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A French *société anonyme* (joint stock company)  
Share Capital: 101,724,744 euros  
Registered office: 133, avenue des Champs-Élysées, 75008 Paris, France  
Paris Trade and Companies Register no. 542 080 601

**BOARD OF DIRECTORS**

**INTERNAL RULES AND REGULATIONS**

Updated as of July 17, 2024

## **PREAMBLE**

By these Internal Rules and Regulations, the Board of Directors of Publicis Groupe S.A. intends to complete and clarify the provisions of Subtitle I of the Company's Articles of Association entitled "BOARD OF DIRECTORS" of Title III.

These Internal Rules and Regulations establish the principles governing the functioning of the Board of Directors and the ethical rules that apply to Directors and Executive Management and describe its relations with Executive Management and the various Committees. The Internal Rules and Regulations are a purely internal document and do not bind third parties.

The Board of Directors is composed of at least three and up to eighteen members. Directors are appointed by the Ordinary General Shareholders' Meeting, on the recommendation of the Board of Directors and after consultation with the Nominating Committee.

The Board of Directors ensures, in its proposals, that its composition and that of its Committees are adapted to the Company's needs in terms of the skills, diversity (representation of women and men, nationalities, age, qualifications and professional experience) and experience required to perform their duties, in accordance with the Afep-Medef Code.

With the support of the Nominating Committee, the Board of Directors assesses each Director's individual performance and membership requirements to ensure that they remain aligned with the company's strategies and operational needs.

## **TITLE ONE**

### **FUNCTIONING OF THE BOARD OF DIRECTORS**

#### **Section 1**

##### Legal and statutory obligations of Directors

Before accepting his/her appointment, each Director must ensure that he/she is aware of the general and specific obligations that pertain to his/her position. In particular, he/she must be cognizant of applicable regulatory and statutory provisions, the Company's Articles of Association and these Internal Rules and Regulations, all of whose provisions are binding on him/her.

All Directors must comply with the laws and regulations that govern the position of Director of a *société anonyme* and, in particular, the rules with respect to:

- the definition of the powers of the Board of Directors;
- holding multiple offices;

- agreements entered into, directly or through an intermediary, between the Company and the Director or a company of which he/she is a director, a supervisory board member, a person with management responsibilities or a shareholder with unlimited liability;
- holding and using privileged information;
- reporting transactions involving the Company's shares or financial instruments relating to the Company's shares;
- the obligation to hold the Company's shares in registered form and to deposit them with a custodian;
- the periods during which they must refrain from trading in the Company's shares.

Each Director must hold in his/her own name, during his/her entire term of office, the minimum number of shares in the Company required by Article 10 V of the Company's Articles of Association, with the exception of Directors representing the employees pursuant to Article L. 225-25 paragraph 3 of the French Commercial Code.

The term of office of Director representing the employees shall begin at the date of appointment and end upon expiry of their term, which is in principle four years. This term of office is renewable. The term of office may be terminated by anticipation under the conditions set forth by law, in particular in the event of termination of the Director's employment contract. Furthermore, should the conditions stipulated in Article L. 225-27-1 of the French Commercial Code cease to be fulfilled, the term of office of the Director representing employees shall end after the meeting during which the Board of Directors notes that it is no longer within the scope of this obligation.

All Non-Voting Directors appointed by the Annual General Shareholders' Meeting in accordance with Article 14 of the Company's Articles of Association are subject to the same obligations as Directors under these Internal Rules.

### **Section 1-1**

#### Independence and Conflicts of Interest

**I** - Directors must perform their duties independently from each other and independently from any interests other than the Company's corporate interests.

Accordingly, Directors undertake to maintain their capacity to analyze, judge, decide and act independently and to resist all pressure, whether direct or indirect or internal or external to the Company, that may be exercised against them and, more broadly, not to seek or accept from the Company or its direct and/or indirect subsidiaries, or from any third party, any benefits that may be considered as compromising their independence.

**II** - Each Director undertakes to inform the Chairman of the Board and the Lead Director, who will inform the Board of Directors, as soon as possible of any actual or potential conflict of interest in which he or she may be directly or indirectly involved. The Board of Directors may decide whether or not a conflict of interest exists.

Where a conflict of interest arises, the Director(s) concerned must:

- refrain from attending the debate and taking part in the vote of the decision in connection with the matter at issue;

- refrain from requesting or providing any type of document or information in relation with the matter at issue;
- if necessary, in the event of a permanent conflict of interest that cannot be resolved, resign from his/her position.

Similarly, in the event of a conflict of interest, even a potential one, in which the Honorary Chairman may be directly or indirectly involved, he or she must also refrain from attending and taking part in the debates on the relevant deliberation, and from requesting or communicating any document or information in any form whatsoever relating to the subject in question.

**III** - The number of independent Directors must be at least 50% of those in office.

Directors representing the employees are not taken into account to determine the percentage of independent Directors compared to the number of Directors in office.

The independence of Directors is assessed in the light of the criteria set out in the Afep-Medef Code.

Directors representing major shareholders of the Company may be considered independent, provided these shareholders do not take part in the control of the Company. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board of Directors, upon a report from the Nominating Committee, should systematically review the qualification of a director as independent in the light of the make-up of the Company's share capital and the existence of a potential conflict of interest.

The Board of Directors, acting on a proposal from the Nominating Committee, may deem, and give reasons for its decision, that, although a Director fulfills the independence criteria, he/she should not be classified as independent due to his/her specific situation or the specific situation of the Company, its shareholder structure, or any other reason. Conversely, the Board of Directors, acting on a proposal from the Nominating Committee, may deem, and give reasons for its decision, that a Director who does not fulfill these criteria is nevertheless independent.

Each Director who is classified as independent must immediately inform the Chair if he/she becomes aware of any change in his/her personal situation in relation with these criteria.

### **Section 1-2**

#### Information – Confidentiality – Inside information

**I** - The Executive Management provides Directors, in a timely manner, with all documents and information necessary for them to perform their duties.

The Board of Directors may, at any time, carry out any checks and controls it deems appropriate. Each Director may request any documents he or she deems useful for the performance of his or her duties. In particular, he/she must ask the Chairman or the Chief Executive Officer for any information he/she deems useful for dealing with items on the Board of Directors' agenda, within the appropriate timeframe.

The Chief Executive Officer keeps the Board of Directors regularly informed of the financial and cash positions and the commitments of the Company and the Group, in accordance with the provisions of the law, the Articles of Association and these Internal Rules.

The Board of Directors is informed about market developments, the competitive environment and the most important aspects facing the company, including in the area of social and environmental responsibility, as well as climate, sports and cultural issues.

The Board of Directors ensures the implementation of a mechanism to prevent and detect corruption and influence peddling. The Board of Directors also ensures that the Chief Executive Officer implements a policy of non-discrimination and diversity on the governing bodies. The Chief Executive Officer provides it with all the information needed for this purpose.

Outside meetings of the Board of Directors, the Chief Executive Officer provides Directors with all necessary information about the Company and the Groupe if justified by the importance or urgent nature of the information.

The Board of Directors may meet with the Groupe's main senior managers after informing the Chief Executive Officer or the Chairman and Chief Executive Officer in advance. The Chairman, the Chief Executive Officer or the Chairman and Chief Executive Officer will ensure that the Groupe's key executives present their activities to the Board of Directors at least once a year. This meeting may take place without the presence of the Chief Executive Officer if the Board of Directors deems it necessary, in the event that the functions of Chairman and Chief Executive Officer are not held concurrently.

An induction program is in place for each new Administrator.

Each year, the Board of Directors, with the support of the Nominating Committee, determines training needs and how these needs are to be met. If they deem it necessary, each Director receives supplementary training relating notably to the company's specific features, its businesses, its business sector and its social and environmental responsibility aspects. In addition, in accordance with the law, each Administrator representing employees should be provided with suitable training enabling him/her to perform his/her duties and allocated time to usefully perform his/her duties.

**II** - All information, regardless of its type or form, concerning, in particular, the Company and its direct and/or indirect subsidiaries provided to a Director in the performance of him/her duties is provided to him/her personally.

Accordingly, each Director is personally responsible for confidential information he/she holds and must keep strictly confidential information he/she receives at Board of Directors or Committee meetings or during private meetings he/she attends. Members are bound by an obligation to maintain professional secrecy that goes beyond a mere duty of non-disclosure (*obligation de discrétion*).

If the Board of Directors secretary is not a Director, he/she is subject to the same confidentiality obligations as Directors. The Chair ensures that the secretary is informed of these obligations.

**III** - When Directors are privy to inside information, as defined by stock market regulations, they shall refrain from using or disclosing such information.

Pursuant to article 7 of (EU) regulation No. 596/2014 on market abuse, inside information is information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.

In the event of actual or attempted market abuse, as defined by the aforesaid regulations (insider trading, price manipulation, unlawful disclosure of information), Directors would be liable for sanctions under criminal or administrative law, notably in pursuance of articles L. 465-1 et seq. or L. 621-15 of the French Monetary and Financial Code.

Furthermore, each Director must abide by the statutory regulations and by the Company's Internal Rules and Regulations intended to prevent market abuse ("closed periods" and the obligation to notify to the French financial markets authority (AMF – *Autorité des marchés financiers*) all and any trading relating to the Company's shares or relating to any financial instrument linked to the Company's shares).

## **Section 2**

### Vice-Chairman - Honorary Chairman

**I** - The Board of Directors may elect a Vice-Chairman from among its members, at its discretion for a term determined by the Board of Directors, which may not exceed the term of office of the Director concerned.

The Vice-Chairman chairs Board of Directors meetings in the Chairman's absence, in accordance with Article 11 of the Articles of Association.

**II** - In accordance with Article 11 of the Articles of Association, the Board of Directors may appoint an Honorary Chairman, a natural person and former Chairman of the Board of Directors or Supervisory Board, who may attend Board of Directors and Committee meetings at his or her convenience, in an advisory capacity.

Unless otherwise decided by the Board of Directors, his appointment is for an indefinite period.

The Honorary Chairman is invited to attend Board of Directors meetings under the same conditions and in the same manner as a Director. He receives the same information and documents as Directors and is subject to the same rules of confidentiality and ethics as those applicable to Directors.

### **Section 3** Lead Director

**I** - When the functions of Chief Executive Officer and Chairman of the Board of Directors are combined, the Board of Directors appoints a Lead Director from among the independent Directors, on the recommendation of the Nominating Committee. The Lead Director is appointed for a fixed term by the Board of Directors, which may not exceed his or her term of office as Director. He may be re-elected. The Board of Directors may terminate the appointment at any time. Loss of the status of independent Director automatically terminates the Lead Director's term of office.

**II** - The main role of the Lead Director is to assist the Chairman in ensuring the proper functioning of the Company's corporate governance bodies.

In this capacity, it may be consulted by the Chairman on proposed changes to the composition of the Company's governance bodies, and on the selection process for independent Directors. It is informed by the Chairman of questions raised by shareholders on social, environmental and governance issues, and ensures that they are answered.

He coordinates the work of the independent Directors and acts as liaison between them and Executive Management.

The Lead Director examines situations of conflict of interest and brings to the attention of the Board of Directors any conflicts of interest concerning Directors or the Chairman of the Board of Directors. The Lead Director may chair Executive Sessions.

The performance and remuneration of the Chairman and Executive Management are reviewed once a year at a Board of Directors' meeting. Exceptionally, the Lead Director chairs the discussions relating to the review of the performance and compensation of the Chairman and Executive Management at this meeting.

The Lead Director may supervise the Board of Directors' evaluation process, as described in Article 6 of these Internal Rules and Regulations.

The Lead Director reports to the Board of Directors once a year on the performance of his duties.

The Lead Director may request the assistance of the Board Secretariat in the performance of his duties.

### **Section 4** Responsibilities of the Managing Director and of the Board of Directors

The Board of Directors determines the orientations of the Company's business and oversees their implementation, in accordance with its corporate interests, taking into account the social, environmental, cultural and sporting challenges of its activity (Article 12 of the Company's Articles of Association). The Board of Directors deals with all issues relating to the sustainability of the Groupe and its activities.

Subject to the powers expressly attributed to the Annual General Shareholders' Meeting and within the limits of the corporate purpose, the Board of Directors deals with all matters concerning the proper operation of the Company and settles all matters concerning the Company through its deliberations.

In accordance with the law or the Company's Articles of Association and the Afep-Medef Code, the Board of Directors is responsible for:

- determining the manner in which the Company's General Management is to be exercised;
- appointing and dismissing corporate officers and setting their compensation and benefits;
- co-opting Directors, when necessary;
- distributing among its members the Directors' compensation allocated by the Annual General Shareholders' Meeting;
- convening General Shareholders' Meetings;
- approving the parent company and consolidated financial statements;
- deciding on the payment dates for dividends and any interim dividends;
- preparing management reports and reports to the Annual General Shareholders' Meeting;
- preparing the report on corporate governance provided for in Article L. 225-37 of the French Commercial Code;
- deciding on the use of delegations of authority granted by the Annual General Meeting of Shareholders, in particular to increase the Company's capital, buy back treasury shares, carry out employee shareholding transactions and cancel shares;
- granting options or shares with or without performance conditions under the authorizations granted by the Annual General Shareholders' Meeting;
- authorizing the issue of bonds;
- authorizing the issue of sureties, endorsements or guarantees;
- authorizing regulated agreements (agreements governed by articles L. 225-38 et seq. of the French Commercial Code);
- defining the Company's financial communications policy.

The Chief Executive Officer is vested with the broadest powers to act on behalf of the Company in all circumstances. He exercises these powers within the limits of the corporate purpose and subject to the powers granted by law to the Board of Directors and to Shareholders' General Meetings, and in compliance with the Internal Rules of the Board of Directors.

The Chief Executive Officer must obtain the prior authorization of the Board of Directors to carry out the following transactions:

1° any investment or divestment operation envisaged by the Groupe, in particular the acquisition and disposal of assets (including the acquisition and disposal of all or part of equity interests), the subscription to any securities issues, the conclusion of partnerships or the pooling of resources, with a unit value in excess of 300 million euros (including earnout);

2° any real estate acquisition or disposal transaction contemplated by the Company;



3° any financing operation envisaged by the Groupe, regardless of the terms and conditions, involving a unit amount in excess of 5% of the Company's shareholders' equity;

4° all mergers, demergers and asset contributions envisaged by the Groupe for net asset contribution values individually exceeding 5% of the Company's shareholders' equity, excluding any internal restructuring;

5° all transactions and compromises relating to litigation contemplated by the Groupe involving unit amounts in excess of 5% of the Company's shareholders' equity;

6° any significant transaction planned by the Groupe that falls outside the scope of the strategy announced by the Company or is likely to have a material impact on it.

All transactions requiring the prior approval of the Board of Directors are examined by the latter and submitted to its vote.

### **Section 5**

#### Meetings and Information to be provided in advance to the Board of Directors

In accordance with Article 12 of the Company's Articles of Association, the Board of Directors meets as often as necessary pursuant to a notice of meeting given by the Chair or, if the Chair is unavailable, by the Vice-Chair or the Lead Director. The Board of Directors shall have a minimum of five meetings per year. The meetings of the Board of Directors shall take place at the registered office or in any other location indicated in the notice of meeting.

Notice of meetings may be given by any means, including orally. Notices of meetings shall include the meeting's agenda, as well as all documents and information necessary to enable the Directors to act knowingly. The Chairman of the Board of Directors sets the agenda for the meetings. The Lead Director may request that one or more items be added to the agenda. Notices of meetings and, if applicable, the documents included therewith may be translated into English at the request of one or more Directors.

If necessary, at meetings, the Company shall (i) provide a translator for Directors who request one (ii) ensure the discussions are translated into English or the language requested and (iii) provide said Directors with a translation into English of the minutes of the Board of Directors meeting. However, only the French version of minutes is binding. Unless otherwise decided by the Board of Directors, Directors may participate by videoconference or telecommunication within the framework provided by the law and regulations. Directors participating by such means are deemed present for the purposes of calculating quorum and majority.

At the request of the Chairman or the Board of Directors, and unless the latter decides otherwise, the Chief Executive Officer, when the functions of Chairman and Chief Executive Officer are not held concurrently, and, where applicable, the Executive Vice President(s), may attend Board meetings. In addition, at the request of the Chairman or the Board of Directors, the Groupe's main executives, notably the Chief Financial Officer and the Corporate Secretary, may be invited to attend meetings.

Executive Corporate Officers are not invited to attend meetings at which their compensation or performance is reviewed.

In addition, the Board of Directors may meet at least once a year, without the presence of executive Directors (Executive Sessions). In this case, the meeting is convened and chaired by the Lead Director, who is free to set the agenda.

In accordance with Article 15 of the Company's Articles of Association and article L. 225-37 of the French Commercial Code, decisions falling within the specific powers of the Board of Directors may be taken via written consultation of the Board of Directors. At the date of these Internal Rules and Regulations, these decisions are as follows:

- transfer of the registered office within the same geographical department;
- amendments to the Company bylaws to bring them into compliance with laws and regulations;
- authorization to grant sureties, endorsements and guarantees;
- provisional appointment of a Director in the event of death, resignation or if the number of Directors falls below the minimum required by the Company's Articles of Association;
- convening of the General Shareholders' Meeting.

### **Section 6**

#### Annual assessment of the Board of Director' functioning

Each year, the Board of Directors shall include as an item on its meeting agenda a discussion of its composition, organization and functioning as well as those of its Committees, and on the contribution of Directors to its work, based on a self-assessment supervised by the Board of Director Chairman or Lead Director.

The report on corporate governance shall inform the shareholders that such annual assessment of the functioning of the Board of Directors has been carried out and describe its main conclusions.

### **Section 7**

#### Compensation of the Directors

The General Shareholders' Meeting shall set the total maximum amount of compensation allotted to all Directors. The Board of Directors, upon the recommendation of the Compensation Committee, shall decide on the allocation of this compensation in accordance with the compensation policy applicable to Directors, approved by the General Shareholders' Meetings.

## **TITLE TWO**

### **SPECIALIZED COMMITTEES**

Pursuant to Article 13 III of the Company's Articles of Association, four standing Committees are created:

- an Audit and Financial Risks Committee;
- a Nominating Committee;
- a Compensation Committee;
- a Strategic, Environmental and Social Committee;

The Board of Directors may at any time set up one or more other "*ad hoc*" committees, either permanent or temporary, which will carry out their duties under the authority of the Board of Directors, which will decide on their composition and duties.

#### **Section 8**

##### **Audit and Financial Risks Committee - Duties**

In accordance with Article 13 III of the Company's Articles of Association, an Audit and Financial Risks Committee is created, which shall report to the Board of Directors and whose duties include:

1. With respect to the financial statements:

- reviewing the Company's corporate and consolidated financial statements, and as the case may be, the reasons why any Groupe's subsidiary should not be included, and also the financial information presented therein, before they are submitted to the Board of Directors, monitoring their preparation process and as the case may be submitting recommendations to ensure their integrity;
- reviewing accounting and financial information and examining the accounting treatment of complex transactions (acquisitions, disposals, restructuring, major provisions); studying changes and modifications to the accounting principles and rules used in preparing the financial statements, as well as the pertinence thereof (in particular for dealing with significant transactions);
- meeting regularly with the Chief Financial Officer;
- obtaining the statutory auditors' opinion on the reliability of the financial statements, outside the presence of the Chief Financial Officer and the Chief Executive Officer;
- analyzing risks that have or may have a financial impact, as well as off-balance sheet commitments, assessing their financial consequences, assessing the significance of any malfunctions or weaknesses having been reported and informing the Board of Directors, as the case may be;
- reviewing agreements that qualify as ordinary ongoing arm's length agreements.

2. With respect to internal audits:

- reviewing the audit plan for the forthcoming fiscal year;
- giving its opinion on the internal audit budget;

- in conjunction with the internal audit manager, reviewing the effectiveness of the Groupe's internal control and risk management systems, as well as its internal audit regarding the preparation and processing of accounting, financial and sustainability information and monitoring implementation thereof, without breaching the independence of the Audit and Financial Risks Committee;
- if appropriate, requesting any internal or external audit it deems necessary;
- regularly discussing with the internal audit manager the progress and results of audit works and problems encountered in order to ensure that the internal audit manager's recommendations may be implemented;
- giving its opinion on the organization of the internal audit manager's department;
- requesting any Groupe manager to present the matters for which he/she is responsible and that may have a significant impact on the financial statements.

3. With respect to external audits:

- issuing a recommendation to the Board of Directors (i) on the selection of the statutory auditors proposed for appointment by the shareholders' meeting or similar body, such recommendation being prepared in accordance with applicable law following a selection procedure for which it is responsible and (ii) when the reappointment of the statutory auditor(s) is considered under the conditions set by law;
- monitoring the carrying out by the statutory auditors and the sustainability auditor of their mission and the related fees;
- taking into account the findings and conclusions of the French auditors supervisory body (*Haut Conseil du Commissariat aux Comptes*) following the controls carried out by the latter;
- ensuring the independence of the statutory auditors in accordance with applicable law, including the body responsible for certifying sustainability information;
- giving prior approval, on behalf of the Board of Directors, to the provision of services which are not included in the audit work required by law, as well as the budget allocated thereto, in accordance with applicable law;
- each year, when the financial statements are discussed with the statutory auditors, outside the presence of the Chief Financial Officer, the Chief Executive Officer and senior management, reviewing their work plan, the results of their audit, their recommendations and the follow-up thereto;
- giving the Chief Executive Officer its opinion on the budget for external audits of the Groupe;
- reporting to the Board of Directors on the carrying out of its duties, on the results of the certification of the financial statements and the certification of sustainability information, the way in which that mission contributed to the integrity of financial information and the role of the Audit and Financial Risks Committee in that process and informing the Board of Directors of any encountered difficulties;

4. With regard to non-financial information:

- monitoring the process of preparing non-financial sustainability information, in particular by examining the quality and reliability of the systems in place, making proposals for their improvement and ensuring that corrective action has been taken in

the event of malfunctions in the process; where necessary, make recommendations to guarantee the integrity of the process;

- taking into account climate issues and CSR indicators in the preparation and control of non-financial information, and ensure consistency between the non-financial and financial sections;
- reviewing sustainability risks, impacts and opportunities, in collaboration with the Strategy, Environmental and Social Committee as necessary;

and, more generally, alerting the Board of Directors about any matter that may have a significant financial impact on the value of the Groupe's assets.

### **Section 9**

#### **Nominating Committee – Duties**

In accordance with the Article 13 III of the Company's Articles of Association, a Nominating Committee is created, which shall report to the Board of Directors and whose duties include:

- making all necessary observations to the Board of Directors on the composition of the Board of Directors to ensure its balance;
- proposing to the Board of Directors the appointment of the Chairman of the Board of Directors and the Managing Director(s);
- reviewing the independence of Directors;
- reflecting on the Board of Directors' needs in terms of skills, including CSR skills, draw up an individualized presentation of the skills of Directors, and consider the consequences for the Directors selection process;
- proposing to the Board of Directors a procedure for selecting future independent Directors and carrying out its own studies on potential candidates before approaching them;
- proposing to the Board of Directors, where appropriate, a selection process for the Chief Operating Officers that guarantees the presence of at least one person of each gender among the candidates for the term of the selection process;
- regularly reviewing the appropriateness of the Company's corporate governance structure (combining or separating the functions of Chairman of the Board of Directors and Chief Executive Officer), particularly when the terms of office of executive directors come up for renewal;
- proposing to the Board of Directors candidates for corporate officer positions in the Company before they are appointed by the Board of Directors or the General Shareholders' Meeting;
- drawing up a succession plan for executive corporate officers;
- examining proposals for the appointment of members of the Executive Committee (or equivalent) and senior executives of Publicis Groupe (Top 20); the Committee's recommendations on matters relating to the appointment of key executives within the Groupe are made in consultation with the Chief Executive Officer;
- conducting an examination of the succession plans for all key positions, prior to any decision of the Chief Executive Officer;
- examining the gender diversity policy applied to the governing bodies.

## **Section 10**

### Compensation Committee - Duties

In accordance with the last paragraph of Article 13 III of the Company's Articles of Association, a Compensation Committee is created, which shall report to the Board of Directors and whose duties include:

- issuing a recommendation regarding the global annual amount of the compensation attributed to the Directors and apportionment of the compensation, based on attendance at Board of Directors and Committee meetings;
- analyzing and proposing to the Board of Directors all elements of compensation and benefits for the Company's executive corporate officers, in particular the variable portion of such compensation, as well as grants of options to subscribe for or purchase shares in the Company and grants of performance-based free shares, as well as any other element of compensation (departure and retirement allowances, non-compete clauses, etc.);
- proposing to the Board of Directors the draft resolutions to be submitted to the General Shareholders' Meeting on the compensation policy for corporate officers the information relating to such compensation, and the components of such compensation ("ex ante vote") on the compensation report and on the compensation paid or allocated to corporate officers for the past financial year ("ex post vote");
- formulating an opinion on the fixed, variable and exceptional compensation conditions making up the total compensation and benefits of all kinds for the members of the Executive Committee (or equivalent) and the top managers of Publicis Groupe (Top 20);
- examining and issuing recommendations on equal treatment, particularly in terms of equal pay and equal employment opportunities;
- in general, prior to any decision by the Board of Directors, giving its opinion on all Groupe variable compensation schemes, compensation policies and policy on the granting of options to subscribe for or purchase shares in the Company, of free shares and any other similar instruments.

## **Section 11**

### Strategic, Environmental and Social Committee – Duties

In accordance with Article 13 III of the Company's Articles of Association, a Strategic, Environmental and Social Committee is created, which shall report to the Board of Directors and whose duties notably include:

- reviewing the major strategic and expansion options available to the Groupe over the long term, and decisions to implement them in connection with operations likely to affect the strategy of the Groupe as a whole and submit to the Board of Directors.
- examining the Groupe's strategy in terms of social, environmental and climate responsibility, in consultation with stakeholders, and the options adopted to implement this strategy;
- examining the Groupe's social policies (training, diversity, mobility, harassment, discrimination, etc.) and put forward any proposals, particularly in terms of diversity and inclusion, professional equality and changes in working conditions;
- ensuring compliance with the Company's obligations in terms of due diligence.

## **Section 12**

### Composition and conditions of appointment/dismissal of Committees

**I** - The Committees are composed of at least three individuals, natural persons, members of the Board of Directors, appointed by the latter.

The Committees may, on an exceptional and/or permanent basis, appoint an external expert whose remuneration is set by the Board of Directors.

Members are chosen for their competence and expertise in the Committee's field of activity. Members of the Audit and Financial Risks Committee must have specific qualification in financial or accounting matters, and at least one member must have expertise in sustainability.

At least half of the members of the Nominating Committee and the Compensation Committee must be independent, according to criteria specified and made public by the Board of Directors; for the Audit and Financial Risks Committee, the proportion of independent members is increased to at least two-thirds of the members.

The members of the Committees are appointed by decision of the Board of Directors for their full term of office as members of the Board of Directors and may be re-elected under the same conditions as those provided for in Article 10 of the Articles of Association.

The Board of Directors appoints a Chair for each Committee among its members, whose role is to direct the work of the Committee and to report to the Board of Directors. In the case of the Audit and Financial Risks Committee and the Compensation Committee, the Chair is chosen from among the independent members.

The compensation of Committee members is set by the Board of Directors within the framework of the global budget voted by the General Shareholders' Meeting.

**II** - Committee members may be dismissed *ad nutum* by the Board of Directors, without the need to motivate the dismissal.

## **Section 13**

### Convening and conduct of committee meetings

**I** - The Committees are convened by their Chair or, in his absence, by one of its members.

Notice of meeting shall be given by all means and within a reasonable time prior to the meeting, unless all the members of the Committee agree to a shorter notice period.

Committee meetings shall be held at any place mentioned in the Notice of meeting. The Notice of meeting and, if applicable, the documents attached, shall be prepared in French and in English if the members are not French speaking.

During meetings, the Chair shall, as the case may be, provide a translator for Committee Members, at their request, and shall ensure that discussions are translated into English or the requested language.

**II** - At least half of the members of the Committees must be present to effectively deliberate. A member cannot not be represented.

The Committees may accept the participation of one or more members by videoconference or telecommunication means, within the legal and regulatory framework.

The Committees shall meet as necessary under the aforementioned conditions, and at least once a year.

They issue opinions, proposals and recommendations. They may carry out or commission any studies likely to recommend the Board of Directors in its deliberations and may call on the assistance of external consultants when they consider it necessary.

The Committees report on their work at the first Board of Directors meeting thereafter.

**III** - At the decision of the Chairmen of the Committees concerned, joint meetings between the Committees may be organized on topics of common interest, in particular on CSR issues. These meetings are co-chaired by the Chairmen of the Committees concerned.

**IV** - Specific Rules to the Audit and Financial Risks Committee

The Audit and Financial Risks Committee meets at least twice a year before each meeting of the Board of Directors the agenda of which includes the examination, respectively, of the annual corporate and consolidated accounts, and of the half-yearly accounts. The Audit and Financial Risks Committee has sufficient time to examine the accounts.

The following may attend meetings of the Audit and Financial Risks Committee:

- the Chair of the Board of Directors or his delegate, or these two members together, unless, the Committee decides otherwise;
- with the agreement of the Board of Directors, other Directors who so request;
- the Chief Financial Officer, the General Secretary, the representatives of the Statutory Auditors and the Company Head of internal audit;
- any person outside or inside the Company whom the Committee wishes to hear.

### **TITLE THREE**

#### **GENERAL PROVISIONS**

##### **Section 14**

Effective Date – Term

These internal rules were revised when the Company's corporate governance structure was changed to that of a company governed by a Board of Directors, by decision of the Board of Directors on May 29, 2024. They may be amended by any decision of the Board of Directors taken by a simple majority.