

HAVAS

AGENDA AND EXPLANATORY NOTES
ANNUAL GENERAL MEETING
OF 13 MAY, 2026

AGENDA

Agenda for the Annual General Meeting (**AGM**) of Havas N.V. (**Company**) to be held on Wednesday 13 May 2026, at 9:00 am CEST at Pulitzer Hotel, Prinsengracht 323, 1016 GZ Amsterdam, the Netherlands.

The AGM can be attended either in person in accordance with the procedure as set out in the convocation notice or virtually via a live video webcast which will be made available on the Company's corporate website www.havas.com.

1. OPENING

2. ANNUAL REPORT 2025

- (a) Report of the Board of Directors of the Company for the financial year 2025 (*discussion item*)
- (b) Implementation of the updated Dutch Corporate Governance Code of 20 March 2025 (*discussion item*)
- (c) Remuneration Report 2025 (*advisory voting item*)
- (d) Adoption of the 2025 Financial Statements (*voting item*)

3. DISTRIBUTION OF DIVIDEND

- (a) Reserve and dividend policy (*discussion item*)
- (b) Determination and distribution of dividend (*voting item*)

4. GRANTING OF DISCHARGE TO THE DIRECTORS OF THE COMPANY IN RESPECT OF THE PERFORMANCE OF THEIR DUTIES DURING THE FINANCIAL YEAR 2025 (**VOTING ITEM**)

5. EXTERNAL AUDITOR

- (a) Re-appointment of external auditor (*voting item*)
- (b) Appointment of the Corporate Sustainability Reporting Directive (ESG) assurance provider (expert) (*voting item*)

6. REPURCHASE AND CANCELLATION OF SHARES

- (a) Authorization of the Board of Directors to acquire fully paid-up shares in the Company's own share capital (*voting item*)
- (b) Cancellation of shares held or acquired by the Company (*voting item*)

7. ANY OTHER BUSINESS

8. CLOSING

EXPLANATORY NOTES TO THE AGENDA

1. OPENING

The AGM will be opened by the chairperson of the meeting.

2. ANNUAL REPORT 2025

Item 2a: Report of the Board of Directors of the Company for the financial year 2025 (discussion item)

The Board of Directors of the Company will give a presentation on the directors' report and on the performance and activities of the Company during the financial year 2025, as described in the Annual Report 2025.

The director's report as prepared by the Board of Directors of the Company is contained in the Annual Report 2025, which has been published on the Company's corporate website www.havas.com.

Item 2b: Implementation of the updated Dutch Corporate Governance Code of 20 March 2025 (discussion item)

In accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the corporate governance structure of the Company and compliance with the updated Dutch Corporate Governance Code, which entered into force as of the financial year starting on or after 1 January 2025, will be discussed in broad terms.

For further details please refer to the Corporate Governance Statement as included in the Annual Report 2025, which has been published on the Company's corporate website www.havas.com. The Corporate Governance Statement is included in Chapter 4 of the Annual Report 2025.

Item 2c: Remuneration Report 2025 (advisory voting item)

The Remuneration Report outlines the implementation of the remuneration policy for the executive and non-executive directors of the Company in 2025 and explains how the outcome of the advisory vote from the previous annual general meeting of the year 2025 has been taken into account. The Remuneration Report for the financial year 2025 will be submitted to the AGM and it is proposed to cast a favourable advisory vote in respect of the Remuneration Report 2025.

For further details please refer to the Annual Report 2025, which has been published on the Company's corporate website www.havas.com. The Remuneration Report 2025 is included in Chapter 4 of the Annual Report 2025.

Item 2d: Adoption of the 2025 Financial Statements (voting item)

It is proposed to adopt the 2025 Financial Statements of the Company as included in Chapter 6 of the Annual Report 2025, which has been published on the Company's corporate website www.havas.com.

The 2025 Financial Statements have been audited by Deloitte Accountants B.V., which have issued an unqualified auditor's opinion in respect hereof.

3. DISTRIBUTION OF DIVIDEND

Item 3a: Reserve and dividend policy (*discussion item*)

The Board of Directors of the Company will explain the reserve and dividend policy of the Company, as outlined in the Annual Report 2025.

The adopted dividend policy of the Company seeks to be consistent with the growth and cash generating profile of the Company, while maintaining its ability to finance its development, subject to any needs that may arise. The Company targets 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 the net income, Group share, for the relevant financial year.

Item 3b: Determination and distribution of dividend (*voting item*)

It is proposed, in relation to the financial year 2025, to distribute as dividend an amount in cash equal to EUR 0.80 for each ordinary share in the capital of the Company (each an **Ordinary Share**).

The relevant dates for the payment of the distribution are expected to be as follows:

- Ex-dividend date: 15 May 2026.
- Record date: 18 May 2026.
- Dividend payment date: 21 May 2026.

4. GRANTING OF DISCHARGE TO THE DIRECTORS OF THE COMPANY IN RESPECT OF THE PERFORMANCE OF THEIR DUTIES DURING THE FINANCIAL YEAR 2025 (*VOTING ITEM*)

It is proposed to discharge the directors of the Company in office in 2025 from all liability in respect of the performance of their duties during the financial year 2025.

5. EXTERNAL AUDITOR

Item 5a: Re-appointment of external auditor (*voting item*)

It is proposed to re-appoint Deloitte Accountants B.V. as external auditor of the Company for the financial year 2026.

Deloitte Accountants B.V. was appointed as the Company's external auditor at the AGM held on 28 May 2025, for the financial year 2025. The proposal to re-appoint Deloitte Accountants B.V. for a one-year term, corresponding to the financial year 2026, follows the recommendation of the Company's Audit & Sustainability Committee, in view of the positive start of the working relationship with Deloitte Accountants B.V. and to provide for continuity in the external audit processes.

Item 5b: Appointment of the Corporate Sustainability Reporting Directive (ESG) assurance provider (expert) (voting item)

Pending the implementation of the Corporate Sustainability Reporting Directive (**CSRD**) into Dutch law, the Company anticipates becoming subject to mandatory sustainability reporting and related assurance requirements. Under the current Dutch draft CSRD implementation legislation, the limited assurance engagement with respect to sustainability reporting will, in the future, need to be granted separately from the appointment of the external auditor for financial reporting purposes.

In anticipation of the implementation of the CSRD into Dutch law, it is proposed to appoint Deloitte Accountants B.V. as the provider of the limited assurance engagement in respect of the Company's sustainability reporting for the financial year 2026, such appointment to take effect only if and when the relevant CSRD legislation enters into force.

6. REPURCHASE AND CANCELLATION OF SHARES

Item 6a: Authorization of the Board of Directors to acquire fully paid-up shares in the Company's own share capital (voting item)

In order to implement share buybacks and have further flexibility to return capital to shareholders, it is proposed to re-authorize the Board of Directors for a period of eighteen (18) months from the date of the AGM to acquire, in the name of the Company, Ordinary Shares representing up to ten per cent. (10%) of the Company's issued share capital as at the date of the AGM and against a price (excluding expenses) ranging from the nominal value of the Ordinary Shares (at the time of the acquisition) up to hundred ten per cent. (110%) of the market price for the Ordinary Shares on Euronext Amsterdam.

The market price is defined as (i) the price of the Ordinary Shares on Euronext Amsterdam at the time of repurchase, (ii) the closing price of the Ordinary Shares on Euronext Amsterdam on the trading day prior to the date of repurchase or (iii) the arithmetic average of the daily VWAP (volume-weighted average price) of the Ordinary Shares on Euronext Amsterdam over a period of at least two trading days, as the Board of Directors may decide.

Any determination of any foreign exchange rate, where applicable, will be based on the information as provided by a source as selected by the Board of Directors.

Ordinary Shares may be acquired in one or more transactions and by any means, including by means of acquisitions on a market (regulated or otherwise), on a Multilateral Trading Facility (MTF), via a systematic internalizer or over the counter, in particular by the acquisition of blocks of shares through self-tender offer, accelerated repurchase arrangements or privately negotiated purchases, or by recourse to financial derivatives and warrants, in accordance with current legislation.

If this authorization is approved, it will supersede any prior authorization for the acquisition of Ordinary Shares granted by a shareholders' meeting of the Company.

EXPLANATORY NOTES TO THE AGENDA

This authorization may be used for any purpose, including but not limited to the implementation of one or several share buyback programs (as mentioned above), short- or long- term incentive for management or funding of acquisitions. Ordinary Shares acquired by the Company pursuant to this authorization may be resold in one or more transactions and by any means.

Item 6b: Cancellation of shares held or acquired by the Company (*voting item*)

It is proposed to cancel any or all Ordinary Shares held or repurchased by the Company acquired under the authorization referred to under agenda item 6a above. This cancellation may be executed in one or more tranches.

The number of Ordinary Shares that will be cancelled (whether or not in tranches) shall be determined by the Board of Directors but shall in aggregate not exceed 10 percent (10%) of the issued share capital at the date of the AGM.

Pursuant to the relevant statutory provisions, a cancellation may not be effectuated until two months after the resolution to cancel shares has been adopted and publicly announced (this will apply to any tranche of Ordinary Shares to be cancelled under this authorization).

7. ANY OTHER BUSINESS

8. CLOSING

EXPLANATORY NOTES TO THE AGENDA

THE AGM WILL BE CONDUCTED IN ENGLISH.

Record Date

Shareholders (which for the purposes of this notice also include holders of rights of usufruct and pledgees with voting rights) are entitled to attend and exercise their voting rights at the AGM if they (i) are registered as such in one of the registers designated by the Company on Wednesday 15 April 2026 at 5:30 pm CEST, after the processing of all entries and deletions on that date (**Record Date**) and (ii) have registered for the AGM in accordance with the procedure as set out below under “Registration, attendance and voting”.

For shareholders, other than those holding so-called direct registered shares, the designated registers are the administrations of the intermediaries within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) identifying the shareholders on the Record Date. For shareholders holding so-called direct registered shares, the designated registers are the shareholders registers of the Company which are administered by Uptevia in its capacity as registrar identifying the shareholders holding so-called direct registered shares on the Record Date. Uptevia will inform these shareholders on the AGM and the way to exercise their voting rights.

Changes in shareholdings after the Record Date have no further influence as far as entitlement to vote is concerned.

REGISTRATION, ATTENDANCE AND VOTING

Registration

Shareholders holding their shares through their financial intermediary (i.e. the public) who wish to attend the AGM, provide instructions or grant a power of attorney to vote on their behalf, must complete the form (voting form / attendance card request) provided for this purpose by their financial intermediary or by Havas Securities Department – Uptevia. Shareholders should be aware that these documents must be received, no later than on Friday 8 May 2026 at 5:30 pm CEST by their financial intermediary for receipt no later than on Saturday 9 May 2026 at 1:30 pm CEST by Uptevia, Assemblées Générales, 90-110 Esplanade du Général de Gaulle 92931 Paris-La Défense Cedex, France. The financial intermediary should deliver to the shareholder a certificate of holding containing: name and city of residence of the shareholder; number of shares; name and city of residence of the attendee (if different from the shareholder) (**Registration Certificate**) and declaration that the shares were in custody with the Euroclear France-admitted institution on the Record Date. This Registration Certificate will serve as the admission certificate for the AGM for the respective shareholder.

PROXY VOTING

(a) Voting by proxy to a third party

Notwithstanding the requirement to notify the Company in accordance with the procedure as set out above under "Registration", shareholders can also give a proxy to a third party to exercise their voting rights on their behalf at the AGM. The proxy may be given via their financial intermediary, in which case it must be received by no later than Friday 8 May 2026 at 5:30 pm CEST, for receipt no later than on Saturday 9 May 2026 at 1:30 pm CEST by Uptevia, Assemblées Générales, 90-110 Esplanade du Général de Gaulle 92931 Paris-La Défense Cedex, France.

(b) Voting by proxy to an independent third party

Notwithstanding the requirement to notify the Company in accordance with the procedure as set out above under "Registration", shareholders can also give a proxy to Mr. M.P. van Agt, civil law notary in Amsterdam (or his substitute, a deputy civil law notary at Loyens & Loeff N.V.) to exercise their voting rights on their behalf at the AGM. The proxy may be given via their financial intermediary, in which case it must be received by no later than Friday 8 May 2026 at 5:30 pm CEST, for receipt no later than on Saturday 9 May 2026 by Uptevia at 1:30 pm CEST, Assemblées Générales, 90-110 Esplanade du Général de Gaulle 92931 Paris-La Défense Cedex, France.

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