**	**0**
Cash and Cash equivalents at closing		**(33)**	**0**

9.2.1.4 COMPANY STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

		Year ended 12/31/2024					
	Note	Number of shares	Share capital	Share premiun account	Retained earnings	Net income (loss)	Total equity
			(in euro thousands)				
Balance as of December 31, 2022		**37,000**	**37**		**(2)**	**(2)**	**33**
Allocation prior net incom / (loss)					(2)	2	
2023 Net Income							
Balance as of December 31, 2023		**37,000**	**37**		**(4)**	**0**	**33**
Adjustment of nominal value	10		(30)				(30)
Insuance of shares	10	148,000	30				30
Havas Contribution by Vivendi	10	991,626,494	198,325	3,246,140			3,444,465
Stock options	8				8,406		8,406
2024 Net loss						(11,587)	(11,587)
Balance as of December 31, 2024		**991,811,494**	**198,362**	**3,246,140**	**(8,402)**	**(11,587)**	**3,441,317**

9.2.2 Notes to the Company Financial Statements

Note 1. General information

Havas N.V. ("the Company") is a public company with limited liability incorporated under the laws of the Netherlands and listed on Euronext Amsterdam under the ticker symbol "Havas".

The Company's official seat *(statutaire zetel)* is in Amsterdam, the Netherlands.

Although listed outside of France, the Company remains a French tax resident for the purposes of its taxes and duties. Indeed, the whole business of the Company is carried out in France through its permanent establishment.

To this end, a branch was created in France, located at 29-30, quai de Dion-Bouton, 92800 Puteaux, France.

The Company is registered with the Dutch Chamber of commerce under number 95011439.

The branch is registered with the French Chamber of commerce under number 937 873 693 RCS Nanterre.

Note 2. Basis of preparation

2.1 – STATEMENT OF COMPLIANCE

For the year ended December 31, 2023, the Company prepared its Financial Statements in accordance with French generally accepted accounting principles (French GAAP). For the year ended December 31, 2024, the Company applied the combination 4 and its financial statements are the first the Company has prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board (IASB), IFRS as endorsed by the European Union (EU) and with the statutory provisions of Part 9, Book 2 of the Dutch Civil Code.

2.2 – FIRST-TIME ADOPTION IFRS

The company has prepared Financial Statements that comply with IFRS applicable as at December 31, 2024,together with the comparative period data for the year ended December 31, 2023. In preparing the Financial Statements, the Company's opening statement of financial position was prepared as at January 1st , 2023 in accordance with IFRS. This note explains the principal adjustments made by the Group in restating its French GAAP Financial Statements, including the Statement of Financial Position as at December 31, 2023 and the Financial Statements as of, and for, the year ended December 31,2023.").

RECONCILIATION OF EQUITY AS AT JANUARY 1 ST, 2023 (DATE OF TRANSITION TO IFRS)

The Statement of Financial Position as at January 1st, 2023 consisted of current accounts receivable, equity and current liabilities. The accounting policies, classifications, measurements and estimates at January 1st, 2023 in accordance with French GAAP are consistent with those made for January 1st, 2023 in accordance with IFRS for these balances.

The transition from French GAAP to IFRS on January 1st,2023 had no effect on the Statement of Comprehensive Income, Statement of Financial Position, Statement of Cashflow or Statement of changes in Equity.

(in euro thousands)	January 1st, 2023	Adjustements	January 1st, 2023
Other receivables	36	-	36
Current assets	36	-	36
Total assets	**36**	**-**	**346**
Share capital	37	-	37
Retained earnings	(2)	-	(2)
Net income (loss)	(2)	-	(2)
Total equity	**33**	**-**	**33**
Bank overdrafts	33		
Trade and other payables	3		3
Current liabilities	3		3
Total liabilities	**3**		**3**
Total equity and liabilities	**36**		**36**

2.3 – BASIS OF MEASUREMENT

The Company financial statements were prepared using the same accounting policies as set out in the notes to the Consolidated Financial Statements at December 31, 2024 (the “Consolidated Financial Statements”), except for the measurement of the investments as presented under “Investments in subsidiaries and dividend income” in the Company Financial Statements. The accounting policies were consistently applied to all periods presented.

2.4 – FOREIGN CURRENCY TRANSLATION

The Company financial statements are presented in thousands of euros, unless stated otherwise. The functional currency of the Company is Euro.

At the closing date, no foreign currency assets or liabilities recorded as of December 31, 2024.

2.5 – ACCOUNTING DEVELOPMENTS

RECENT ACCOUNTING DEVELOPMENTS

Amendments to IFRS standards applicable as from January 1st,2023 had no impact on the Company’s Financial Statements.

The following standards have mandatory application and were applied for periods beginning on or after January 1, 2024:

- Amendments to IAS 7 – (Statement of Cash Flows) – Supplier Finance Arrangements and IFRS 7 – Financial Instruments: Disclosures), effective on or after January 1, 2024,
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current, effective on or after January 1, 2024,
- Amendments to IFRS 16 (Leases) – Lease Liability in a Sale and Leaseback, effective on or after January 1, 2024.

Havas applies the exception to the amendment to IAS 12 - Income Taxes, relating to the international tax reform referred to as “Pillar 2”, regarding the non-recognition of deferred tax assets and liabilities related to Pillar 2 income taxes. The preliminary assessment by Havas management of the application of such international tax reform indicates that no significant impact should be expected.

STANDARDS AND INTERPRETATIONS NOT YET APPLIED

Havas has not early adopted the following standards and interpretations, for which application is not mandatory for periods starting from January 1, 2025, and that may impact the amounts reported:

- Amendments to IFRS 10 – Consolidated Financial Statements and IAS 28 (Investments in Associates and Joint Ventures) – Sale or Contribution of Assets between an Investor and its Associate, effective date of the amendments has not yet been determined by the IASB,
- Amendments to IAS 21 (The Effects of Changes in Foreign Exchange Rates) – Lack of Exchangeability, effective on or after January 1, 2025,
- Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments, effective on or after January 1, 2026 (not yet endorsed for use in the European Union, or “EU”), and

IFRS 18 Presentation and Disclosures in Financial Statements effective on or after January 1, 2027 (not yet endorsed for use in the EU).

2.6 – SIGNIFICANT ASSUMPTIONS AND ESTIMATES

The preparation of Company financial statements in compliance with IFRS requires management to make certain assumptions and estimates that they consider reasonable and realistic. Although these assumptions and estimates are regularly reviewed by management, based, in particular, on past or anticipated achievements, facts and circumstances may lead to changes in these assumptions and estimates which could have an impact on the reported amount of group assets, liabilities, equity or profit.

The main significant judgements relate to the measurement of:

- investment in subsidiaries: valuation method used to identify the recoverable amount of the asset. Refer to 2.8.

The main significant estimates relate to the measurement of:

- investments in subsidiaries: assumptions on the recoverable amount of the asset (refer to 2.8);
- unrecognized deferred tax assets (see Note 6);
- cost related to fair value of shares regarding performance share plans (see Note 8).

2.7 – INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries are stated at cost, less impairment.

2.8 – IMPAIRMENT OF INVESTMENTS IN SUBSIDIARIES

At each reporting date, the Company assesses whether there is an indication that investments in subsidiaries may be impaired. If any such indication exists, the Company makes an estimate of the asset is recoverable amount. The recoverable amount is defined as the higher of the fair value of the investment less costs to sell and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount of investments in subsidiaries are determined based on discounted cash flow models and key assumptions are disclosed (see Note 9.2.3 in the Consolidated Financial Statements). Any resulting impairment is recognized in the income statement.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the Company makes an estimate of the recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount, up to a maximum of the carrying.

2.9 – OTHER EXPENSES

Other expenses primarily include performance shares, consulting and service fees, overhead recharges, insurance costs, provisions for other operating expenses and are expensed when incurred (see Note 4).

During closing December 31, 2024, audit fees, professional fees and other general expenses related to IPO project are showed in financial expenses (see Note 5).

2.10 – RELATED PARTIES

A related party is a person or an entity that is related to the Company. These include both people and entities that have, or are subject to, the influence or control of the Company (e.g. key management personnel). Transactions with related parties are accounted for in accordance with the requirements of relevant IFRS and take into account the substance as well as the legal form.

2.11 – CONTINGENT LIABILITIES

Contingent liabilities are possible or present obligations of sufficient uncertainty that do not qualify for recognition as a provision, unless it is assumed in a business combination. Contingent liabilities are reviewed continuously to assess whether an outflow of resources has become probable.

2.12 – FINANCIAL GUARANTEES

Financial guarantee is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Issued financial guarantees are initially recognized at fair value and are subject to the expected credit loss model, and a credit loss is recognized for expected cash shortfalls.

Note 3. Incorporation

The Company was incorporated under the laws of France as a simplified joint-stock company *(société par actions simplifiée)* on January 6, 2021 under the legal and commercial name "Société d'Investissements et de Gestion 125 – SIG 125". On September 20, 2024, the Company converted into a private limited liability company *(besloten vennootschap met beperkte aansprakelijkheid)* governed by the laws of the Netherlands, transferred its registered office to Amsterdam, the Netherlands, and was renamed "SIG 125 BV". On October 7, 2024, the Company was subsequently renamed Havas BV.

The admission to trading of the Company's shares on Euronext Amsterdam, a regulated market operated by Euronext Amsterdam N.V. in Amsterdam, was made in connection with the separation of the Havas division operated by Vivendi SE, a societas Europaea governed by the laws of France and listed on Euronext Paris, a regulated market operated by Euronext Paris SA, from Vivendi's other business segments. The Havas division operated by Vivendi through Havas S.A.S., French Simplified Joint Stock Company *(société par actions simplifiée)* governed by the laws of France, together with Havas S.A.S.' direct and indirect subsidiaries, was contributed by Vivendi to the Company on October 28, 2024, to the contribution shares, a value is attached of € 3,444,465,747.08. Following the Havas Contribution, the Company currently owns and operates, indirectly through Havas S.A.S. and its subsidiaries, the Havas Business. The Company converted on December 9, 2024, into a public limited liability company *(naamloze vennootschap met beperkte aansprakelijkheid)* governed by the laws of the Netherlands prior to the admission. This decision follows the approval during the Combined General Meeting of Vivendi shareholders on December 9, 2024 of the split of the Havas division previously operated by Vivendi SE.

The prospectus relating to the admission to listing and trading of the shares of the Company on Euronext Amsterdam was approved by the Dutch Authority for the Financial Markets (AFM) on October 30, 2024.

On December 16, 2024, the shares of the Company started trading on the regulated market of Euronext Amsterdam.

Note 4. Other expenses

General and administrative costs consisted of the following:

(in euro thousands)	2024	2023
Performance shares[(a)]	(143)	
Social security and other employment expenses	(7)	
Legal and professional fees[(b)]	(884)	(1)
Audit fees[(c)]	(650)	
IPO Insurance	(409)	
Non-Deductible VAT	(174)	
Other	(34)	(1)
Total	**(2,301)**	**(2)**

(a) Performance share plans – IFRS 2 adjustment (see Note 8).
(b) Legal and professional fees relate to legal market authorities fees.
(c) See Note 12.

Note 5. Financial income and expenses

Other financial income consisted of the following

(in euro thousands)	Note	2024	2023
Other		1	2
Other financial income		**1**	**2**

Other financial expenses consisted of the following:

(in euro thousands)	Note	2024	2023
Auditors fees	2.9	(884)	
Professionnel fees	2.9	(192)	
Expenses related to performance shares	8	(8,263)	
Other	2.9	(53)	
Other financial expenses		**(9,392)**	**0**

Note 6. Income taxes

Deferred tax assets:

(in euro thousands)	2023	Increase	Decrease	2024
Gross	0	754		754
Allowance for unrecognized deferred tax assets	0	(649)		(649)
Net	**0**	**105**		**105**

The deferred tax asset of the Company derived from its tax losses carry-forward. An allowance for unrecognized deferred tax assets is recorded based on the projection of results carried out for the next three years, which reflects a structural tax loss position for the Company.

Note 7. Investments in subsidiaries

Investments in subsidiaries consist of the following investments:

(in euro thousands)	Voting % interest	December 31, 2023	Increase	December 31, 2024
Havas S.A.S.	100 [(a)]	0	3,444,465	3,444,465

(a) One share owned by Stichting Continuity Havas, a foundation (stichting) governed by Dutch law and established by the Company on October 22, 2024 (the “Foundation”). This ordinary share had been converted into a preferred share in the capital of Havas S.A.S. (the“Preferred Share”). The Foundation’s purpose is to preserve the Group’s operating businesses from influences that may threaten their long-term continuity, independence and identity and ensure their sustainability for their talents and clients.

Net result and equity as per most recent adopted Financial Statements:

(in euro thousands)	Net result 2024	Shareholders’ equity 2024	Net result 2023	Shareholders’ equity 2023
Havas S.A.S.	77,502	1,888,999	203,521	2,047,359

Note 8. Performance share plans

Grant date	December 17, 2024	December 17, 2024	December 17, 2024	Total
Number of shares granted	4,527,800	5,090,000	708,800	10,326,600
Market price of the share at grant date *(in euros)*	1.71	1.71	1.71	
Fair value of a share *(in euros)*	1.54	1.62	1.45	
Dividend rate	5,01%	5,01%	5,01%	
Risk-free rate	3,25%	3,25%	3,25%	
Vesting period	27	0	36	
Number of performance shares at January 1, 2024				0
Grants in 2024	4,527,800	5,090,000	708,800	10,326,600
Number of performance shares at December 31, 2024	**4,527,800**	**5,090,000**	**708,800**	**10,326,600**

At December 31, 2024 the Company booked an expense for €8,406 thousands relating to Havas N.V. performance shares.

Note 9. Contractual obligations and other commitments given/received

(in euro thousands)	Total	1 year	2-5 years	After 5 years
Revolving credit facility	700,000		700,000	
Total	**700,000**	**0**	**700,000**	**0**

The Company is guarantor on behalf of Havas S.A.S. to parties of the revolving credit facility of €700 million signed on September 6, 2024 (see Note 5.2.28 of the Consolidated Financial Statements table footer (e).

The Company negotiated an overdraft facility with Bank in December 2024.This credit line will enable the Company to face its payment obligations to various service providers in the short term until the Company gets its own financial and operating income cash-flow.

Note 10. Equity

The following table summarizes the changes in the number of issued and fully paid-up shares of the Company for the year ended December 31, 2024:

	Ordinary shares
Issued and fully paid up shares as at December 31, 2023	**37,000**
Issuance of new shares	148,000
Shares issued as part of contribution in kind of Havas S.A.S.	991,626,494
Issued and fully paid up shares as at December 31, 2024	**991,811,494**
Shares to be issued [a]	10,326,600

(a) Related to performance share plans (see Note 8).

DIVIDEND DISTRIBUTION

A proposal will be submitted to the 2025 Annual General Meeting of shareholders to pay dividend of €0.08 per ordinary share corresponding to a total distribution of €79 millions, in cash from 2024 share premium account.

RECONCILIATION OF EQUITY

(in euro millions)	2024
Equity attribuable to Havas Group equity holders in the Consolidated Financial Statements as at December 31	1,881
Retained and consolidated earnings	1,522
Dividends distributed	235
Consolidated net income, Group Share	(185)
Statutory net income	(12)
Equity attributable to Havas N.V. equity holders in the Company Financial Statements as at December 31	**3,441**

RECONCILIATION OF NET(LOSS)/PROFIT

(in euro millions)	2024
Net (loss)/profit attribuable to equity holders of the parent in the Consolidated Financial Statements	173
Results of subsidiaries in the Consolidated Financial Statements	(185)
Net (loss)/profit in the Company Financial Statements as at December 31, 2024	**(12)**

Since the Company became the ultimate holding company of the Group in 2024, no reconciliation of equity and net (loss)/profit have been disclosed for the year ended December 31,2023.

Note 11. Related parties

(in euro thousands)	Note	2024	2023
Company balance sheet			
Investments in subsidiaries	7	3,444,465	
Trade and other payables		1,131	
Company income statement			
General and administrative expenses		(2)	
Financial expenses		(1,129)	
Financial income		0	2
Financial guarantees provided to subsidiaries	9	700,000	

Compensation of Executive Board Members

(in euro millions)	2024	2023
Short term employee benefits	2	3
Short term incentive	4	3
Long term incentive	7	0
Other benefits	0	0
Post Employment Benefits	2	0
Total	**15**	**6**

For the remuneration of the Non-Executive Directors, reference is made to note 2.27 of the consolidated financial statements.

Note 12. Statutory auditors fees

See Note 2.33 in Consolidated Financial Statements.

Note 13. Subsequent events

See Note 2.34 in Consolidated Financial Statements.

10

OTHER INFORMATION

10.1 Distribution of profits

Pursuant to Dutch law and Article 36 of the Articles of Association, the distribution of profits shall be made following the adoption of the Company's Annual Accounts from which it appears that such distribution is permitted. The Company may make distributions to its shareholders, whether from profits or from its reserves, only to the extent that the Company's equity exceeds the sum of the paid up and called up part of its issued capital plus the reserves which must be maintained pursuant to Dutch law and the Articles of Association. The making of a distribution on Havas Ordinary Shares from the Company's profits is resolved on by the General Meeting, provided that the General Meeting may only resolve to make a distribution in kind or in the form of Havas Ordinary Shares at the proposal of the Board, and the Board, or the General Meeting at the proposal of the Board, may resolve to make distributions from the share premium reserve and other distributable reserves maintained by the Company.

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

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

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

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

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

The tax legislation of a shareholder's jurisdiction and of the Company's tax residency or country of incorporation may have an impact on the income received from the Havas Ordinary Shares.

10.2 Independent Auditor's report

To the shareholders and the board of directors of Havas N.V.

Report on the audit of the financial statements for the year ended December 31, 2024 included in the annual report

OUR OPINION

We have audited the financial statements for the year ended December 31, 2024 of Havas N.V. (the Company), based in Amsterdam. The financial statements comprise the consolidated and company financial statements.

In our opinion:

- the accompanying financial statements give a true and fair view of the financial position of Havas N.V. as at December 31, 2024, and of its result and its cash flows for 2024 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code;
- the accompanying company financial statements give a true and fair view of the financial position of Havas N.V. as at December 31, 2024, and of its result for 2024 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

1. the consolidated balance sheet as at December 31, 2024;
2. the following statements for 2024: the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in shareholders' equity;
3. the notes comprising material accounting policy information and other explanatory information.

The company financial statements comprise:

1. the Company balance sheet as at December 31, 2024;
2. the following statements for 2024: the Company income statement and statement of comprehensive income, the Company statement of cash flows and the Company statement of changes in equity;
3. the notes comprising material accounting policy information and other explanatory information.

BASIS FOR OUR OPINION

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

We are independent of Havas N.V. in accordance with the EU Regulation on specific requirements regarding statutory audit of public-interest entities, the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INFORMATION IN SUPPORT OF OUR OPINION

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion was addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

MATERIALITY

Based on our professional judgement we determined the materiality for the financial statements as a whole at €14 million. The materiality is based on approximately 5% of income before tax. We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the board of directors that misstatements in excess of €0.7 million, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

SCOPE OF THE GROUP AUDIT

Havas N.V. is at the head of a group of components. The financial information of this group is included in the consolidated financial statements of Havas N.V.

Because we are ultimately responsible for the opinion, we are responsible for directing, supervising and performing the Group audit. In establishing the overall Group audit strategy and plan, we determined the type of work that needed to be performed at the components by the Group engagement team and by the Auditors of components. Our assessment was aimed to obtain sufficient coverage of the risks of a material misstatement for the significant account balances, classes of transactions and disclosures that we have identified. In addition, we considered qualitative factors as part of our assessment.

For the selected component audit teams, the Group audit team provided detailed written instructions, which, in addition to communicating our requirements of component audit teams, also detailed significant audit areas, including awareness for risks related to management override of controls and revenue recognition. Furthermore, we developed a plan for overseeing component audit teams based on its relative significance and specific risk characteristics. Our oversight procedures included a combination of live and virtual meetings with the component Auditor, including working paper reviews. We also reviewed component audit team deliverables to gain a sufficient understanding of the work performed based on our instructions. The nature, timing and extent of our oversight procedures varied based on both quantitative and qualitative considerations.

Our Group audit scoping resulted in the following coverage:

Audit coverage

Audit coverage of consolidated revenue	70%
Audit coverage of consolidated assets	81%

In scoping the audit we ensured that all components exceeding 2% of consolidated revenue were included in the scope of our audit.

By performing the procedures mentioned above at group entities, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the Group's financial information to provide an opinion on the consolidated financial statements.

AUDIT APPROACH FRAUD RISKS

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the Board exercises oversight, as well as the outcomes. We refer to section Risk Management of the Board report for management's fraud risk assessment. We note that management has not formalized or explicitly documented its fraud risk assessment.

We evaluated the design and relevant aspects of the system of internal controls, as well as among others the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets, related party transactions and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

Following these procedures, and the presumed risks under the prevailing auditing standards, we considered the fraud risks in relation to management override of controls and revenue recognition, which may represent a risk of material misstatement due to fraud.

We have pinpointed the risk of material misstatement due to fraud related to revenue recognition to the cut-off of revenue. The risk exists that the Company has not recorded revenue in the correct period for projects that are delivered around period-end. We have performed specific substantive procedures, focused on transactions close to year-end to validate these are recognised in the correct period. This also included procedures on projects that have been (partially) completed, but not yet invoiced.

As part of our audit procedures to respond to these risks, we evaluated whether the selection and applications of accounting policies by the Company, particularly those related to subjective measurements and complex transactions may be indicative of fraudulent financial reporting. We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements. We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We evaluated whether the judgments and decisions made by management in making the accounting estimates included in the financial state ments indicate a possible bias that may represent a risk of material misstatement due to fraud. Management insights, estimates and assumptions that might have a major impact on the financial statements are disclosed in Note 1.4.3 of the financial statements. We performed a retrospective review of management judgments and assumptions related to significant accounting estimates reflected in prior year financial statements. Impairment testing of goodwill is a significant area to our audit as the determination whether these assets are not carried at more than their recoverable amounts is subject to significant management judgment. Reference is made to the section "Our key audit matters".

For significant transactions such as the Vivendi Spin Off and acquisitions during the year. we evaluated whether the business rationale of the transactions suggests that they may have been entered into to engage in fraudulent financial reporting or to conceal misappropriation of assets.

This did not lead to indications for fraud potentially resulting in material misstatements.

AUDIT APPROACH COMPLIANCE WITH LAWS AND REGULATIONS

We assessed the laws and regulations relevant to the entity through discussion with amongst others, management, corporate secretary, those charged with governance and by reading minutes and reports of internal audit.

As a result of our risk assessment procedures, and while realising that the effects from non-compliance could considerably vary, we considered the following laws and regulations:

- Adherence to (corporate) tax law and financial reporting regulations.
- The requirements under the International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and Part 9 of Book 2 of the Dutch Civil Code with a direct effect on the financial statements as an integrated part of our audit procedures, to the extent material for the financial statements.

We obtained sufficient appropriate audit evidence regarding provisions of those laws and regulations generally recognised to have a direct effect on the financial statements.

Apart from these, the entity is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts and/or disclosures in the financial statements, for instance, through imposing fines or litigation.

Given the nature Havas' business we considered the risk of non-compliance in the areas of advertising and media buying, including industry rules and self-regulation, data protection and privacy. In addition, we considered major laws and regulations applicable to listed companies.

Our procedures are more limited with respect to these laws and regulations that do not have a direct effect on the determination of the amounts and disclosures in the financial statements. Compliance with these laws and regulations may be fundamental to the operating aspects of the business, to the entity's ability to continue its business, or to avoid material penalties (e.g., compliance with the terms of operating licenses and permits or compliance with environmental regulations) and therefore non-compliance with such laws and regulations may have a material effect on the financial statements.

Our responsibility is limited to undertaking specified audit procedures to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements. Our procedures are limited to (i) inquiry of management, the board of directors and others within the entity as to whether the entity is in compliance with such laws and regulations and (ii) inspecting correspondence, if any, with the relevant licensing or regulatory authorities to help identify non-compliance with those laws and regulations that may have a material effect on the financial statements.

Naturally, we remained alert to indications of (suspected) non-compliance throughout the audit.

Finally, we obtained written representations that all known instances of (suspected) fraud or non-compliance with laws and regulations have been disclosed to us.

AUDIT APPROACH GOING CONCERN

Our responsibilities, as well as the responsibilities of the board of directors, are outlined under the prevailing standards in the "Description of responsibilities regarding the financial statements" section below. Management has assessed the going concern assumption, as part of the preparation of the consolidated financial statements, and as disclosed in the financial statements (Note 1.3). Management believes that no events or conditions give rise to doubt about the ability of the Group to continue in operation of at least twelve months after the adoption of the financial statements.

We have obtained management's assessment of the entity's ability to continue as a going concern, and have assessed the going concern assumption applied. As part of our procedures, we evaluated whether sufficient appropriate audit evidence has been obtained regarding, and have concluded on, the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements. Based on these procedures, we did not identify any reportable findings related to the entity's ability to continue as a going concern.

OUR KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements. We have communicated the key audit matters to the board of directors. The key audit matters are not a comprehensive reflection of all matters discussed.

The key audit matter is addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Key audit matter

Valuation of goodwill	**How the key audit matter was addressed in the audit**
Description On December 31, 2024 Havas's goodwill carrying value is €2.535 million. Under EU-IFRS, Havas is required to perform an impairment test of goodwill annually or where there is an indication of impairment. The annual impairment test was significant to our audit because the assessment process involves management judgement and is based on assumptions that are affected by expected future market and economic conditions. While the Company's annual impairment test did not result in impairments, the cash generating unit Europe was identified as most sensitive whereby a reasonably possible change in key assumptions would result in an impairment. Due to the significance of the goodwill balance and the management's judgments in the impairment test, we considered goodwill a key audit matter. We have pinpointed the risk to the key assumptions being the forecasted revenue and EBIT, terminal growth rate and discount rate. The key assumptions and sensitivities are disclosed in Note 2.3 to the consolidated financial statements.	Our audit procedures included obtaining an understanding of management's impairment tests and testing of relevant controls. Our audit procedures mainly comprised substantive audit procedures. As part of our procedures, we evaluated management's identification of the cash generating units in accordance with IAS 36. We involved our valuation experts to assist us in evaluating the assumptions and methodologies used in the impairment tests prepared by the Company. We challenged management's assumptions that were most sensitive including forecasted revenue and EBIT, terminal growth rate and discount rate. Our procedures included corroborating management's judgements and estimates by comparing the assumptions to historic performance, the approved budget, analyst reports and taking into account the effects of the current global macro-economic developments. We evaluated the sensitivity of changes to the respective assumptions on the outcome of the impairment assessment. We also evaluated if the disclosure in Note 2.3 adequately reflects such sensitivity. **Observation** The scope and nature of the procedures performed were appropriate and sufficient to address the risks of material misstatement in relation to goodwill. Our procedures did not result in any reportable material matters.

Report on the other information included in the annual report

The annual report contains other information, in addition to the financial statements and our Auditor's report thereon.

The other information consists of:

- the Board report;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code;
- other information as included in the annual report.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains all the information regarding the management report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements and ESEF

ENGAGEMENT

We were engaged by the board of directors as Auditor of Havas N.V. on December 31, 2024, as of the audit for the year 2024 and have operated as Statutory Auditor ever since that financial year.

NO PROHIBITED NON-AUDIT SERVICES

We have not provided prohibited non-audit services as referred to in Article 5(1) of the EU Regulation on specific requirements regarding statutory audit of public-interest entities.

EUROPEAN SINGLE ELECTRONIC FORMAT (ESEF)

Havas N.V. has prepared its annual report in ESEF. The requirements for this are set out in the Delegated Regulation (EU) No. 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (hereinafter: the RTS on ESEF).

In our opinion, the annual report, prepared in XHTML format, including the (partly) marked-up consolidated financial statements, as included in the reporting package by Havas N.V. complies in all material respects with the RTS on ESEF.

Management is responsible for preparing the annual report including the financial statements in accordance with the RTS on ESEF, whereby management combines the various components into one single reporting package.

Our responsibility is to obtain reasonable assurance for our opinion whether the annual report in this reporting package complies with the RTS on ESEF.

We performed our examination in accordance with Dutch law, including Dutch Standard 3950N "Assurance-opdrachten inzake het voldoen aan de criteria voor het opstellen van een digitaal verantwoordingsdocument" (assurance engagements relating to compliance with criteria for digital reporting).

Our examination included amongst others:

- obtaining an understanding of the Company's financial reporting process, including the preparation of the reporting package;
- identifying and assessing the risks that the annual report does not comply in all material respects with the RTS on ESEF and designing and performing further assurance procedures responsive to those risks to provide a basis for our opinion, including:
  - obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance and the XBRL extension taxonomy files has been prepared in accordance with the technical specifications as included in the RTS on ESEF,
  - examining the information related to the consolidated financial statements in the reporting package to determine whether all required mark-ups have been applied and whether these are in accordance with the RTS on ESEF.

Description of responsibilities regarding the financial statements

RESPONSIBILITIES OF MANAGEMENT AND THE BOARD OF DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the Company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the Company's ability to continue as a going concern in the financial statements.

The board of directors is responsible for overseeing the Company's financial reporting process.

OUR RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion;
- the risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management’s use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures;
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the Group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the Group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identified during our audit. In this respect we also submit an additional report to the audit committee in accordance with Article 11 of the EU Regulation on specific requirements regarding statutory audit of public-interest entities. The information included in this additional report is consistent with our audit opinion in this Auditor’s report.

We provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements.

We describe these matters in our Auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Eindhoven, April 15, 2025

Deloitte Accountants B.V.

B. Beemer

11

APPENDIX

11.1 Glossary

Admission	The admission to listing and trading of all Havas Ordinary Shares on Euronext Amsterdam.
AFM	The Dutch Authority for the Financial Markets *(Stichting Autoriteit Financiële Markten).*
AI	Artificial intelligence.
AI Charter	The internal charter establishing guidelines for Group use of AI, adopted by the Group in late 2023.
AI Policy	The internal policy implementing aspects of the AI Charter, adopted by the Group in the latter half of 2024.
Annual accounts	The annual accounts of the Company referred to in Section 2:361 DCC.
APAC and Africa	Asia-Pacific, Middle East and Africa.
APRA	The US American Privacy Rights Act.
Articles of association	The articles of association of the Company as they will read on or prior to the Admission.
Board	The board of directors *(raad van bestuur)* of the Company.
Board regulations	The written rules and regulations adopted by the Board regarding its internal organization, the manner in which decisions are taken, any quorum requirements, the composition, duties and organization of committees and any other matters concerning the Board, the Executive Directors, the Non-Executive Directors and committees established by the Board.
Bolloré Concert	The concert between Bolloré SE, Compagnie de l'Odet SE, Mr. Yannick Bolloré and YB6 for reasons described in Section *"Relationship Agreement".*
Bolloré SE	Bolloré SE, a *societas Europaea* governed by the laws of France, with its registered office at Odet, 29500 Ergué-Gabéric, France, registered with the Quimper Trade and Companies Register under number 055 804 124. The LEI of Bolloré SE is 969500LEKCHH6VV86P94.
Bonus	The annual, performance related bonus in cash, as described in Section 11.10.2.2 *"Annual variable remuneration – STI".*
CCPA	The California Consumer Privacy Act, as amended.
CET	Central European Time or Central European Summer Time, as the case may be.
Committee	The Audit & Sustainability Committee, the Corporate Governance, Nominations and Remuneration Committee and such other committee as the Board may establish from time to time.
Company	Havas BN, a private limited liability company *(besloten vennootschap met beperkte aansprakelijkheid)* to be converted into a public limited liability company *(naamloze vennootschap)* governed by the laws of the Netherlands prior to the Admission, with its registered office *(statutaire zetel)* in Amsterdam, the Netherlands, and its headquarters at 29-30, quai de Dion-Bouton, 92800 Puteaux, France.
Consolidated Financial Statements	The audited consolidated financial statements of Havas SA, prepared in accordance with IFRS, as of and for the years ended on December 31, 2023, December 31, 2022 and December 31, 2021, as presented in Chapter 9 "Consolidated Financial Statements". The audit report of the statutory auditors of Havas SA on the Consolidated Financial Statements is included in Chapter 9 "Consolidated Financial Statements".
CSRD	Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, amending Regulation (EU) no. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.
DCC	Dutch Civil Code *(Burgerlijk Wetboek).*
DCGC	The Dutch corporate governance code, dated December 20, 2022.
Dentsu Global Ad Spend 2024	Dentsu's May 2024 Global Ad Spend Forecasts.
DFSA	The Dutch Financial Supervision Act *(Wet op het financieel toezicht).*
Director	A member of the Board.
Distribution	The distribution by Vivendi of all of the Havas Ordinary Shares held by Vivendi to the Vivendi Shareholders, as described in Chapter 10 *"The Distribution of profits".*
DPF	The EU-US Data Privacy Framework.
DPO	Data protection officer.
Duty of Vigilance Law	French Law no. 2017-399 of March 27, 2017 on the duty of vigilance, as amended.
D&O	Directors and officers.

EEA	European Economic Area.
EPN	The Group's Edge Performance Network.
ePrivacy Directive	Directive 2002/58/EC of the European Parliament and of the Council of July 12, 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector, as amended.
Equity Incentive Plan	The equity-based long-term incentive plans to be established by the Company.
ESG	Environmental, social and governance.
ESG matters	Sustainability, environmental, social, corporate governance and other human capital matters.
EU	European Union.
EU AI Act	Regulation (EU) 2024/1689 of the European Parliament and of the Council of June 13, 2024 laying down harmonized rules on artificial intelligence (also known as the EU Artificial Intelligence Act).
EU AI Liability Directive	The proposal for a directive on adapting non-contractual civil liability rules to AI, published by the European Commission on September 28, 2022, as it may be subsequently amended and adopted by the European Parliament and the Council.
EU Member States	Member states of the European Union.
EUR or euro or €	The lawful currency of the European Economic and Monetary Union.
Euroclear France	Euroclear France SA.
Euronext Amsterdam	The regulated market operated by Euronext Amsterdam NV in Amsterdam.
Euronext Paris	The regulated market operated by Euronext Paris SA in Paris.
Exceptional Award	The exceptional cash performance award granted by the Company or Group Companies in relation to the Distribution and the Admission, as described in *"Awards in relation to the Distribution and the Admission"*.
Executive Director	A Director appointed as executive director.
Facility	The revolving credit facility in an aggregate principal amount of up to €700 million under the Facility Agreement.
Facility Agreement	The French-law governed unsecured senior facility agreement entered into among Havas S.A. and a syndicate of credit institutions on September 6, 2024.
FCPA	The US Foreign Corrupt Practices Act.
Foundation	Stichting Continuity Havas, a foundation *(stichting)* governed by Dutch law and established by the Company on October 22, 2024.
French FTT	French financial transaction tax.
FTA	French tax authorities.
GDPR	Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, as amended.
General Meeting	General meeting of the Company, being the corporate body, or where the context so requires, the physical meeting of the Company's shareholders.
General Secretary	General secretary of the Company.
GHG	Greenhouse gas.
Group	The Company, Havas S.A.S. and their consolidated direct and indirect subsidiaries.
Group Company	A group company of the Company as referred to in Section 2:24b DCC.
Havas	The Company.
Havas CX	Havas Customer Experience.
Havas Ordinary Shares	The ordinary shares in the Company's share capital, with a nominal value of €0.20 each.
Havas S.A.S.	Havas S.A.S., a limited liability company *(société anonyme)* governed by the laws of France, with its registered office at 29-30, quai de Dion-Bouton, 92800 Puteaux, France, registered with the Nanterre Trade and Companies Register under number 335 480 265.
Havas Shares	The Havas Ordinary Shares and the Havas Special Voting Shares.
Havas Special Voting Shares	The Havas Special Voting Shares A and the Havas Special Voting Shares B.
Havas Special Voting Shares A	The special voting shares A in the Company's share capital, with a nominal value of €0.20 each.
Havas Special Voting Shares B	The special voting shares B in the Company's share capital, with a nominal value of €0.60 each.

IFRS	International Financial Reporting Standards as adopted by the European Union.
LEI	Legal entity identifier.
Loyalty Register	The loyalty register of the Company.
Mandatory Offer Prevention Obligation	The obligation of the Concert Parties described Chapter 6, *"Relationship Agreement".*
Market Abuse Regulation	Regulation (EU) no. 596/2014 of the European Parliament and the Council of April 16, 2014, on market abuse, as amended.
Mx	Media Experience.
Non-Executive Director	A Director appointed as non-executive director.
OS	Operating System.
Paris Agreement	The agreement adopted under the United Nations Framework Convention on Climate Change and signed on April 22, 2016, and which entered into force on November 4, 2016.
PDMR	Persons discharging managerial responsibilities within the meaning of the Market Abuse Regulation.
PEA	French share savings plan *(plan d'épargne en actions).*
POP Network	Prose on Pixels, *i.e.,* the Group's global content-at-scale network.
Preferred share	The preferred share in the capital of Havas S.A.S. resulting from the conversion of a ordinary share of Havas S.A.S. acquired by the Foundation.
Prospectus	This prospectus dated October 30, 2024 prepared for purposes of the Admission.
Prospectus regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended.
Relationship agreement	The relationship agreement to be entered into by Bolloré SE, Compagnie de l'Odet SE and Mr. Yannick Bolloré prior to the Admission, in order to establish certain arrangements between them as shareholders of the Company.
R&D	Research and development.
Sapin I Law	French Law no. 93-122 of January 29, 1993 on anticorruption and transparency of the economy and public procedures, as amended.
Sapin II Law	French Law no. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of the economy, as amended.
SBTi	The Science-Based Targets initiative.
Senior Management Team	The senior managers of the Group listed under Section 11.5 *"Senior Management Team".*
Significant Influence	Significant influence *(overwegende zeggenschap)* exclusively within the meaning of Section 1:1 DFSA.
Special Capital Reserve	The special capital reserve to be credited against the Company's share premium reserve exclusively for the purpose of facilitating any issuance or conversion of special voting shares pursuant to the articles of association.
TMT	Technology, media and telecom.
US	The United States of America.
UK Bribery Act	The UK Bribery Act 2010.
UK GDPR	The GDPR as it forms part of retained EU law in the United Kingdom by virtue of the European Union (withdrawal) Act 2018 and as amended by the Data Protection, Privacy and Electronic Communications (Amendments, etc.) (EU Exit) Regulations 2019 (SI 2019/419).
Vivendi	Vivendi SE, a societas Europaea governed by the laws of France, with its registered office at 42,avenue de Friedland, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 343 134 763. The LEI of Vivendi SE is 969500FU4DRAEVJW7U54.
Vivendi Group	Vivendi, together with its consolidated subsidiaries and its direct and indirect equity interests including, when referring to historical activities prior to the completion of the Distribution, the Havas Business.
Vivendi spin-off	The transactions necessary to effect the separation from Vivendi of the Havas Business (including Havas SA), the Canal+ businesses (including Group Canal+ SA), and the Publishing and Travel Retail businesses, and including the Distribution, the Canal+ Partial Demerger and the Louis Hachette Group Partial Demerger.
WARC	World Advertising Research Center.

11.2 Definitions of alternative performance measures

Alternative measures of performance are not required by, nor are presented in accordance with, IFRS.

Here are the definitions of alternative performance measures.

Adjusted EBIT	Adjusted EBIT represents net income excluding income taxes, interest, other financial income and expenses, goodwill impairment, earn-out adjustments and restructuring charges.
Adjusted EBIT margin	Ratio in % of (Adjusted EBIT) / (Net Revenue)
Bps	Basis point.
Capex	Cash used for purchases of intangible and tangible assets.
Cash-flow generation	Changes to net cash over a specified period.
Cash conversion	Ratio in % of (Operating Cash-Flow – Capex) / Operating Cash-Flow
Dividend payout ratio	Target portion of net income attributable to the shareholders of Havas the distribution of which would be proposed to the General Shareholders' Meeting of Havas.
EBIT	Operating income (EBIT – Earning Before Interest and taxes) including the impact of restructuring charges.
Free cash-flow	Operating cash flow less capex.
Foreign exchange rate change	Contribution of the foreign exchange effect (or currency effect) to total growth.
Liquidity position	Position of cash and cash equivalents, adding credit revolving facility.
Margin	Calculated as a percentage of Net revenue.
Net cash/net debt	Long-term debt plus short-term debt, excluding lease liabilities, earn-out obligations and non-controlling interest buy-out obligations, minus cash and cash equivalents and amounts outstanding on loans to Vivendi
Net revenue	Equal to revenues in accordance with IFRS 15 less costs rebilled to customers (consisting of pass-through costs rebilled to customers such as out of pockets costs and other third-party expenses).
Operating cash flow	Net cash provided by operating activities (which includes working capital).
Organic growth	Growth achieved through internal business activities at constant currency and perimeter
Total growth	Growth in net revenue over a specified period (including Organic growth, Scope change and FX change).
Cash conversion	(Operating cash-flow – capex)/Operating cash-flow.

Photo credits

Edito: Stéphane Sby Balmy **• Campaigns of the Year:** Adidas, The Female Field, Havas Middle East ; Ahmed Raslan - Burger King x KFC, The Collab of the Century, Buzzman and Havas Paris ; Jeff Boes – Citroën, The Revolution, BETC; Uwe Duettmann – Canal +, 40th anniversary, BETC - EDF, The Olympic Cauldron, BETC ; Juan Jerez – Evian, The Mountain of Youth, BETC ; Dario Catellani – Finish, Ultimate Challenge, Havas New York - Heinz, Everyday Heroes, BETC ; Emma Ledoyen – JBL, Made To Be Heard, Havas London - KIA, EV3 Launch, Sweden, Havas Media – LVMH, Paris, Here we go! Havas Play ; Louis De Caunes – Michelin, On The Road and Beyond, BETC; AFS Sean Furlonger – Norauto, Actions For Tomorrow, BETC and Havas Media ; Pascal Boudet – PNC Bank, Brilliantly Boring, Arnold Worldwide – Paris 2024, Olympic Games, W Conran Design – Progressive Insurance, Parentamorphosis, Arnold Worldwide ; Misha Gravenor – PUMA, Forever, Faster. See the Game like we do, Havas International – Royal Canin, Augmented Pet Owners Experience, Ekino – Sanofi Cup, Shortcut Events; Bambasi Prod and E.Fohlen – Telefónica, 100 years of Telefónica, Havas Media – TIM Brasil, The Power of 5G, Right at your fingertips, BETC Havas – Viiv Healthcare, Luuk, Havas Health and Havas Now – Vueling, French Rugby Federation sponsorship, Havas International Spain and Havas Play France. **• History:** Charles Havas: Archives Havas – Havas Agency: Archives Havas – Converged: Havas - Public Listing: Charlène Yves **• Illustration:** Freepik. **• CSR:** The True ID Card, NYX Professional Makeup, L'Oréal Group, Buzzman – JBL, Guide Play, BLKJ Havas – Santander Bank, The Gender Discount, BETC Havas São Paulo – The Donation Map, UNITED24, Havas Play. **• Milestones:** Ledger Bennett Acquisition : Havas – BETC first creative agency : Yannick Labrousse For Les Echos Week-End – Wilderness Acquisition : Havas –Ted Consulting Acquisition: Havas – Liquid Acquisition: Havas – Havas Café: Stéphane Sby Balmy – Launch of Converged: Stéphane Sby Balmy – Lion of St Mark: Havas – Hotglue Acquisition: Havas – Olympics Games: W Conran Design – DMPG Acqusition: Joshua Oduse – Capital Markets Day (3 pictures): Joshua Bratt – Public Listing: Charlène Yves.

Design and production: HAVAS Paris

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