JCDecaux

1.Responsibilities and powers delegated to the Executive Board by the General Meeting of 11 May 2017 concerning capital increases

DESCRIPTION OF AUTHORITY DELEGATED TO EXECUTIVE BOARD	MAXIMUM AMOUNT AUTHORISED	PERIOD OF VALIDITY	USE MADE OF THE DELEGATION BY THE EXECUTIVE BOARD
Authority granted to conduct transactions on Company shares. (Resolution 16)	Up to a maximum detention of 10% of share capital	18 months (ended by the AGM of 17/05/2018)	Not used in 2018
Authority granted to reduce the share capital by cancellation of treasury shares. (Resolution 17)	Up to a maximum detention of 10% of share capital	18 months (ended by the AGM of 17/05/2018)	Not used in 2018
Capital increase by the issue - with maintenance of pre-emptive subscription rights - of securities and/or securities giving access to new equity securities with maintenance of pre-emptive subscription rights. (Resolution 18)	€2.3 million*	26 months	Not used in 2018
Capital increase by the issue - without pre-emptive subscription rights of equity securities and/or securities giving access to new equity securities by public offering or private placement. (Resolutions 19 and 20)	€2.3 million*	26 months	Not used in 2018
To issue equity securities or negotiable securities giving access to future equity securities without pre-emptive rights, in consideration for contributions in kind relating to equity securities or transferable securities giving access to the capital. (Resolution 21)	10% of the share capital*	26 months	Not used in 2018
To increase the share capital through capitalisation of bonuses, reserves, profits or any other amounts that may be capitalised. (Resolution 22)	€2.3 million*	26 months	Not used in 2018
To increase the number of capital securities to be issued (over-allocation option) as part of a capital increase with or without pre-emptive rights. (Resolution 23)	Maximum of 15% of the initial issue and within the maximum threshold fixed for the issue of shares or securities*	26 months	Not used in 2018

To increase the Company's share capital by issuing equity shares or transferable securities giving access to the Company's equity capital without pre-emptive rights - for the benefit of employees (subscriptions under a Company Savings Plan, apart from stock-options). (Resolution 24)	Maximum nominal amount of €20,000 (issue price corresponding to average share price during last 20 trading days, discounted by 20% or 30%)*	26 months (ended by the AGM of 17/05/2018)	Not used in 2018
Authorisation granted to grant stock or share purchase options - without pre-emptive rights - to Company employees or executives. (Resolution 25)	4% of the share capital (issue price corresponding to the average share price during the preceding 20 trading days)*	26 months (ended by the AGM of 17/05/2018)	Not used in 2018
Authorisation granted to issue existing or future bonus shares - without pre-emptive rights - to Company employees or executives. (Resolution 26)	0.5% of the share capital*	26 months (ended by the AGM of 17/05/2018)	Not used in 2018

^{*} Overall ceiling

2. Responsibilities and powers delegated to the Executive Board by the General Meeting of 17 May 2018 concerning capital increases

DESCRIPTION OF AUTHORITY DELEGATED TO EXECUTIVE BOARD	MAXIMUM AMOUNT AUTHORISED	PERIOD OF VALIDITY	USE MADE OF THE DELEGATION BY THE EXECUTIVE BOARD
Authority granted to conduct transactions on Company shares. (Resolution 15)	Up to a maximum detention of 10% of share capital	18 months	Not used in 2018
Authority granted to reduce the share capital by cancellation of treasury shares. (Resolution 16)	Up to a maximum detention of 10% of share capital	18 months	Not used in 2018
Authorisation granted to grant stock or share purchase options - without pre-emptive rights - to Company employees or executives. (Resolution 17)	4% of the share capital – subject to a limit of 0.04% applicable to executive corporate officers (issue price corresponding to average share price during the preceding 20 trading days)	26 months	Not used in 2018
Authorisation granted to issue existing or future bonus shares - without pre-emptive rights - to Company employees or executives. (Resolution 18)	0.5% of the share capital subject to the ceiling of 0.08% applicable to executive corporate officers	26 months	Not used in 2018
To increase the Company's share capital by issuing equity shares or transferable securities giving access to the Company's equity capital - without pre-emptive rights - for the benefit of employees (subscriptions under a Company Savings Plan, apart from stock-options). (Resolution 19)	Maximum nominal amount of €20,000 (issue price corresponding to average share price during last 20 trading days, discounted 20% or 30%)	26 months	Not used in 2018