

FINAL

Minutes of the annual general meeting of shareholders of Havas N.V.

Held on May 13, 2026

The Annual General Meeting of shareholders of Havas N.V. (the **Company** or **Havas**) held on Wednesday 13 May 2026 at 09:00 a.m. CEST at Pulitzer Hotel, Prinsengracht 323, 1016 GZ Amsterdam, the Netherlands (the **AGM 2026**) was chaired by Mr. Yannick Bolloré, Chairman & CEO of the Company (the **Chairman**) and co-chaired by Mr. Arnaud de Puyfontaine, Chair of the Board of the Company (the **Co-Chairman**)

Agenda item 1. Opening

The Chairman opened the AGM 2026 and welcomed all attendees, including the largest shareholders of the Company, Bolloré S.E., Compagnie de l'Etoile des Mers and Compagnie de l'Odet.

The Chairman noted that the AGM 2026 was of particular significance, as it marked the first annual general meeting following a full financial year as a listed company after the Company's listing in December 2024.

Furthermore, the Chairman introduced Mr. François Laroze, Chief Financial Officer and Chief Operating Officer of the Havas group, and Mr. Michel van Agt, civil law notary at Loyens & Loeff N.V., who supervised the voting process and acted as secretary of the AGM 2026. Also present was Mr. Barry Beemer, representing Deloitte Accountants B.V., the external auditor of the Company, who would comment on the audit opinion relating to the financial statements for the financial year 2025.

The Co-Chairman subsequently explained certain practical matters regarding the conduct of the AGM 2026, including the procedure for attendance and voting. It was noted that the meeting was held physically and could also be followed via a live webcast made available on the Company's website. Furthermore, it was noted that shareholders had been given the opportunity to submit voting instructions through their financial intermediary or by granting a proxy, including to Mr. Michel van Agt. The Co-Chairman confirmed that no written questions had been received prior to the AGM 2026.

In accordance with the Dutch Corporate Governance Code, it was noted that the draft minutes of the meeting will be published on the Company's website within three months after the AGM 2026, after which shareholders will have the opportunity to respond. The Co-Chairman declared that all formalities required by Dutch law and the Company's articles of association for convening the AGM 2026 had been complied with and that valid resolutions could therefore be passed on all agenda items. It was further noted that the record date for the AGM 2026 was 15 April 2026.

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

The Co-Chairman gave the floor to the Chairman, who presented the performance of Havas during the financial year 2025 and the Company's ambitions and outlook for the coming years.

The Chairman emphasized that 2025 was a significant year for the Company, as it represented the first full year following its listing in December 2024, marking an important milestone in its development as a public company.

The Chairman reported that Havas delivered solid financial performance during 2025. Net revenue reached approximately EUR 2.8 billion, with organic growth of 3.1%, slightly exceeding initial guidance. Adjusted EBIT amounted to EUR 358 million, with a margin of 12.9%, representing an improvement compared to the previous year. Net income group share increased by approximately 9%, and operating cash flow grew significantly, reflecting both the quality of earnings and disciplined execution.

The Chairman noted that these results were achieved in a changing and challenging environment, characterized by increased consolidation within the industry, ongoing market volatility and the rapid development and integration of artificial intelligence. In this context, it was highlighted that Havas is positioned as a stable, coherent and agile organisation, enabling it to act as a strong challenger within the industry.

The Chairman further outlined the key strengths underpinning the Company's performance. In particular, it was noted that clients remain at the center of the Company's business model, with a continued focus on building long-term relationships and developing key accounts. Furthermore, talent was identified as the Company's most important asset, with ongoing investments in attracting, developing and retaining highly qualified employees.

In addition, the Chairman emphasized the continued relevance of the Company's integrated operating model, including the Havas Villages, which was developed to better serve client needs and has proven to be a competitive advantage. Further investments in data, technology and artificial intelligence were highlighted, including long-term investment programs and the development of proprietary tools and platforms supporting the Company's operations.

The Chairman also noted that creativity remains a core driver of value creation for the Company and continues to play a central role in delivering growth for clients, notwithstanding the increasing role of technology. With respect to sustainability, the Chairman reported that the Company's efforts have been recognised externally, including through ESG ratings and inclusion in sustainability indices, reflecting the Company's continued focus on environmental, social and governance matters.

Furthermore, the Chairman addressed the Company's strategy, including its disciplined and targeted approach to mergers and acquisitions. It was noted that the Company completed multiple acquisitions during 2025 and continued this momentum in early 2026, thereby strengthening its position in key markets and high-growth segments. Looking ahead, the Chairman confirmed that the Company remains focused on delivering continued growth and profitability in 2026, supported by its strategic positioning and continued investments.

The Chairman then gave the floor to Mr. François Laroze, Chief Financial Officer and Chief Operating Officer of the Group, who provided further details on the financial performance of the Company. Mr. François Laroze reported that total revenue amounted to approximately EUR 2.8 billion for the financial year 2025, with contributions from all regions. Strong performance was observed in North America, with positive contributions from Europe, Asia-Pacific and Latin America.

Mr. François Laroze further elaborated on the Company's profitability, noting that staff costs increased at a lower pace than revenues, resulting in an improvement of the compensation ratio. In addition, operating expenses were managed efficiently, contributing to the increase in adjusted EBIT and margin. The net result group share increased from EUR 173 million in 2024 to EUR 189 million in 2025, representing an increase of approximately 9.2%. Furthermore, the Company reported a strong cash flow performance, resulting in a positive net cash position of approximately EUR 207 million at year-end.

Mr. François Laroze also provided further details on capital allocation, including investments in capital expenditures and acquisitions, tax payments and returns to shareholders through dividends and share buybacks. With respect to the outlook, Mr. François Laroze confirmed that the Company expects organic growth between 2% and 3% for 2026, as well as a further improvement of the adjusted EBIT margin. The Company reiterated its target dividend payout ratio of approximately 40% of net income group share. In

addition, mid-term guidance towards 2028 was confirmed. The Co-Chairman thanked the Chairman and Mr. François Laroze for their presentations.

Before proceeding to the next agenda item, the Co-Chairman gave the floor to Mr. Michel van Agt, civil law notary, to inform the meeting on the number of shareholders present or represented and the number of votes that could be cast.

Mr. Michel van Agt confirmed that, based on the attendance list, five shareholders were present or represented at the meeting. Prior to the meeting, 2,647 shareholders had issued voting instructions, resulting in a total of 2,652 shareholders representing 65,502,656 shares being able to vote at the meeting, representing 66.04% of the issued share capital of the Company.

The Co-Chairman thanked Mr. Michel van Agt for these confirmations and proposed to proceed to the next agenda item.

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

The Co-Chairman proceeded with agenda item 2b concerning the implementation of the updated Dutch Corporate Governance Code of 20 March 2025. It was noted that, in accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the corporate governance structure of the Company and its compliance with the updated Corporate Governance Code, which entered into force for financial years starting on or after 1 January 2025, were discussed.

For further details, reference was made to the Corporate Governance Statement included in the Annual Report 2025, which had been published on the Company's website. The Co-Chairman noted that this agenda item was submitted for discussion only.

Agenda item 2c. Remuneration Report 2025 (advisory voting item)

The Co-Chairman introduced agenda item 2c concerning the remuneration report of the Company for the financial year 2025. It was noted that the remuneration report was prepared in accordance with Dutch law and included in the Annual Report 2025. The report provides an overview of the remuneration of the members of the Board of Directors and explains how the remuneration policy was implemented during the financial year 2025.

The Co-Chairman further noted that the remuneration report reflects the application of the remuneration policy adopted in 2024 and confirms that the remuneration of both executive and non-executive directors was in line with this policy. No amendments to the remuneration policy were proposed. It was noted that the Company will continue to monitor developments in the market to ensure that its remuneration policy remains appropriate and competitive.

In accordance with applicable Dutch law, the remuneration report 2025 was submitted to the AGM 2026 for an advisory vote.

Agenda item 2d. Adoption of the 2025 Financial Statements (voting item)

The Co-Chairman proceeded with agenda item 2d concerning the adoption of the financial statements of the Company for the financial year 2025. It was noted that the financial statements 2025 are included in the Annual Report 2025, which has been published on the Company's website. The Co-Chairman confirmed that the financial statements for the financial year 2025 were audited by Deloitte Accountants B.V., which issued an unqualified auditor's opinion.

The Co-Chairman then gave the floor to Mr. Barry Beemer, representing Deloitte Accountants B.V., who provided further details on the audit performed in respect of the financial year 2025.

Mr. Barry Beemer confirmed that Deloitte issued an unqualified auditor's opinion dated 31 March 2026. He noted that the audit process had been completed earlier than in the previous year, reflecting the efficiency and quality of the Company's finance function. Mr. Barry Beemer further explained the audit approach, noting that materiality was determined based on profit before tax and amounted to EUR 15 million at group level, with lower materiality thresholds applied at component level based on risk and size.

In view of the Company's global footprint, the audit included the involvement of multiple components worldwide, with particular focus on key jurisdictions such as France, the United States, the United Kingdom and Spain.

With respect to internal controls, Mr. Barry Beemer confirmed that the audit included an assessment of relevant internal controls, including IT-related controls and cybersecurity aspects. No significant findings were identified in this regard.

Mr. Barry Beemer further addressed the key audit matters, noting that goodwill remained the primary key audit matter, given its significance on the balance sheet and the level of judgment involved. Based on the audit procedures performed, including the involvement of valuation specialists, Deloitte concurred with management's assessment that no impairment was required.

In addition, Mr. Barry Beemer confirmed that no significant findings arose in relation to compliance with laws and regulations or going concern considerations.

With respect to fraud, Mr. Barry Beemer explained that specific audit procedures had been performed to assess fraud risks, including the analysis of journal entries, management estimates and unusual transactions. He confirmed that no material fraud had been identified within the Company.

The Co-Chairman thanked Mr. Barry Beemer for his presentation and contribution.

Agenda item 3a. Reserve and dividend policy (discussion item)

The Co-Chairman proceeded with agenda item 3a concerning the reserve and dividend policy of the Company.

It was noted that information regarding the reserve and dividend policy had been included in the agenda and in the Annual Report 2025. The Co-Chairman explained that the dividend policy of the Company seeks to be consistent with the Company's growth and cash-generating profile, while maintaining sufficient flexibility to finance its development where necessary.

The Company aims to provide its shareholders with a regular return on capital through an annual dividend, which is expected to represent approximately 40% of the net income group share for the relevant financial year.

The Co-Chairman noted that this agenda item was submitted for discussion only.

Agenda item 3b. Determination and distribution of dividend (voting item)

The Co-Chairman proceeded with agenda item 3b concerning the determination and distribution of the dividend in respect of the financial year 2025.

It was proposed to distribute a cash dividend of EUR 0.80 per ordinary share in the capital of the Company.

It was noted that the aggregate amount of the proposed dividend would depend on the number of outstanding ordinary shares on the ex-dividend date, excluding any treasury shares held at that date.

The relevant dates for the dividend distribution were confirmed as follows:

- ex-dividend date: 15 May 2026;
- record date: 18 May 2026; and
- payment date: 21 May 2026.

Agenda 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)

The Co-Chairman proceeded with agenda item 4 concerning the proposal to grant discharge to the directors of the Company in respect of the performance of their duties during the financial year 2025.

It was proposed to discharge the directors who were in office during the financial year 2025 from all liability in respect of the performance of their duties during that financial year.

Agenda item 5a. Re-appointment of external auditor (voting item)

The Co-Chairman proceeded with agenda item 5a concerning the re-appointment of the external auditor of the Company.

It was proposed to re-appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial year 2026 for a one-year term. The proposal followed the recommendation of the Company's Audit and Sustainability Committee, taking into account the positive development of the working relationship and the importance of continuity in the audit process.

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

The Co-Chairman proceeded with agenda item 5b concerning the appointment of the Corporate Sustainability Reporting Directive (CSRD) assurance provider.

It was 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.

It was noted that this appointment would take effect only if and when the relevant CSRD legislation enters into force.

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

The Co-Chairman proceeded with agenda item 6a concerning the authorization of the Board of Directors to acquire fully paid-up shares in the Company's own share capital.

It was proposed to authorize the Board of Directors, for a period of eighteen (18) months from the date of the AGM 2026, to acquire ordinary shares in the capital of the Company representing up to 10% of the Company's issued share capital as at the date of the AGM 2026.

The Co-Chairman noted that the proposed authorization is granted in accordance with Dutch law and may be used for various purposes, including the implementation of share buyback programs, management incentive plans or the funding of acquisitions.

It was further noted that, if adopted, this authorization would replace any prior authorization granted by the general meeting of the Company.

Agenda item 6b. Cancellation of shares held or acquired by the Company (voting item).

The Co-Chairman proceeded with agenda item 6b concerning the cancellation of shares held or acquired by the Company.

It was proposed to cancel any or all ordinary shares in the capital of the Company held or repurchased by the Company as at the date of the AGM 2026.

It was noted that such cancellation may be executed in one or more tranches and that the number of shares to be cancelled shall be determined by the Board of Directors, provided that the total number of shares cancelled shall not exceed 10% of the issued share capital of the Company as at the date of the AGM 2026.

Voting

The Co-Chairman noted that all agenda items had been presented and that the meeting would proceed to the voting.

The Co-Chairman explained the voting procedure and the use of the electronic voting devices provided to the shareholders attending the meeting. Each agenda item was submitted for voting separately.

The voting then took place on an item-by-item basis and all resolutions on the agenda were adopted. The results per agenda item are as follows:

Agenda item 2c. Remuneration Report 2025	
For	7,899,765
Against	57,596,146
Abstention	6,745
Not voted	33,678,493

Agenda item 2d. Adoption of the 2025 Financial Statements	
For	65,333,789
Against	165,402
Abstention	3,465
Not voted	33,678,493

Agenda item 3b. Determination and distribution of dividend	
For	65,334,978
Against	164,055
Abstention	3,623
Not voted	33,678,493

Agenda item 4. Granting of discharge to the directors of the Company in respect of the performance of their duties during the financial year 2025	
For	64,361,720
Against	930,907
Abstention	210,029
Not voted	33,678,493

Agenda item 5a. Re-appointment of external auditor	
For	65,329,194
Against	169,943
Abstention	3,519
Not voted	33,678,493

Agenda item 5b. Appointment of the Corporate Sustainability Reporting Directive (ESG) assurance provider (expert)	
For	61,583,798
Against	3,915,332
Abstention	3,526
Not voted	33,678,493

Agenda item 6a. Authorization of the Board of Directors to acquire fully paid-up shares in the Company's own share capital	
For	65,327,603
Against	171,529
Abstention	3,524
Not voted	33,678,493

Agenda item 6b. Cancellation of shares held or acquired by the Company	
For	65,333,303
Against	166,729
Abstention	2,624
Not voted	33,678,493

Agenda item 7. Any other business

The Co-Chairman proceeded with agenda item 7 and noted that no further matters were raised.

Agenda item 8. Closing

The Co-Chairman handed the floor back to the Chairman.

The Chairman thanked all shareholders for their attendance and participation at the AGM 2026. He noted that 2025 had been a defining year for the Company and expressed confidence in the Company's continued development.

The Chairman formally closed the AGM 2026 at 9:42 a.m. CEST.