



JCDECAUX SE CONVENING BROCHURE

THE COMBINED GENERAL MEETING WILL BE HELD
ON MAY 14 2025 AT 2:30 PM
17, RUE SOYER - 92200 NEUILLY-SUR-SEINE

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CONVENING BROCHURE **2025**

JCDecaux SE

MESSAGE FROM THE CO-CEOS



Madam, Sir, Dear Shareholders,

2024 was a very robust year for JCDecaux in a challenging macroeconomic environment with geopolitical uncertainties.

Thanks to our unique and geographically well diversified global OOH media footprint, we reported a strong organic revenue growth of +9.7%, to reach €3,935.3 million, including a record performance in Q4 despite the lack of recovery in China which remains well below 2019.

Digital Out-of-Home (DOOH), the fastest-growing media segment, grew by +21.9% and now represents 39% of our total revenue.

Programmatic advertising revenues through the VIOOH SSP (Supply-Side Platform), which include mostly incremental revenue from innovative dynamic data-driven campaigns and new advertisers, grew by +45.6% in 2024 to reach €145.9 million i.e. 9.5% of our digital revenue.

Programmatic is a very important source of growth for our industry and JCDecaux is at the forefront of this market transformation. **We are the only company in the industry with our own solutions covering the entire value chain in this strategic area.** The DOOH programmatic ecosystem continued to gain traction, with on the one hand, the SSP VIOOH, the most connected platform on the market with 46 DSPs (Demand Side Platform) and active in 24 countries and on the other hand, the DSP Displayce, connected in 80 countries, purchasing through the DMP (Demand Management Platform).

Leveraging on this strong revenue growth, **all our financial indicators grew double digits.** Our operating margin grew by +15.3% and our net income by +23.8%, to reach €258.9 million, combined with a solid free cash flow generation of €231.9 million. Given these solid results and our strong financial structure, we proposed **the payment of a dividend of €0.55 per share for the 2024 financial year.**

“

“2024 was a very robust year for JCDecaux.”

This solid momentum reflects the ongoing commitment of our employees to take on new challenges and drive our business forward, resulting in contract wins and renewals which have further strengthened our position this year: in street furniture, bus shelters in Rome, London and Stockholm as well as digital CIPs in Rio de Janeiro; in billboard, the installation in Melbourne of our largest digital billboard worldwide, covering an area of 700 sqm - the biggest Out-of-Home display in Australia; in transport, the Hong Kong Metro, Sydney buses, Stockholm's main metro stations as well as Rome's metro, buses and trams. Finally, in terms of airports, we won Shenzhen Bao'an International Airport in China for the first time and renewed those in Macau, Sydney as well as Dammam at the very beginning of 2025. To champion eco-friendly mobility, France is scaling up its self-service bicycle scheme. Toulouse launched a new service end of August 2024 featuring new traditional and e-bikes. In Lyon, Vélo'v rolled out its new range of e-bikes in early 2025, as the service celebrates two decades of service in France's second-largest metropolitan area.

Regarding **external growth, which is an integral part of our strategy,** October 2024 saw JCDecaux Top Media Publigratik and IMC merge their activities in Central America, underscoring another milestone in our regional development and paving the way for a new alliance of family-owned companies. In Italy, we completed the strategic merger of IGPDecaux and IGP (formerly Clear Channel), boosting our nationwide reach and enhancing urban mobility with a fully integrated offering of self-service bicycles in Milan and Verona. In May 2024, JCDecaux announced the sale of part of its stake in APG|SGA to NZZ in Switzerland. The proactive management of our portfolio of assets reflects our ability to seize transformative opportunities for our company's future. In 2025, we will continue to develop our activity by combining organic growth with bolt-on acquisitions.

This demonstrates JCDecaux's ability to reinvent itself, to innovate to strengthen performance and to continue to be the partner of choice for our customers, meeting their expectations. The tradition of innovation is inseparable from our R&D based in France, with some 850 models owned by the company and 182 patents active to date.

Our business model contributes in a virtuous way to the ecological transition, as illustrated by its high share of revenue, nearly 50%, aligned with the Green Taxonomy European regulation. Thanks to our continued environmental actions, the Group has reduced its greenhouse gas emissions (scopes 1, 2, 3 – market based) by nearly 30% in 2024 compared to 2019. Our climate strategy aiming to achieve Net Zero Carbon by 2050 was approved by the SBTi in June 2024. Achieving these objectives requires an evolution of public procurement to take even better account of ESG criteria. In line with our commitment to the United Nations Global Compact, our ESG approach and performance have once again been recognised as best-in-class by extra-financial rating agencies including our placement on the CDP A List for the second year in a row and the Gold Medal status from EcoVadis.

JCDecaux is also committed to eco-design with the launch in October 2024 of the Eco Design Index, an innovative educational tool for evaluating and communicating the environmental performance of our street furniture to develop and promote solutions with a lower environmental impact. **Our investments in ESG is a clear demonstration of JCDecaux's desire to assert its position as a sustainable media and is an asset in a time of responsible public procurement.**

As a responsible company, JCDecaux also continued its road safety partnership with the United Nations, launching a campaign in more than 40 countries, and in all our 80 countries by the end of 2025, which spotlights high-profile sports personalities and leading cultural figures.

Building on this unique year 2024 marked by the 60th anniversary of our company founded in 1964 by Jean-Claude Decaux and the Paris 2024 Olympic and Paralympic Games, **we are pleased to welcome 2025 with confidence, passion and determination.** Going forward, we intend to gradually increase the dividend while maintaining a balanced cash allocation with capex and bolt-on M&A.

Thank you to our teams for their talent and commitment that ensure operational excellence, to our customers for their trust in our contribution to their brands' development, to our partners for their loyalty in allowing us to provide them with the best quality of service and to our shareholders for their support.

**Wednesday, May 14 2025
at 2:30 p.m.**

*(the doors will open at 1:45 p.m. and close at 3:30 p.m.)
at 17, rue Soyier 92220 Neuilly-sur-Seine*

At the Meeting, you can take part in the discussions and exchange with the Management, making this Meeting, within the framework of the relations of trust established since our IPO, an opportunity to exchange views.

As is customary, we will submit during this Combined General Meeting several resolutions for your approval. We thank you in advance for your attention.

We count on your presence and look forward to meeting you.

Yours sincerely

Jean-Charles Decaux
Chairman of the Executive Board
Co-CEO

Jean-François Decaux
Co-CEO

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"Our business model contributes in a virtuous way to the ecological transition."

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"We are pleased to welcome 2025 with confidence, passion and determination."

SUMMARY PRESENTATION OF FINANCIAL YEAR 2024

KEY FIGURES FOR JCDECAUX

- 2024 revenue: €3,935.3 m^(a)
- N°1 Out-of-Home Media company worldwide
- A daily audience of 850 million people in more than 80 countries
- 1,091,811 advertising panels worldwide
- Present in 3,894 cities with more than 10,000 inhabitants
- 12,026 employees
- JCDecaux is listed on the Eurolist of Euronext Paris and is part of the SBF 120 and CAC Mid 60 indexes
- JCDecaux's Group carbon reduction trajectory was validated by SBTi and the company joined the Euronext Paris CAC® SBT 1.5° index.
- JCDecaux is recognised for its extra-financial performance in the FTSE4Good (3.8/5), CDP (A), MSCI (AAA), Sustainalytics (13.1), and has achieved Gold Medal status from EcoVadis
- 1st Out-of-Home Media company to join the RE100
- Leader in self-service bike rental scheme: pioneer in eco-friendly mobility
- N°1 worldwide in street furniture (629,737 advertising panels)
- N°1 worldwide in transport advertising with 157 airports and 257 contracts in metros, buses, trains and tramways (340,848 advertising panels)
- N°1 in Europe for billboards (83,472 advertising panels worldwide)
- N°1 in outdoor advertising in Europe (736,310 advertising panels)
- N°1 in outdoor advertising in Asia-Pacific (178,010 advertising panels)
- N°1 in outdoor advertising in Latin America (89,526 advertising panels)
- N°1 in outdoor advertising in Africa (22,490 advertising panels)

^(a) Adjusted revenue

BUSINESS HIGHLIGHTS OF FY 2024

ACTIVITY

- | **Continued strong commercial momentum**, despite the lack of recovery in China
- | **Balanced and solid growth** across all three business segments
- | **Key contracts gains and renewals**: London bus shelters, Rome, Stockholm bus shelters and metro, Shenzhen airport
- | **Strengthening our position in Central America**: Acquisition of 70% of IMC, a leading company in outdoor advertising in the region including in Costa Rica

DIGITAL

- | **Strong digital revenue growth** (+21.9% organically)
- | **Record contribution from digital** (39% of total revenue in 2024)
- | **Continued selective deployment of digital assets** in the most premium locations
- | **Strong growth of programmatic advertising revenue** (+45.6%), reaching 145.9 million euros in 2024
- | **Dynamism of the programmatic ecosystem**, including Displayce (DSP) and VIOOH (SSP)

FINANCIAL RESULTS

- | **Solid organic growth**: Revenue up by 9.7%, with record performance in the fourth quarter
- | **Improved profitability**: Operating margin up by 15.3%, group net income up by 23.8%
- | **Robust free cash flow generation**: €231.9 million thanks to strong operating performance and optimized working capital management
- | **Sound financial structure**: Net debt reduced by c.25%, now <1x operating margin
- | **Dividends**: Proposed payment of €0.55 per share for 2024, with a strategy of gradual increases

ESG

- | **Recognition of our ESG performance** by leading extrafinancial rating groups (CDP, MSCI, FTSE4Good, Ecovadis)
- | **Validation of our carbon reduction trajectory by the SBTi** and deployment of our climate Strategy
- | **Almost 50% of our adjusted revenue** aligned with the European Green Taxonomy
- | **Launch of Eco Design Index**, an innovative tool to evaluate and communicate the environmental performance of our street furniture

Key contracts wins

Europe

In June, JCDecaux SE announced that IGPDecaux has won the Metro, buses and tramways contract in Rome (population: 2.8 million). IGPDecaux is a company that is 60% owned by JCDecaux SE and 40% by the du Chêne de Vère family.

In September, JCDecaux SE announced that following a competitive tender, it has been awarded the iconic London bus shelter advertising contract by Transport for London (TfL) for an 8-year period, with the option of a 2-year extension. The contract will commence on 1st April 2025. This is the second-largest bus shelter advertising contract in the world and it covers advertising on all TfL's more than 4,700 advertising bus shelters across all 33 London boroughs. JCDecaux has held the previous contracts since 2016. The contract currently includes 612 x 86" digital screens and 9,400 non-digital poster sites on bus shelters.

In September, JCDecaux SE announced that following a competitive tender, its Swedish company JCDecaux Sweden AB has been awarded both the Stockholm bus shelter and the largest central subway stations advertising contracts by the Greater Stockholm Public Transport Authority (SL) for 7 years with the possibility to extend for up to 6 months. The contracts will start on January 1st, 2026. The bus shelter advertising contract covers both digital and analogue advertising on over 1,500 bus shelters throughout Stockholm County with a majority in Stockholm City. The subway contract covers advertising at the 14 largest and busiest subway stations and commuter train stations in Stockholm inner city. The new contract will include spectacular large format digital cross track screens.

In December, JCDecaux SE announced that its Italian subsidiary "IGPDecaux" has been awarded the bus shelter contract in Rome (2.8 million inhabitants and 50 million tourists in 2023). IGPDecaux is a company owned 60% by JCDecaux SE and 40% by the du Chêne de Vère family. The 11-year contract covers the upgrade of 9,600 existing infrastructures (including 1,400 bus shelters and 8,200 bus stops) as well as the installation and maintenance of bus stops and bus shelters from the new "Eterna" range, providing a total of more than 1,900 advertising panels on bus shelters, including 747 digital ones. The installation program began on December 6, so that part of the new street furniture will be ready for the inauguration of the 2025 Jubilee.

Asia-Pacific

In January, JCDecaux SE announced that JCDecaux Pearl & Dean, a 100% sister company, has won the renewal of its exclusive advertising contracts with MTR Corporation for the operation and management of advertising across a total of eight MTR lines including Airport Express, as well as the non-exclusive rights to sell and promote MTR Mobile advertising. The renewed contracts are effective from 1st January 2024 to 31st December 2028 with the option for MTR to extend up to a total of 10 years.

In January, JCDecaux SE announced that JCDecaux China has won the exclusive advertising contract with Shenzhen Bao'an International Airport, following a tender. This new contract, effective on February 1st, 2024, extends JCDecaux's footprint in Chinese airports ensuring a strong presence in the Guangdong-Hong Kong-Macao Greater Bay Area, one of the most dynamic regions in the world, which counts more than 86 million inhabitants.

In May, JCDecaux SE announced that it has been awarded the Transport for NSW (TfNSW) bus advertising contract for all buses in the Sydney Metropolitan regions. Winning the competitive tender process marks a significant expansion of JCDecaux's current bus advertising contracts across Sydney.

In May, JCDecaux SE announced that it has been reappointed by Sydney Airport as its exclusive media partner for Australia's premier airport advertising contract following a competitive tender process.

In July, JCDecaux SE announced that JCDecaux Macau, a joint-venture between JCDecaux (80% equity) and HN Group (20% equity), has renewed its exclusive advertising contract with Macau International Airport for a 10-year period, following a competitive tender process. Running from July 1, 2024, this new contract strengthens JCDecaux's presence in Macau.

Rest of the world

In October, JCDecaux SE announced the win of a new contract for 225 digital MUPs in strategic high-traffic locations in Rio de Janeiro.

Other events

Group

In February, JCDecaux announced the launch of the first global airport programmatic DOOH offer, a first-of-its-kind solution that empowers brands and agencies to execute targeted, dynamic and contextualised advertising campaigns effortlessly across JCDecaux's programmatic-enabled airports through the VIOOH SSP (Supply Side Platform) and more than 40 DSPs (Demand Side Platform).

In February, JCDecaux SE announced that it has been once again recognised for leadership in corporate transparency and performance on climate change by global environmental non-profit CDP (Carbon Disclosure Project), securing a place on its annual 'A List'.

In February, JCDecaux SE unveiled its latest international airport research called "First Class Advertising – The Enduring Magic of Airports". This comprehensive study, carried out by Ipsos, provides an updated perspective on air passenger profiles, their relationship with the airport environment and their perception of advertising within airports.

In March, JCDecaux SE announced that it became the 7th partner of Software République, paving the way for new open-innovation opportunities for cities and citizens. JCDecaux will bring its expertise in designing and deploying innovative solutions with communities, local authorities, and smart cities to expand Software République's technological and business footprint. JCDecaux possesses significant expertise in data, mobility and traffic analysis as well as in advertisement technology.

In April, JCDecaux SE announced that Ipsos has validated "Metro Audience Metrix", its international audience measurement for metro networks. Developed by JCDecaux's global data division, Metro Audience Metrix (MAM) is based upon algorithms calculating the main components of audience measurement, in particular the number of unique passengers, reach, frequency of the advertising message and the total number of viewed impressions delivered.

In April, JCDecaux SE published the results of a study that measures its socioeconomic footprint worldwide and in France. Conducted by the agency Utopies, it extends a pilot study carried out in 2019 on the French territory.

In July, JCDecaux SE announced that its carbon reduction trajectory has been approved by the Science Based Targets initiative (SBTi). Known as the "Corporate Net Zero norm", this climate action organisation supports companies worldwide in their reduction of 10 greenhouse gas (GHG) emissions and their decarbonisation via a methodology consistent with the IPCC's recommendations. This validation, the most ambitious designation available through the SBTi process, reaffirms JCDecaux's commitment to actively participate in the fight against climate change by adopting eco-responsible practices and promoting sustainable innovation in its business practices.

Europe

In February, JCDecaux SE confirmed that it has entered into an agreement with Pargesa Asset Management S.A., to evaluate an intended coordinated disposal of their stakes in APG|SGA of 30% and 25.3% respectively, following the announcement today of APG|SGA that its Board of Directors has decided to initiate a process which aims at finding a potential acquirer for the entire company.

In May, JCDecaux SE announced that it has concluded an agreement to sell part of its stake in APG|SGA, the leading out-of-home media company in Switzerland, to NZZ a leading Swiss press group who will become the first shareholder of the company. Following the disposal process announced in February and considering attractive financial and strategic options for its shares in APG|SGA, JCDecaux SE sold 13.56% of APG|SGA to NZZ for CHF 220 per share. Post-transaction, NZZ holds a 25% stake in APG|SGA, making it the largest shareholder, while JCDecaux SE now retains 16.44% and Pargesa Asset Management

S.A. 13.86%. This deal generated cash proceeds for JCDecaux SE of CHF 89.6 million, i.e. c. €90.3 million before transaction costs.

Rest of the World

In October, JCDecaux SE announced that its majority-owned subsidiary "JCDecaux Top Media SA" has acquired from its founders 70% of IMC, a leading OOH company in Central America and the number one outdoor advertising company in Costa Rica. As part of the transaction, the remaining IMC's shareholders contributed their 30% shares in IMC in exchange for a 9% stake in a newly-formed joint-venture regrouping all JCDecaux activities in Central America which include 6 countries (Guatemala, Panama, Costa Rica, El Salvador, Honduras and Nicaragua). This new joint-venture will be owned by JCDecaux SE (51%), Publigratik, Top Partners and former IMC's shareholders.

FULL-YEAR 2024 RESULTS

Strong revenue growth

- **+10.2%** published growth revenue in 2024 to €3,935.3 million, **+9.7%** organic growth
- **+3.6%** organic growth in Q4, above our expectations, a **record quarter**
- **+21.9%** growth in digital sales by 2024, **39%** of Group's revenue

Double-digit rise in financial indicators

- **+15.3%** Operating margin at 764.5 million euros
- **+44.8%** Operating profit at 408.7 million euros
- **23.8%** Net profit, Group share at 258.9 million euros
- **231.9 million euros** Free cash flow

€0.55 dividend per share proposed for 2024, fully paid in cash

Guidance for Q1 2025: organic revenue growth expected to be around **5%**.

2026 targets: operating margin **>20%**, free cash flow **>€300m**

A report with an unqualified audit opinion had been issued by the Statutory Auditors.

*Following the adoptions of IFRS 11 from January 1st, 2014 and IFRS 16 from January 1st, 2019, **the alternative performance measures presented below are adjusted** mainly to include our prorata share in companies under joint control, regarding IFRS 11, and to exclude the impact of IFRS 16 on our core business lease agreements (lease agreements of locations for advertising structures excluding real estate and vehicle rental contracts). Please refer to the paragraph "Alternative performance measures" for the definition of Alternative performance measures and reconciliation with IFRS in compliance with the AMF's instructions.*

All the comments and numbers below refer to Alternative performance measures, except when indicated as IFRS figures.

The values shown in the tables are generally expressed in millions of euros. The sum of the rounded amounts or variations calculations may differ, albeit to an insignificant extent, from the reported values.

REVENUE

Our 2024 group revenue^{(1)&(2)} grew by **+10.2%**, **+9.7%** on an organic basis, to reach **€3,935.3 million**, with a balanced growth across all our geographies and activities. While digital grew strongly, analogue revenue was very robust, growing mid-single digit, despite the conversion of some premium sites to digital.

Our Q4 2024 performance was solid as OOH continued to gain market share in a context of economic and political uncertainties in some major markets. Our group revenue grew by **+3.6%** on an organic basis to reach a new record, above our expectations and above our Q3 performance despite the absence of major sporting events.

Among our top 10 advertising categories, **6 out of 10** grew double digits in 2024. Fashion / Personal Care & Luxury Goods continued to grow faster than the group average, while FMCG and TMT advertisers were the best performing sectors in 2024.

Digital revenue

In Digital Out of Home (DOOH), the fastest-growing media segment, our revenue grew by **+21.9%** in 2024, accounting for **39.0%** of Group revenue and reaching **42.9%** in Q4, a strong increase of nearly 5 percentage points compared to the previous year, while analogue advertising continued to grow despite the conversion of some premium analogue sites to digital. We continued to focus on the selective roll-out of digital screens in prime locations and the development of our data and programmatic capabilities.

Programmatic advertising revenues through the VIOOH SSP (supply-side platform), which include mostly incremental revenue from innovative dynamic data-driven campaigns and new advertisers, grew by **+45.6%** in 2024 to reach **€145.9 million** i.e. **9.5%** of our digital revenue. The DOOH programmatic ecosystem continued to gain traction, with the dynamism and the growing number of DSPs (demand-side platforms) connected to VIOOH (the most connected SSP of the OOH media industry with **46 DSPs** connected) now active in **24 countries**, including Displayce a DSP connected in **80 countries**.

Revenue by activities

All activities grew either high single digit or double digit organically in 2024. Street Furniture grew by +8.3%, including +4.6% in Q4, with continued strong momentum, Transport grew by +13.1%, including +3.5% in Q4, reflecting the solid growth in both airports and public transport systems and Billboard grew by +6.6% driven by its most digitised markets, including -0.1% in Q4.

	Full-year				Q4			
	2024 (€m)	2023 (€m)	Rep. growth	Org. growth	2024 (€m)	2023 (€m)	Rep. growth	Org. growth
Street Furniture	1,998.5	1,839.0	+8.7%	+8.3%	612.2	584.3	+4.8%	+4.6%
Transport	1,390.1	1,232.6	+12.8%	+13.1%	409.3	393.8	+3.9%	+3.5%
Billboard	546.6	498.4	+9.7%	+6.6%	158.0	151.9	+4.0%	-0.1%
Total	3,935.3	3,570.0	+10.2%	+9.7%	1,179.5	1,130.0	+4.4%	+3.6%

• Street furniture

Full-year revenue increased by +8.7% to €1,998.5 million (+8.3% on an organic basis) with a continued strong sales momentum throughout the year. Asia and Rest of the World grew double digit while France and UK grew high single digit.

Q4 revenue increased by +4.8% to €612.2 million (+4.6% on an organic basis) year-on-year. North America and Rest of the World grew double-digit.

• Transport

Full-year revenue increased by +12.8% to €1,390.1 million (+13.1% on an organic basis) year-on-year reflecting the growth of air travel and the rebound of commuter traffic in public transport. France, UK and Rest of Europe grew double-digit year-on-year while Asia-Pacific grew high single-digit.

Q4 revenue grew by +3.9% to €409.3 million (+3.5% on an organic basis) year-on-year. UK grew double-digit year-on-year.

Transport remained affected by the low level of activity in China compared to pre-Covid.

• Billboard

Full-year revenue increased by +9.7% to €546.6 million (+6.6% on an organic basis) year-on-year driven by the most digitised markets.

Q4 revenue increased by +4.0% to €158.0 million (-0.1% on an organic basis) year-on-year.

• Revenue by geographic areas

All geographies grew strongly organically in 2024 including UK growing double-digit and France, Rest of Europe, Asia-Pacific and Rest of the World growing high single digit. China which now represents c.10% of our revenue grew mid-single digit in 2024.

	2024 (M€)	2023 (M€)	Reported growth	Organic growth
Rest of Europe	1 155,1	1 056,9	+9,3 %	+8,5 %
Asia-Pacific	831,2	768,1	+8,2 %	+9,4 %
France	694,5	634,2	+9,5 %	+9,5 %
Rest of the world	518,1	469,6	+10,3 %	+8,8 %
United Kingdom	432,9	355,7	+21,7 %	+18,4 %
North America	303,5	285,4	+6,3 %	+6,4 %
Total	3 935,3	3 570,0	+10,2 %	+9,7 %

ANALYSIS OF 2024 KEY FINANCIAL FIGURES

Our solid 2024 revenue momentum drove a significant increase across all our key financial aggregates.

Operating margin ⁽³⁾

Our operating margin demonstrated a good operating leverage as it increased +15.3% year-on-year including margin improvement across all segments to reach €764.5 million.

For the full-year of 2024, our operating margin has improved by €101.4 million to reach €764.5 million (vs €663.1 million in 2023), a +15.3% increase year-on-year, above the revenue growth. The operating margin as a percentage of revenue was 19.4%, +80bp above prior year, with all business segments improving their operating margin rates.

	2024		2023		Evolution 24/23	
	m€	of sales	m€	of sales	m€	Margin rate (bp)
Operating margin						
Street furniture	518,3	25,9 %	474,2	25,8 %	+44,1	+10 bp
Transport	155,8	11,2 %	129,7	10,5 %	+26,1	+70 bp
Display	90,5	16,6 %	59,3	11,9 %	+31,2	+470 bp
Total	764,5	19,4 %	663,1	18,6 %	+101,4	+80 bp

Street Furniture: In 2024, operating margin increased by €44.1 million to €518.3 million. As a percentage of revenue, the operating margin was 25.9%, an improvement limited to +10bp above prior year despite double-digit revenue growth, due to 2023 benefitting from one-off positive impacts from contract renegotiations.

Transport: In 2024, operating margin increased by €26.1 million to €155.8 million. As a percentage of revenue, the operating margin was 11.2%, +70bp above prior year despite a lack of recovery in China, the dilutive impact of the start of some new contracts and the lower level of rent abatements compared to 2023.

Billboard: In 2024, operating margin increased by €31.2 million to €90.5 million. As a percentage of revenue, the operating margin was 16.6%, +470bp above prior year, primarily due to revenue growth from the most digitised countries and the first positive effects of the rationalisation plan implemented in France.

EBIT ⁽⁴⁾

Our EBIT grew by +44.8%, +€126,5 million, to reach €408.7 million, mainly driven by the growth of our operating margin (+€101.4 million) and the capital gain from the sale of part of our stake in APG|SGA (€45.0 million). Excluding this transaction, our EBIT margin, before impairment, reached 9.0% of revenue, +150bp vs 2023.

All activities improved their EBIT margin rates, driven by the improvement of the operating margin rates: +10bp in Street Furniture, +220bp for Transport and +590bp for Billboard, before impairment. Including the capital gain on the sale of APG|SGA shares, the Group EBIT rate reached 10.2%, a 270bp year-on-year increase.

The net impairment on tangible and intangible assets was a positive impact of €8.4 million in 2024 (vs +€16.0 million in 2023 – mainly related to the reversal in 2023 of the provision for onerous contracts recognised on the Guangzhou metro contract at the end of 2022). EBIT, after impairment charge, has improved by €126.5 million from €282.2 million in 2023 to €408.7 million in 2024.

Net financial income /Charge, IFRS ⁽⁵⁾

In 2024, net financial result amounted to -€136.4 million, including -€75.3 million financial interests on IFRS 16 lease liabilities and -€61.1 million other net financial charges, improving by €10.9 million vs 2023.

The financial interests relating to IFRS 16 liabilities improved by €8.5 million thanks to the reduction of the IFRS 16 liabilities from €2.7 billion as of December 31st 2023 to €2.3 billion as of December 31st 2024.

Other net financial charges of -€61.1 million, includes net financial interest at -€32.7 million, which are stable year-on-year. They also include -€28.3 million of various financial costs, including a -€22.6 million impairment loss on a loan in China, offset by favourable impacts from discount and FX effects, reducing these costs by €2.2 million.

Equity Affiliates, IFRS

In 2024, the share of net profit from equity affiliates was €45.8 million compared to €52.0 million in 2023, a decrease of €6.2 million due to a €5.9 million impairment charge on our minority stake in Clear Media due to the situation in China and to a reduction in the contribution from APG|SGA following the decrease in our stake from 30% to 16.44%. These were partially offset by improved contributions from our other equity affiliates.

Net income group share, IFRS

Our net income rose strongly by +23.8% to reach €258.9 million, up 36.8% to €281.5 million before impairment, an improvement driven by a solid operational performance and the capital gain from the APG|SGA transaction. Excluding non-recurring items such as the capital gain on APG|SGA, the net income group share increased also by 38% year-on-year.

Capital Expenditure

In 2024, net capex (acquisition of property, plant and equipment and intangible assets, net of disposals of assets) were at €324.2 million, i.e. contained at 8.2% of revenue, with digital representing 41.8% of the total net capex.

Free cash flow ⁽⁶⁾

Our free cash flow generation has been solid in 2024, reaching €231.9 million, an increase of €232.8 million compared to 2023. This growth comes from improved operational performance and, above all, normalization of working capital requirements and capex levels after in 2023 the payments of rental arrears in relation with some contract renegotiations and the last payments for Shanghai Metro intangible capex for €27 million. The change in working capital requirements had a positive impact of €25.5 million on the cash generation during the period, despite the double-digit revenue growth, mainly thanks to an effective cash collection management.

Net debt⁽⁷⁾

Our financial structure is very solid with a c.25% decrease in net debt in 2024, bringing it down to €756.3 million, less than one time our 2024 operating margin.

Our financial net debt reduced by nearly €250 million, mainly thanks to the free cash flow generated over the period. Financial investments represent in 2024 an inflow of €37.7 million, due to the proceeds from the APGISGA transaction for €87.6 million, which were partly used for the M&A transactions of the year.

This net debt includes a strong liquidity with nearly €1.3 billion in cash and €825 million in confirmed revolving credit line, undrawn, with a maturity in mid-2026, and a well-secured debt profile with bond maturities largely covered by available cash until 2028 as well as an optimised management of our liquidity allowing relatively stable net financial expenses over the period.

Dividend

At the next Annual General Meeting of Shareholders on May 14th, 2025, the Supervisory Board will recommend the payment of a dividend of €0.55 per share for the 2024 financial year.

Going forward, we intend to gradually increase this dividend while maintaining a balanced cash allocation with capex and bolt-on M&A.

Right-of-use & lease liabilities IFRS 16

Right-of-use IFRS 16 as of December 31st, 2024 amounted to €1,954.7 million compared to €2,230.1 million as of December 31st, 2023, a decrease of €275.4 million related to the amortisation of right-of-use, renegotiations and terminations of contracts partially offset by new contracts, contract renewals, updates of minima guaranteed and a positive impact of foreign exchange rate and changes in scope.

IFRS 16 lease liabilities decreased by €319.7 million from €2,657.0 million as of December 31st, 2023, to €2,337.3 million as of December 31st, 2024. The decrease, mainly related to repayments of lease liabilities and to renegotiations and terminations of contracts is partly offset by new contracts, contract renewals, updates of minima guaranteed and a positive impact from foreign exchange rates and changes in scope.

ESG PERFORMANCE

We have confirmed once again the excellence of our ESG performance, recognised as best-in-class by extra-financial rating agencies including our placement on the CDP A List for the second year in a row and the Gold Medal status from EcoVadis.

Our business model is virtuous to meet climate challenges, as illustrated by its high share of revenue, nearly 50%, aligned with the Green Taxonomy European regulation. Our climate trajectory aiming to achieve Net Zero Carbon by 2050 was approved by the SBTi in June 2024. Thanks to our continued environmental actions, the Group has reduced its greenhouse gas emissions (scopes 1, 2, 3 – market based) by nearly 30% in 2024 compared to 2019.

OUTLOOK

With a solid business momentum in early 2025, we expect around +5% organic revenue growth in Q1.

Going forward, building on this revenue momentum, we target for 2026 an operating margin rate above 20% and a free cash flow above €300 million.

FURTHER INFORMATION

Quarterly revenue growth

<i>Organic growth</i>	T1	T2	S1	T3	T4	S2	2024
Street furniture	+9,2 %	+11,8 %	+10,6 %	+8,8 %	+4,6 %	+6,4 %	+8,3 %
Transport	+15,1 %	+22,1 %	+18,8 %	+15,5 %	+3,5 %	+8,7 %	+13,1 %
Display	+7,0 %	+13,3 %	+10,4 %	+7,9 %	-0,1 %	+3,5 %	+6,6 %
Total	+11,0 %	+15,4 %	+13,4 %	+11,1 %	+3,6 %	+6,8 %	+9,7 %

Alternative performance measures

Under IFRS 11, applicable from January 1st, 2014, companies under joint control are accounted for using the equity method.

Under IFRS 16, applicable from January 1st, 2019, a lease liability for contractual fixed rental payments is recognised on the balance sheet, against a right-of-use asset to be depreciated over the lease term. As regards P&L, the fixed rent expense is replaced by the depreciation of the right-of-use in EBIT, below the operating margin, and a lease interest expense on the lease liability in financial result, below EBIT. IFRS 16 has no impact on cash payments, but payment of debt (principal) is booked in funds from financing activities.

However, in order to reflect the business reality of the Group and the readability of our performance, our operating management reports used to monitor the activity, allocate resources and measure performance continue:

- To integrate on proportional basis operating data of the companies under joint control and;
- To exclude the IFRS 16 impact on our core business (lease agreements of locations for advertising structures excluding real estate and vehicle rental contracts).

As regards the P&L, it concerns all aggregates down to the EBIT. As regards the cash flow statement, it concerns all aggregates down to the free cash flow.

Consequently, pursuant to IFRS 8, Segment Reporting presented in the financial statements complies with the Group's internal information, and the Group's external financial communication therefore relies on this operating financial information. Financial information and comments are therefore based on these alternative performance measures, consistent with historical data, which is reconciled with IFRS financial statements

In 2024, the impacts of IFRS 11 and IFRS 16 on our alternative performance measures are:

- -€302.7 million for IFRS 11 on revenue [-€274.1 million for IFRS 11 in 2023] leaving IFRS revenue at €3,632.6 million [€3,295.9 million in 2023].
- -€71.9 million for IFRS 11 and €603.8 million for IFRS 16 on operating margin [-€68.0 million for IFRS 11 and €665.1 million for IFRS 16 in 2023] leaving IFRS operating margin at €1,296.3 million [€1,260.3 million in 2023].

- -€55.3 million for IFRS 11 and €95.6 million for IFRS 16 on EBIT before impairment charge [-€56.6 million for IFRS 11 and €145.2 million for IFRS 16 in 2023] leaving IFRS EBIT before impairment charge at €440.6 million [€354.8 million in 2023].
- -€55.3 million for IFRS 11 and €95.0 million for IFRS 16 on EBIT after impairment charge [-€56.6 million for IFRS 11 and €144.5 million for IFRS 16 in 2023] leaving IFRS EBIT after impairment charge at €448.4 million [€370.1 million in 2023].
- €30.4 million for IFRS 11 on capital expenditure [€17.9 million for IFRS 11 in 2023] leaving IFRS capital expenditure at -€293.8 million [-€337.2 million in 2023].
- €3.8 million for IFRS 11 and €600.8 million for IFRS 16 on free cash flow [€2.4 million for IFRS 11 and €762.5 million for IFRS 16 in 2023] leaving IFRS free cash flow at €836.5 million [€764.1 million in 2023].

Definition notes

- 1. Revenue** It includes on proportional basis the revenue of the companies under joint control..
- 2. Organic growth:** The Group's organic growth corresponds to the adjusted revenue growth excluding foreign exchange impact and perimeter effect. The reference fiscal year remains unchanged regarding the reported figures, and the organic growth is calculated by converting the revenue of the current fiscal year at the average exchange rates of the previous year and taking into account the perimeter variations prorata temporis, but including revenue variations from the gains of new contracts and the losses of contracts previously held in our portfolio.
- 3. Operating margin:** Revenue less Direct Operating Expenses (excluding Maintenance spare parts) less SG&A expenses. It includes on proportional basis the data of the companies under joint control and excludes the IFRS16 impact on our core business (lease agreements of location for advertising structures excluding real estate and vehicle rental contracts).

4. **EBIT:** Earnings Before Interests and Taxes = Operating Margin less Depreciation, amortisation and provisions (net) less Impairment of goodwill less Maintenance spare parts less Other operating income and expenses. It includes on proportional basis the data of the companies under joint control and excludes the IFRS16 impact on our core business (lease agreements of location for advertising structures excluding real estate and vehicle rental contracts).
5. **Net financial income/charge:** Excluding the net impact of discounting and revaluation of debt on commitments to purchase minority interests (-€8.3 million and -€2.7 million in 2024 and 2023 respectively).
6. **Free cash flow:** Net cash flow from operating activities less capital investments (property, plant and equipment and intangible assets) net of disposals. It includes on proportional basis the data of the companies under joint control and excludes the IFRS16 impact on our core business (lease agreements of location for advertising structures) and non-core business (real estate and vehicle rental contracts).
7. **Net debt:** Debt net of managed cash less bank overdrafts, excluding the non-cash IAS 32 impact (debt on commitments to purchase minority interests), including the non-cash IFRS 9 impact on both debt and hedging financial derivatives, and excluding IFRS 16 lease liabilities.

Organic growth revenue

€m		Q1	Q2	Q3	Q4	FY
2023 revenue	(a)	721.3	863.7	855.0	1,130.0	3,570.0
2024 IFRS revenue	(b)	740.4	926.3	872.0	1,093.9	3,632.6
IFRS 11 impacts	(c)	61.2	79.8	76.1	85.5	302.6
2024 revenue	(d) = (b) + (c)	801.6	1,006.1	948.2	1,179.5	3,935.3
Currency impacts	(e)	7.1	0.2	5.4	1.1	13.9
2024 revenue at 2023 exchange rates	(f) = (d) + (e)	808.7	1,006.3	953.7	1,180.5	3,949.1
Change in scope	(g)	-8.4	-9.8	-4.1	-9.6	-31.9
2024 organic revenue	(h) = (f) + (g)	800.3	996.5	949.5	1,171.0	3,917.3
Organic growth	(I) = (H)/(A)-1	+11.0%	+15.4%	+11.1%	+3.6%	+9.7%

€m	Impact of currency as of december 31 st , 2024
BRL	9.2
CNY	4.0
JPY	2.6
GBP	-11.8
Others	9.8
Total	13.9

Average exchange rate	FY 2024	FY 2023
BRL	0.1718	0.1851
CNY	0.1284	0.1305
JPY	0.0061	0.0066
GBP	1.1809	1.1497

RECONCILIATION BETWEEN APM FIGURES AND IFRS FIGURES

PROFIT & LOSS

	2024				2023			
	APM FIGURES	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS FIGURES	APM FIGURES	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS FIGURES
€m								
Revenue	3,935.3	(302.7)		3,632.6	3,570.0	(274.1)		3,295.9
Net operating costs	(3,170.8)	230.7	603.8	(2,336.3)	(2,906.9)	206.1	665.1	(2,035.7)
Operating margin	764.5	(71.9)	603.8	1,296.3	663.1	(68.0)	665.1	1,260.3
Maintenance spare parts	(46.9)	1.8		(45.0)	(48.1)	1.4		(46.8)
Amortisation and provisions (net) ⁽²⁾	(360.1)	16.9	(509.1)	(852.3)	(327.5)	16.7	(592.2)	(903.1)
Other operating income / expenses	42.8	(2.1)	0.9	41.6	(21.3)	(6.7)	72.3	44.3
EBIT before impairment charge	400.3	(55.3)	95.6	440.6	266.2	(56.6)	145.2	354.8
Net impairment charge ⁽³⁾	8.4	-	(0.5)	7.8	16.0	-	(0.7)	15.3
EBIT AFTER IMPAIRMENT CHARGE	408.7	(55.3)	95.0	448.4	282.2	(56.6)	144.5	370.1

(1) IFRS 16 impact on the core business contracts of controlled entities.

(2) Amortisation and provisions (net) include, under APM figures, amortisation net of reversals for respectively €(400.0) million and €(382.2) million in 2024 and in 2023, and net reversals of provisions for respectively €39.8 million and €54.7 million in 2024 and in 2023.

(3) Including impairment charge on net assets of companies under joint control.

CASH FLOW STATEMENT

	2024				2023			
	APM FIGURES	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS FIGURES	APM FIGURES	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS FIGURES
€m								
Operating Cash Flows	530.5	(14.9)	581.5	1,097.2	478.5	(15.8)	600.0	1,062.8
Change in working capital requirement	25.5	(11.7)	19.3	33.1	(124.3)	0.4	162.5	38.5
Net cash flow from operating activities	556.0	(26.6)	600.8	1,130.3	354.2	(15.3)	762.5	1,101.3
Capital expenditure	(324.2)	30.4		(293.8)	(355.1)	17.9		(337.2)
FREE CASH FLOW	231.9	3.8	600.8	836.5	(1.0)	2.4	762.5	764.1

(1) IFRS 16 impact on the core and non-core business contracts of controlled entities.

JCDECAUX SE RESULTS OVER THE LAST FIVE YEARS

NATURE OF INFORMATION	2020	2021	2022	2023	2024
I - SHARE CAPITAL AT END OF YEAR					
a) Share capital (in euros)	3,245,685	3,245,685	3,245,685	3,249,631	3,264,373
b) Number of ordinary shares	212,902,810	212,902,810	212,902,810	213,161,658	214,128,663
II - TRANSACTIONS AND RESULTS FOR THE FISCAL YEAR (IN EUROS)					
a) Revenue excluding taxes	88,165,005	81,383,599	99,570,654	111,232,886	117,352,676
b) Income before taxes, profit-sharing and calculated expenses (depreciation, amortisation and provisions)	380,470,754	(19,455,817)	689,364	975,724,922	72,353,153
c) Income tax	(3,038,799)	(4,047,411)	(3,053,327)	(9,128,053)	(11,620,905)
d) Employee profit-sharing	-	-	-	-	-
e) Income after taxes, profit-sharing and calculated expenses (depreciation, amortisation and provisions)	(45,188,156)	(18,399,420)	229,050,975	807,685,023	181,516,272
f) Dividends allocated	0	0	0	0	(1)
III - EARNINGS PER SHARE (IN EUROS)					
a) Income after taxes and profit-sharing but before calculated expenses	1.80	(0.07)	0.02	4.62	0.39
b) Income after taxes, profit-sharing and calculated expenses	(0.21)	(0.09)	1.08	3.79	0.85
c) Net dividend per share	0	0	0	0	(1)
IV - PERSONNEL					
a) Average headcount during the fiscal year	516	500	528	575	606
b) Payroll expenditure for the fiscal year (in euros)	33,015,933	34,282,720	41,721,375	48,292,519	51,782,152
c) Total paid out in social benefits during the fiscal year (Social Security, welfare activities, etc.) (in euros)	15,996,286	16,015,858	18,495,304	20,675,438	22,611,386

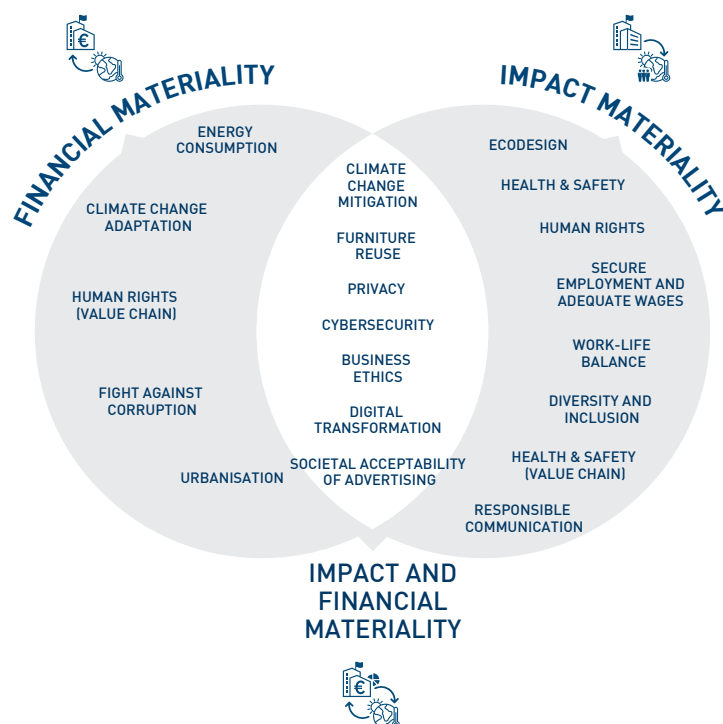
(1) Subject to approval by the General Meeting of Shareholders of the proposed appropriation of 2024 earnings.

As a recognised media of influence and public utility, JCDecaux is committed to integrating all sustainable development issues into its activities. The Group is committed to continually deploying new actions in favour of sustainable development.

The 2030 ESG Strategy - The Sustainable Media



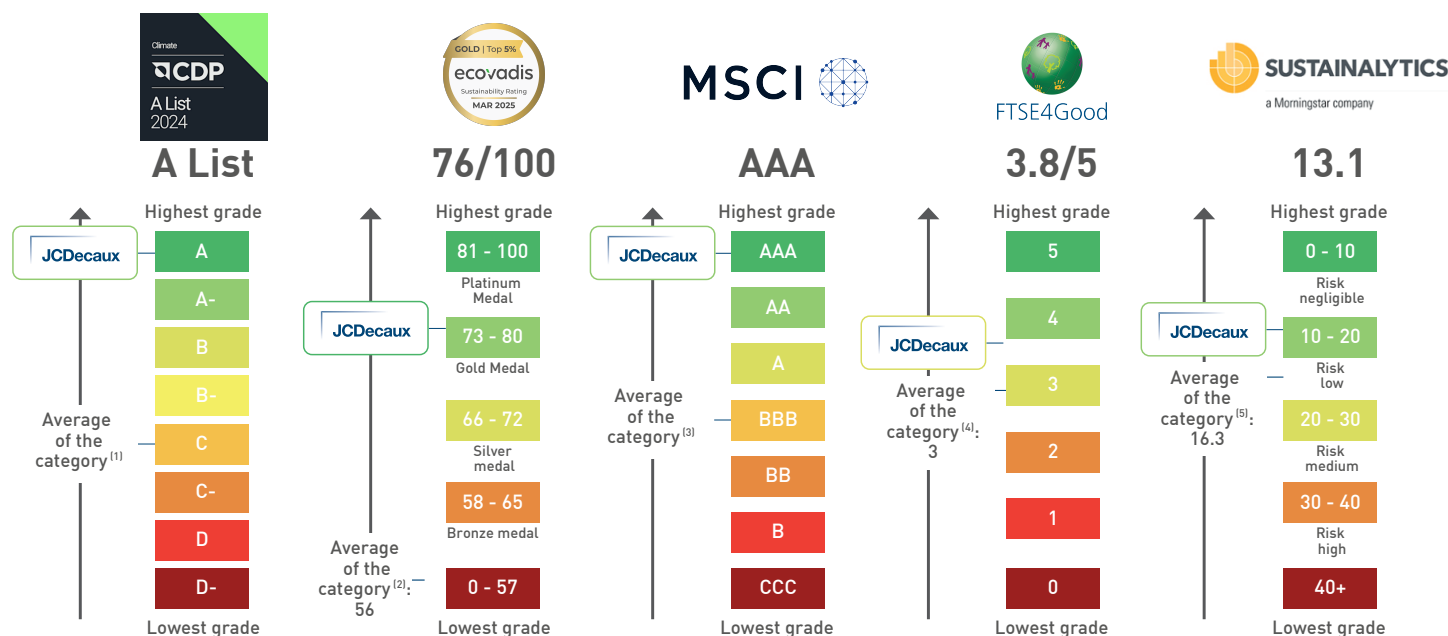
At the end of this work, 20 of the 37 pre-identified sustainability topics were assessed as material:



4 SUSTAINABLE DEVELOPMENT HIGHLIGHTS IN 2024

Our performance recognised by international standards (voluntary information)

Each year, the Group's CSR performance is assessed by five international extra-financial rating agencies recognised for their expertise in their field:



CDP CLIMATE CHANGE	ECOVADIS	MSCI ESG	FTSE4GOOD INDEX SERIES	SUSTAINALYTICS
JCDecaux has declared its performance to the CDP since 2011. In 2024, JCDecaux was included in the A list for the second year in a row, being part of a minority of companies achieving "Leadership" level in the Web Services & Marketing category.	The Group has been responding to the EcoVadis questionnaire since 2021. In 2024, the Group was ranked Gold with an overall score of 76/100, placing it in the top 5% of companies assessed.	Listed since 2013 by MSCI, JCDecaux obtained an AAA rating in 2024 and is ranked among the best companies in the media sector.	JCDecaux has been included in the FTSE4Good index since 2014. In 2024, the Group's overall performance was 3.8/5, above the average for companies in the Media sector (3.5/5).	In 2024, JCDecaux obtained a rating of 13.1 (low risk). The Group ranked 54 th out of 260 companies assessed in the Media sector.

(1) Web Services & Marketing, (2) Advertising & Market Research, (3) Media & Entertainment, (4) Media, (5) Media & Advertising

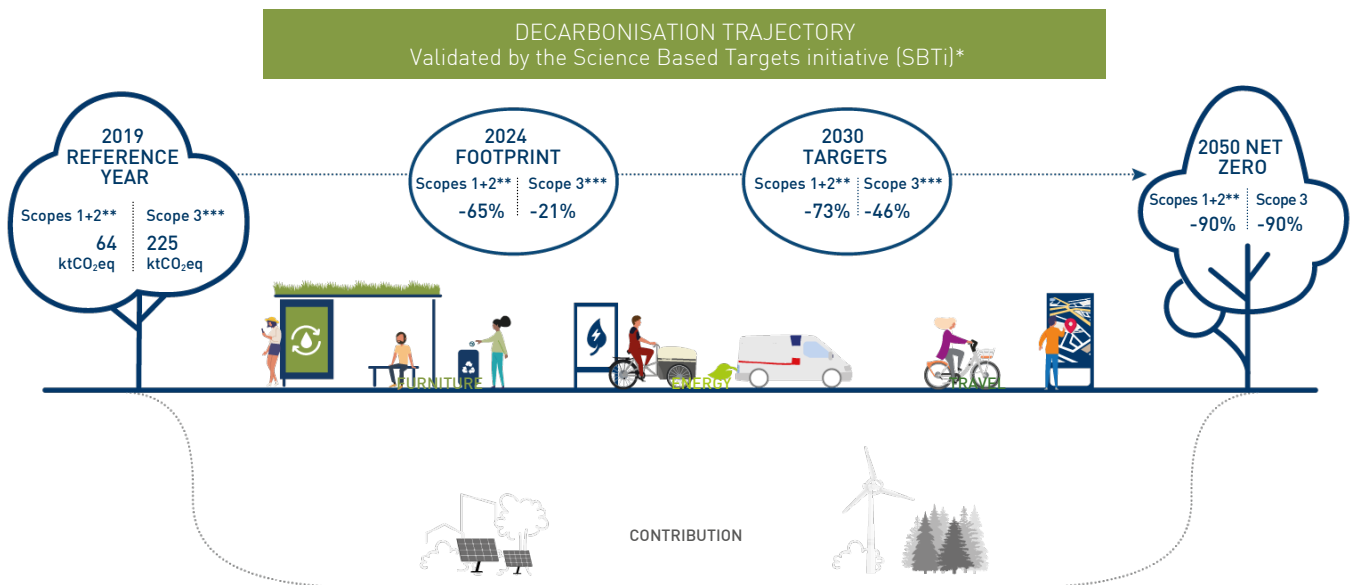
JCDecaux has been on the "Prime" list of the ISS CORPORATE ESG RESPONSIBILITY agency since 2013. This status is awarded to companies exceeding the sector threshold in terms of ESG performance.

FOCUS "SBTi TRAJECTORY"

JCDecaux has adopted a reduction trajectory based on scientific targets via the Science-Based Targets Initiative (SBTi).

In June 2024, JCDecaux's carbon reduction targets were reviewed and validated by the SBTi. The SBTi validation team confirmed that the near-term objectives for scopes 1 and 2 are in line with a trajectory of 1.5° C, and that the long-term objectives for scopes 1, 2 and 3 are aligned with mitigation trajectories of 1.5° C to achieve Net Zero Carbon by 2050.

The Group's emission reduction trajectory validated by the SBTi is provided below in adjusted data (cf. ESRS 2 BP1 concerning the information explaining the transition between the IFRS scope and the Adjusted scope).

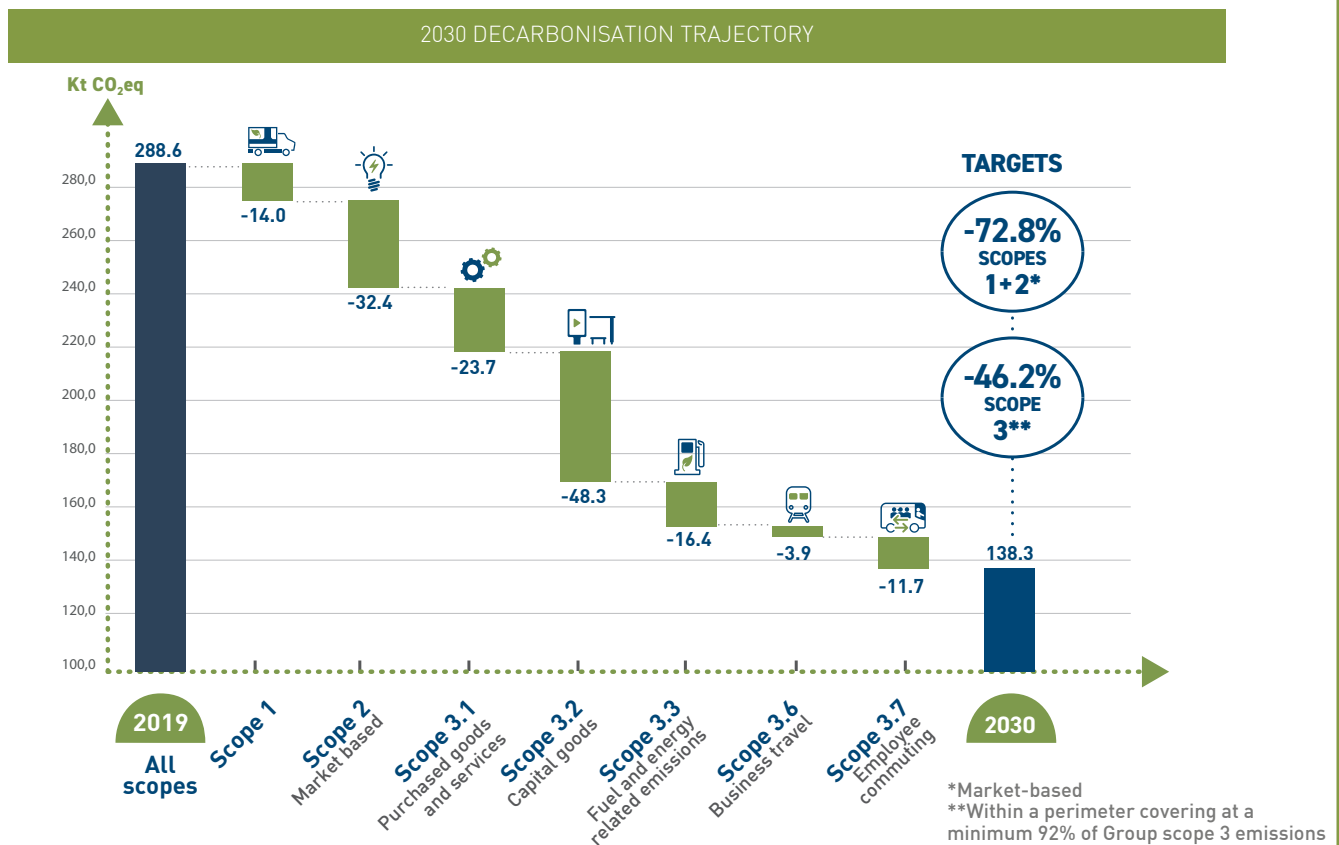


* Trajectory audited by an independent third party

** Market-based

*** Within a perimeter covering at a minimum 92% of Group scope 3 emissions

The graph below shows the Group's near and long-term emission reduction targets with a breakdown of reduction efforts according to the scopes and subsopes to which the Group is committed:



GROUP SOCIAL POLICY

WE VALUE
ALL OUR
PEOPLE



Ensuring **Human Rights**
and **fundamental social values**

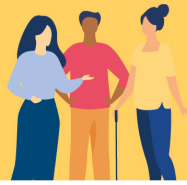
Providing a **sustainable**
employment

Promoting a **speak-up environment**
(**employee dialogue**)

Offering **benefits & compensation**
and implement a **wage policy**

Fostering a culture where **diversity**
and **inclusion** are celebrated

WE CARE
ABOUT OUR
PEOPLE



Implementing a **Health & Safety**
Policy and embed **wellbeing at work**

Providing **Social protection**

Offering **Personal leave**

Taking **measures to protect against**
any form of violence and
harassment in the workplace

Considering **employee satisfaction**

Facilitating **smart working**

WE SUPPORT OUR
PEOPLE'S GROWTH
& DEVELOPMENT



Setting up **recruitment standards**
and improved **candidate**
experience

Onboarding newcomers

Favouring **training & upskilling**

Improving **career management**

GOVERNANCE

COMPOSITION OF THE EXECUTIVE BOARD

At 31 December 2024, the Executive Board comprised five members appointed by the Supervisory Board: Jean-Charles Decaux (Chairman of the Executive Board), Jean-François Decaux (Chief Executive Officer), Emmanuel Bastide, David Bourg and Daniel Hofer. Their term of office is three years.

The Chairman is appointed for one year (annual rotation between Mr Jean-Charles Decaux and Mr Jean-François Decaux decided at the Supervisory Board meeting following the Annual General Meeting). Under the Articles of Association, the Chief Executive Officer has the same powers of representation as the Chairman of the Executive Board.



Jean-Charles Decaux
Chairman of the Executive Board (one year mandate)
Co-CEO



Jean-François Decaux
Co-CEO



David Bourg
Chief Financial,
IT and Administration
Officer



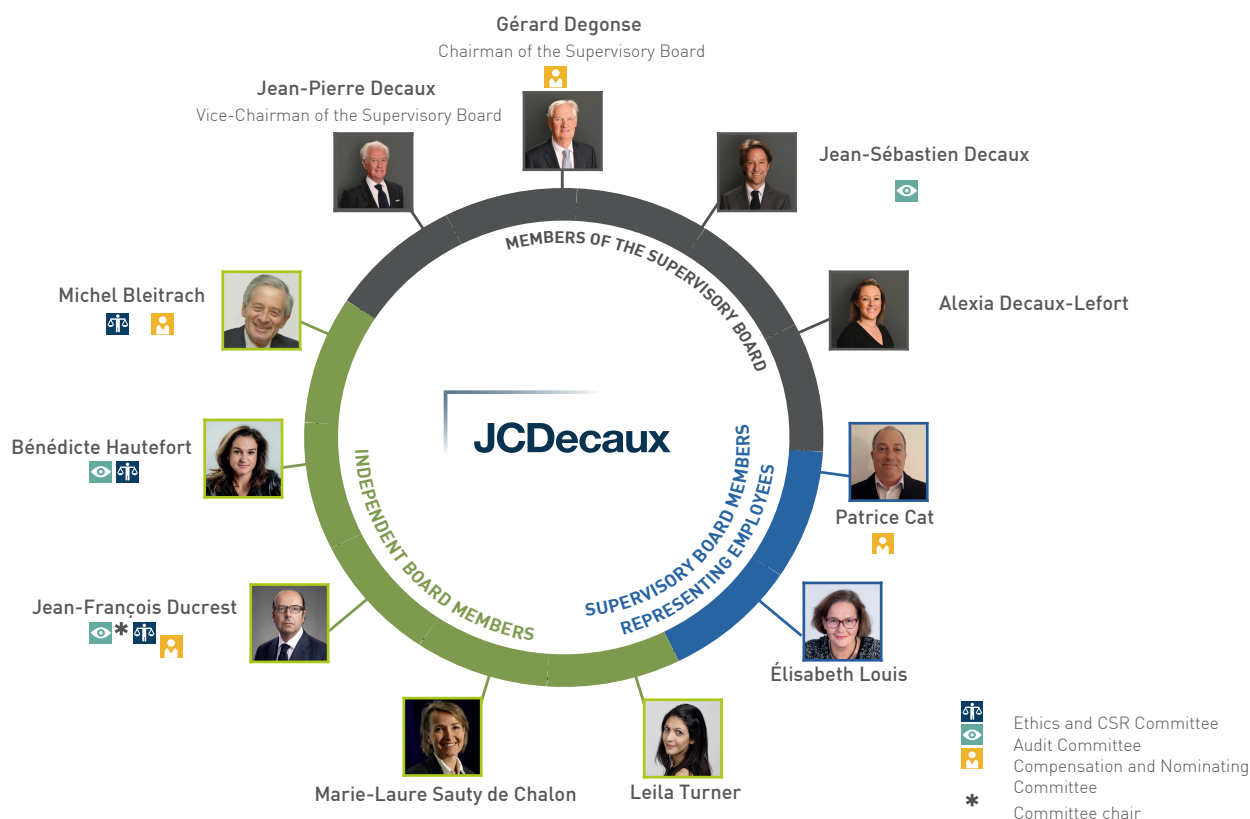
Emmanuel Bastide
Managing Director Asia



Daniel Hofer
Managing Director Germany,
Austria, Central and
Eastern Europe and Central Asia

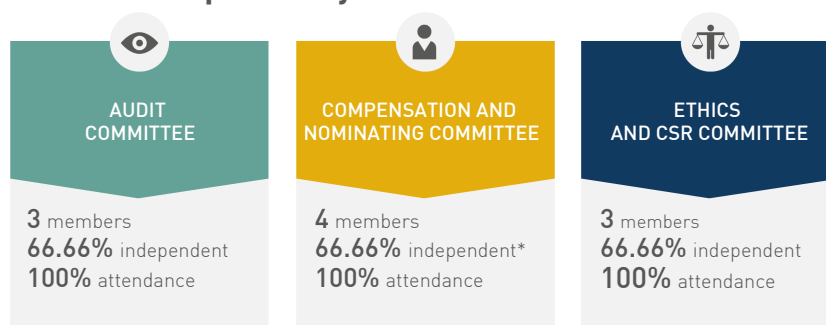
COMPOSITION OF THE SUPERVISORY BOARD

At 31 December 2024, the Supervisory Board comprised eleven members: Gérard Degonse (Chairman), Jean-Pierre Decaux (Vice-Chairman), Michel Bleitrach, Alexia Decaux-Lefort, Bénédicte Hautefort, Jean-Sébastien Decaux, Jean-François Ducrest, Marie-Laure Sauty de Chalon, Leila Turner (appointed by the General Meeting), Patrice Cat (appointed as a member of the Supervisory Board representing employees by the Social and Economic Committee and whose term of office was renewed by the European Company Committee on 22 July 2024) and Elisabeth Louis (appointed as a member of the Supervisory Board representing employees by the Social and Economic Committee and whose term of office was renewed by the European Company Committee on 22 July 2024). Patrice Cat (appointed member of the Supervisory Board representing employees by the Social and Economic Committee and whose term of office was renewed by the European Company Committee on 22 July 2024) and Elisabeth LOUIS (appointed member of the Supervisory Board representing employees by the Social and Economic Committee on 26 September 2023).



Number of members	Independent Board members*	Attendance rate	Female Board members*	Average age	Average tenure
11	55.5%	100%	44.4%	59	8.2 years

Supervisory Board Committees



*Excluding Supervisory Board Members representing employees

DETAILS OF THE MEMBERS OF THE SUPERVISORY BOARD WHOSE REAPPOINTMENT IS PROPOSED TO THE MEETING

The terms of office as members of the Supervisory Board of Gérard Degonse, Jean-Pierre Decaux and Alexia Decaux-Lefort expire at the end of the Annual General Meeting of 14 May 2025.

Pursuant to the diversity policy, the Supervisory Board, on the recommendation of the Compensation and Appointments Committee, submits for your approval the reappointment of:

• **M.Gérard Degonse, for a term of 1 year***

Gérard Degonse has extensive knowledge of the JCDecaux Group, having served as Chief Financial Officer and Member of the Executive Board of JCDecaux SA from 2000 to 2010. As Chairman of the Supervisory Board, he actively contributes to the quality of discussions within the Board. He is also an active member of the Compensation and Nominations Committee.

His attendance rate on the Supervisory Board over the three years of his term of office was 100%.

• **M.Jean-Pierre Decaux, for a term of 1 year***

Jean-Pierre Decaux is very committed to the success of the Company as a member of the Decaux family. He has extensive knowledge of the JCDecaux Group, having spent his entire career there since the Company's creation in 1964.

His attendance rate on the Supervisory Board during his annual office was 100%.

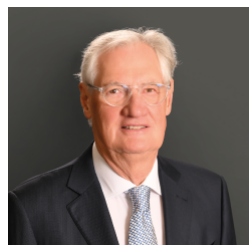
• **Ms Alexia Decaux-Lefort for a period of 3 years**

Ms Alexia Decaux-Lefort is very committed to the success of the Company as a member of the Decaux family. She brings her expertise of the luxury sector in which she works (top 5 of JCDecaux's most important client categories) to an internationally renowned Group

Her attendance rate on the Supervisory Board during his annual office was 100%.

Please find below the biographies of the three Supervisory Board members:

M.GÉRARD DEGONSE Chairman of the Supervisory Board



77 YEARS OLD - FRENCH NATIONALITY

BUSINESS ADDRESS:
17 rue Soyer, 92200 Neuilly-sur-Seine (France)

DATE OF FIRST APPOINTMENT:
15 May 2013

DATE OF LAST RENEWAL: 7 May 2024

TERM OF OFFICE: Until the Annual General Meeting to be held in 2025 to approve the financial statements for the year ended 31 December 2024.

NUMBER OF SHARES: 17,056 shares

Chairman of the Supervisory Board since 15 May 2013, the Supervisory Board, at its meeting of 16 May 2023, renewed his appointment for the duration of his membership of the Board (i.e. until the Supervisory Board meeting following the 2024 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2024).

Gérard Degonse is a graduate of the Institut d'Études Politiques de Paris.

He was Acting Managing Director of JCDecaux Holding until 30 June 2017. Before that he was Chief Financial and Administrative Officer of JCDecaux, where he also served on the Executive Board from 2000 to 2010. Before joining the JCDecaux Group, Gérard Degonse was Director of Financing and Treasury at the Elf Aquitaine Group. He was previously Vice President Treasurer and Company Secretary of Euro Disney.

He has also been a member of the Compensation and Nominating Committee since 15 May 2013.

COMPANIES

Terms of office or positions held in 2024 in Group companies

None.

Terms of office or positions held in 2024 in non-Group companies

SCI CARO DES PINS (France)

- Manager (1st appointment: 22 March 2018)

Offices that expired in the last five years in non-group companies

Octo Technology (France)

- Member of the Supervisory Board (until 27 September 2019)

Decaux Frères Investissements (SAS) (France)

- Director (until 15 December 2022)

ATTENDANCE AT SUPERVISORY BOARD MEETINGS: 100%

ATTENDANCE AT COMPENSATION AND NOMINATING COMMITTEE MEETINGS: 100%

M. JEAN-PIERRE DECAUX

Vice-Chairman of the Supervisory Board



80 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:
17 rue Soyer, 92200 Neuilly-sur-Seine (France)

DATE OF FIRST APPOINTMENT:
9 October 2000

DATE OF MOST RECENT RE-APPOINTMENT: 7 May 2024.

DATE OF EXPIRY OF THE TERM OF OFFICE: Until the General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2024.

HOLDS: 1,574 shares

Vice-Chairman of the Supervisory Board since 9 October 2000; the Supervisory Board, at its meeting of 16 May 2023, renewed his appointment for the duration of his membership on the Board (i.e. until the Supervisory Board meeting following the 2024 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2024).

Throughout his career within the Group, which he joined from its inception in 1964, Jean-Pierre Decaux has held numerous terms of office. He was notably Chairman and Chief Executive Officer of SOPACT (Société de Publicité des Abribus® et des Cabines Téléphoniques) from 1975 to 1988, Chairman and Chief Executive Officer of RPMU (Régie Publicitaire de Mobilier Urbain) from 1980 to 2001, Chief Executive Officer of Decaux SA (now JCDecaux SA) from 1989 to 2000 and Chairman and Chief Executive Officer of SEMUP (Société d'Exploitation du Mobilier Urbain Publicitaire) from 1995 to 2001.

COMPANIES

POSITIONS AND TERMS OF OFFICE HELD

Terms of office or positions held in 2024 in Group companies

None.

Terms of office or positions held in 2024 in non-Group companies

SCI Bagavi
SCI Criluca
SCI JPJM

- Manager (1st appointment: nd)
- Manager (1st appointment: nd)
- Manager (1st appointment: 15 January 2016)

Offices that expired in the last five years in non-group companies

None.

ATTENDANCE AT SUPERVISORY BOARD MEETINGS: 100%

MS ALEXIA DECAUX-LEFORT

Member of the Supervisory Board



Alexia Decaux-Lefort is a graduate of Warwick University (UK).

Ms Alexia Decaux-Lefort has held various positions at Piaget, within the Richemont International Group, where she began her career in 2008. Since August 2022, she has held the position of Marketing Head of High Jewellery & Exceptional Creations at Piaget.

COMPANIES

POSITIONS AND TERMS OF OFFICE HELD

Terms of office or positions held in 2023 in Group companies

None.

Terms of office or positions held in 2023 in non-Group companies

None.

None.

Offices that expired in the last five years in non-group companies

None.

None.

ATTENDANCE AT SUPERVISORY BOARD MEETINGS: 100%

BUSINESS ADDRESS:
17 rue Soyer, 92200 Neuilly-sur-Seine (France)

DATE OF FIRST APPOINTMENT:
15 May 2013

DATE OF LAST RENEWAL:
11 May 2022

TERM OF OFFICE: Until the Annual General Meeting to be held in 2025 to approve the financial statements for the year ended 31 December 2024.

NUMBER OF SHARES: 1,000 shares

INFORMATION CONCERNING THE MEMBER OF THE SUPERVISORY BOARD WHOSE APPOINTMENT IS PROPOSED TO THE GENERAL MEETING

Michel Bleitrach's term of office as a member of the Supervisory Board expires at the close of the Annual General Meeting of 14 May 2025. Michel Bleitrach did not wish to stand for re-election.

In accordance with the Group's diversity policy, the Supervisory Board, on the recommendation of the Remuneration and Appointments Committee, submits for your approval the appointment of Mr Guillaume Pepy as a member of the Supervisory Board to replace Mr Michel Bleitrach for a term of 3 years.

You will find his biography below:

MR GUILLAUME PEPE



66 YEARS OLD - FRENCH NATIONALITY

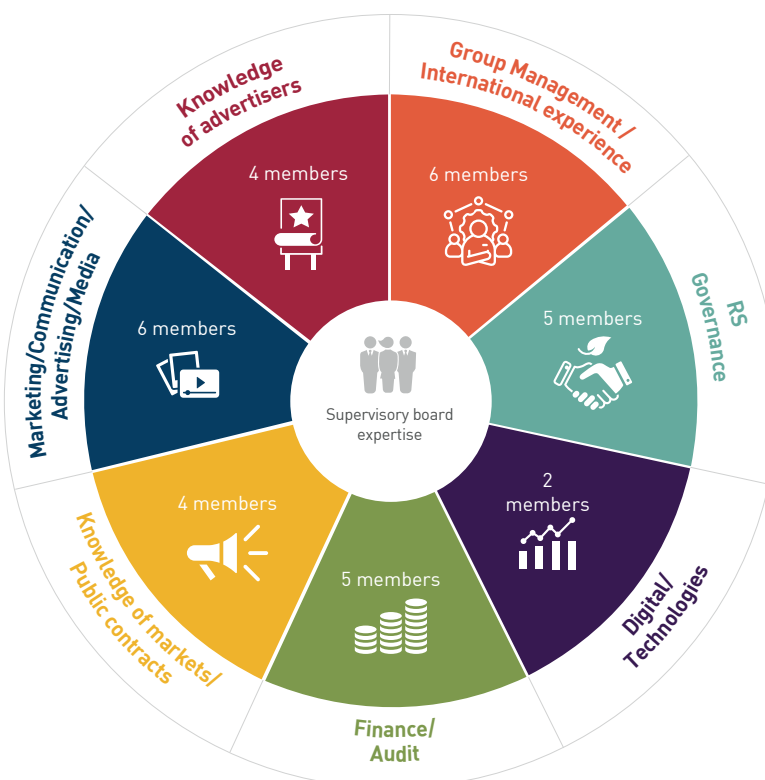
Former Chairman and CEO of SNCF for almost 12 years (from 2008 to 2019) and now a company director, Guillaume Pepy operates in France, the United Kingdom and the United States.

His activities are now based on three pillars: voluntary activities with the presidency of the Initiative France network dedicated to supporting entrepreneurship, corporate governance with several directorships in France (emeis, EM Lyon) and abroad (Arriva, Chemours) and, finally, a role as European senior consultant in an American company in the digital sector (Salesforce). He began his career in 1984 in the service of the State, as a member of the Conseil d'Etat, then as Director of Cabinet for several Ministers responsible for the civil service, the economy and labour and employment.

From 1989 until 2019, he held a number of positions of responsibility within the SNCF transport group (investment, strategy, TGV, passenger services, executive management, etc.) In 2008, he was appointed Chairman and Chief Executive Officer of SNCF and reappointed in 2012 and 2017. In 2019, after working with the public authorities to steer the overall reform of the company, he wishes to focus on new activities.

He now has a number of governance mandates in various economic sectors, as well as voluntary activities in the cultural, health and memory sectors.

As a reminder, the profiles present on the Board are considered to be diversified (excluding Board members representing employees). Their skills cover the following areas



COMPENSATION POLICY FOR CORPORATE OFFICERS

In the 9th and 10th resolutions, you are asked to approve the remuneration policy for the Chairman of the Executive Board, the members of the Executive Board, the Chairman of the Supervisory Board and the members of the Supervisory Board, in accordance with the provisions of the French Commercial Code.

This policy is consistent with the company's corporate interests, contributes to its long-term viability and is in line with its business strategy. It describes all the components of fixed and variable remuneration and explains the decision-making process used to determine, review and implement it.

The compensation policy for corporate officers is described in the Universal Registration Document, "Corporate Governance" section.

This document is available on the company's website www.jcdecaux.com

COMPENSATION PAID OR ALLOCATED TO CORPORATE OFFICERS IN 2024

- **General vote for all corporate officers pursuant to II of article L. 22-10-34 of the French commercial code**

In the 10th resolution, you are asked to approve the information listed in Article L. 22-10-9 I of the French Commercial Code, including in particular the total remuneration and benefits of any kind paid in respect of their office during the past financial year or granted in respect of the same financial year to all corporate officers (members of the Executive Board and Supervisory Board).

These elements of compensation are presented in the Universal Registration Document, "Corporate Governance" section.

This document is available on the company's website www.jcdecaux.com.

- **Specific vote for each corporate officer pursuant to III of article L. 22-10-34 of the French commercial code**

In resolutions 12th, 13th, 14th and 15th, you are asked to approve the information referred to in Article L.22-10-34 II of the French Commercial Code, namely the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid during the past financial year or awarded in respect of the same financial year to the Chairman of the Executive Board, the Chief Executive Officer, the other members of the Executive Board and the Chairman of the Supervisory Board.

These elements of compensation are presented in the tables below and are also available in the Universal Registration Document, "Corporate Governance" section.

This document is available on the company's website www.jcdecaux.com.

7 ELEMENTS OF REMUNERATION OF CORPORATE OFFICERS SUBMITTED TO THE VOTE OF THE MEETING

JEAN-CHARLES DECAUX

COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	1,096,938	<p>For the 2024 fiscal year, the Supervisory Board meeting of 6 March 2024, on the proposal of the Compensation and Nominating Committee, decided to increase by 2% the fixed compensation of Mr Jean-Charles Decaux.</p> <p>Thus, the 2024 fixed compensation of Mr Jean-Charles Decaux was €1,096,938.</p>
Annual variable compensation	1,620,726	<p>It should be noted that the General Meeting of Shareholders of 7 May 2024 (16th resolution) approved the variable compensation of €1,315,512 granted in respect of 2023.</p> <p>The 2024 variable compensation of Mr Jean-Charles Decaux was capped at 150% of his fixed compensation ("the ceiling") (of which 60% of the ceiling for financial criteria, 15% of the ceiling for ESG criteria and 25% of the ceiling for strategic criteria).</p> <p>By applying these criteria, the amount of variable compensation of Mr Jean-Charles Decaux's variable compensation for the 2024 fiscal year was valued by the Supervisory Board at its meeting of 4 March 2025 at €1,620,726, <i>i.e.</i> 98.50% of his cap on his variable compensation.</p> <p>Out of a total amount of compensation awarded to Mr Jean-Charles Decaux for the 2024 fiscal year of €2,738,040, fixed compensation represents 40.06% and variable compensation represents 59.19%.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board did not award any exceptional compensation to Mr Jean-Charles Decaux in 2024.
Stock options, performance shares or any other long-term benefits	0	<p>Stock options: N/A</p> <p>Performance shares: N/A</p> <p>Other allocations of securities: N/A</p> <p>M. Jean-Charles Decaux has waived the right to receive share subscription or purchase options since the Company's IPO in 2001.</p>
Compensation awarded for membership of the Supervisory Board	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	4,053	M. Jean-Charles Decaux has a company car made available to him in France.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non-competition indemnity	0	Mr Jean-Charles Decaux is not entitled to a non-competition indemnity
Supplementary retirement scheme	0	<p>Mr Jean-Charles Decaux is not entitled to a supplementary pension.</p> <p>However, Mr Jean-Charles Decaux had a life insurance policy of €16,323 in 2024.</p>

JEAN-FRANÇOIS DECAUX

COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE
AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	1,096,938	<p>For the 2024 fiscal year, the Supervisory Board meeting of 6 March 2024, on the proposal of the Compensation and Nominating Committee, decided to increase by 2% the fixed compensation of Mr Jean-François Decaux.</p> <p>Thus, the 2024 fixed compensation of Mr Jean-François Decaux was €1,096,938.</p>
Annual variable compensation	1,620,726	<p>It should be noted that the General Meeting of Shareholders of 7 May 2024 (15th resolution) approved the variable compensation of €1,315,512 granted in respect of 2023.</p> <p>The 2024 variable compensation of Mr Jean-François Decaux was capped at 150% of his fixed compensation ("the ceiling") (of which 60% of the ceiling for financial criteria, 15% of the ceiling for ESG criteria and 25% of the ceiling for strategic criteria).</p> <p>By applying these criteria, the amount of variable compensation of Mr Jean-François Decaux's variable compensation for the 2024 fiscal year was valued by the Supervisory Board at its meeting of 4 March 2025 at €1,620,726, <i>i.e.</i> 98.50% of the cap on his variable compensation.</p> <p>Out of a total amount of compensation awarded to Mr Jean-François Decaux in respect of the 2024 fiscal year of €2,717,664, fixed compensation represents 40.36% and variable compensation represents 59.64%.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board did not award any exceptional compensation to Mr Jean-François Decaux in 2024.
Stock options, performance shares or any other long- term benefits	0	<p>Stock options: N/A</p> <p>Performance shares: N/A</p> <p>Other allocations of securities: N/A</p> <p>Mr Jean-François Decaux has waived any share subscription or purchase options and performance shares since the Company's IPO in 2001.</p>
Compensation awarded for membership of the Supervisory Board	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	0	Jean-François Decaux did not receive a benefit in kind.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non- competition indemnity	0	Mr Jean-François Decaux is not entitled to a non-competition indemnity.
Supplementary retirement scheme	0	Mr Jean-François Decaux is not entitled to a supplementary pension.

7 ELEMENTS OF REMUNERATION OF CORPORATE OFFICERS SUBMITTED TO THE VOTE OF THE MEETING

EMMANUEL BASTIDE

COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	463,669	<p>For the 2024 fiscal year, the Supervisory Board meeting of 6 March 2024, on the proposal of the Compensation and Nominating Committee, decided to increase by 2% the fixed compensation of Mr Emmanuel Bastide</p> <p>Thus, the 2024 fixed compensation of Mr Emmanuel Bastide was €463,669.</p>
Annual variable compensation	301,675	<p>It should be noted that the General Meeting of Shareholders of 7 May 2024 (17th resolution) approved the variable compensation of €370,764 granted in respect of 2023.</p> <p>The 2024 variable compensation of Mr Emmanuel Bastide was capped at 100% of his fixed compensation ("the ceiling") (of which 85% for financial criteria and 15% for ESG criteria). If the 85% ceiling of his fixed compensation is not reached <i>via</i> the application of quantifiable criteria, he may be granted additional variable compensation for his participation in strategic accomplishments or the achievement of specific objectives by departments under his authority and set by Mr Jean-Charles Decaux.</p> <p>By applying these criteria, the amount of the variable compensation of Mr Emmanuel Bastide for the 2024 fiscal year was assessed by the Supervisory Board on 4 March 2025 at €301,675, <i>i.e.</i> 65.10% of his annual fixed compensation.</p> <p>Out of a total amount of compensation awarded to Mr Emmanuel Bastide in respect of the 2024 fiscal year of €962,430 (excluding performance shares), the fixed compensation represents 48.18% and the variable compensation represents 31.35%.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board did not award any exceptional compensation to Mr Emmanuel Bastide in 2024.
Stock options, performance shares or any other long-term benefits	516,843	<p>Stock options: 0</p> <p>Performance shares: the Executive Board meeting of 6 September 2024 allocated 37,534 Performance Shares to Mr Emmanuel Bastide.</p> <p>Other allocations of securities: 0</p>
Compensation awarded for membership of the Supervisory Board	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	197,086	In 2024, Mr Emmanuel Bastide benefited from a company car and housing, and the payment of school fees for his children in Singapore.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non-competition indemnity	0	<p>Under a non-compete agreement covering a period of two years, Mr Emmanuel Bastide is entitled to non-competition compensation to be paid over the same period amounting to 33% of his fixed and variable salary based on the average of the last 12 months before the termination of contractual relations.</p> <p>This agreement was authorised by the Supervisory Board at its meeting of 30 July 2014 and approved by the General Meeting of Shareholders on 13 May 2015 (7th resolution).</p> <p>No amounts were granted in respect of 2024.</p>
Supplementary retirement scheme	0	Mr Emmanuel Bastide is not entitled to a supplementary pension.

DAVID BOURG

COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE
AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	441,590	<p>For the 2024 fiscal year, the Supervisory Board meeting of 6 March 2024, on the proposal of the Compensation and Nominating Committee, decided to increase by 2% the fixed compensation of Mr David Bourg.</p> <p>Thus, the 2024 fixed compensation of Mr David Bourg was €441,590.</p>
Annual variable compensation	434,966	<p>It should be noted that the General Meeting of Shareholders of 7 May 2024 approved (17th resolution) the variable compensation of €424,273 granted in respect of 2023.</p> <p>The 2024 variable compensation of Mr David Bourg was capped at 100% of his fixed compensation ("the ceiling") (of which 85% for financial criteria and 15% for ESG criteria). If the 85% ceiling of his fixed compensation is not reached <i>via</i> the application of quantifiable criteria, he may be granted additional variable compensation for his participation in strategic accomplishments or the achievement of specific objectives by departments under his authority and set by co-CEOs.</p> <p>By applying these criteria, the amount of variable compensation of Mr David Bourg, for the 2024 fiscal year, was therefore valued by the Supervisory Board on 4 March 2025, at €434,966, <i>i.e.</i> 98.50% of his annual fixed compensation.</p> <p>Out of a total amount of compensation awarded to Mr David Bourg for the 2024 fiscal year of €942,381 (excluding performance shares), fixed compensation represents 46.86% and variable compensation represents 46.16%.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	<p>The Supervisory Board did not award any exceptional compensation to Mr David Bourg in 2024.</p> <p>He received additional compensation of €60,036 in line with the rule of one tenth of paid leave.</p> <p>In 2024, Mr David Bourg received compensation of €4,174 corresponding to the collective incentive in excess of the legal ceiling (75% of the annual social security ceiling).</p>
Stock options, performance shares or any other long-term benefits	492,236	<p>Stock options: 0</p> <p>Performance shares: the Executive Board meeting of 6 September 2024 allocated 35,747 performance shares to Mr David Bourg.</p> <p>Other allocations of securities: 0</p>
Compensation awarded for membership of the Supervisory Board	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	1,615	Mr David Bourg benefits from a company car made available to him in France.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non- competition indemnity	0	<p>Under a non-compete agreement covering a period of two years, Mr David Bourg is entitled to non-competition compensation to be paid over the same period amounting to 33% of his fixed and variable salary based on the average of the last 12 months before the termination of contractual relations.</p> <p>This agreement was authorised by the Supervisory Board at its meeting of 4 December 2014 and approved by the General Meeting of Shareholders on 13 May 2015 (8th resolution).</p> <p>No amounts were granted in respect of 2024.</p>
Supplementary retirement scheme	0	Mr David Bourg is not entitled to a supplementary pension.

7 ELEMENTS OF REMUNERATION OF CORPORATE OFFICERS SUBMITTED TO THE VOTE OF THE MEETING

DANIEL HOFER

COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	706,416	<p>For the 2024 fiscal year, the Supervisory Board meeting of 6 March 2024, on the proposal of the Compensation and Nominating Committee, decided to apply a 2% increase to the fixed compensation of Mr Daniel Hofer.</p> <p>Thus, the 2024 fixed compensation of Mr Daniel Hofer was €706,416.</p>
Annual variable compensation	709,577	<p>It should be noted that the General Meeting of Shareholders of 7 May 2024 (17th resolution) approved the variable compensation of €798 603 granted in respect of 2023.</p> <p>The 2024 variable compensation of Mr Daniel Hofer was capped at 100% of his fixed compensation ("the ceiling") (of which 85% for financial criteria and 15% for ESG criteria). If the 85% ceiling of his fixed compensation is not reached <i>via</i> the application of quantifiable criteria, he may be granted additional variable compensation for his participation in strategic accomplishments or the achievement of specific objectives by departments under his authority and set by Mr Jean-François Decaux.</p> <p>By applying these criteria, the amount of variable compensation of Daniel Hofer for the 2024 fiscal year, was assessed by the Supervisory Board meeting of 4 March 2025 at €709,577, <i>i.e.</i> 98.50% of his fixed compensation.</p> <p>Out of a total amount of compensation awarded to Mr Daniel Hofer in respect of the 2024 fiscal year of €2 544 182 (excluding performance shares), fixed compensation represents 27.77% and variable compensation represents 27.89%.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	1,000,000	The Supervisory Board of 5 December 2024 awarded exceptional compensation to Mr Daniel Hofer for his decisive and multifaceted contribution to the success of the partial sale of APG.
Stock options, performance shares or any other long- term benefits	781,379	<p>Stock options: 0</p> <p>Performance shares: The Executive Board meeting of 6 September 2024 granted 56,745 performance shares to Mr Daniel Hofer.</p> <p>Other allocations of securities: 0</p>
Compensation awarded for membership of the Supervisory Board	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	12,594	Mr Daniel Hofer received a contribution to the rent for an office.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non- competition indemnity	0	<p>Since 1 September 2023, Mr Daniel Hofer, under a non-compete agreement covering a period of two years, is entitled to non-competition compensation to be paid over the same period amounting to 33% of his fixed and variable salary based on the average of the last 12 months before the termination of contractual relations.</p> <p>No amounts were granted in respect of 2024.</p>
Supplementary retirement scheme	115,595	<p>Mr Daniel Hofer's employment contract is governed by Swiss law and was signed with JCDecaux Corporate Services GmbH (an indirectly wholly-owned Swiss subsidiary of JCDecaux SE). Pursuant to Article 7.1 of his employment contract, Mr Daniel Hofer benefits from a contribution by the Company to his pension plans with two pension institutions (La Bâloise and VZ), which may not exceed a specified amount (approx. CHF 110K), payable by Mr Daniel Hofer to complete if he deems it useful.</p> <p>Consequently, the amount that must be paid to him annually is CHF 110,139.60 and cannot be adjusted</p>

GÉRARD DEGONSE**COMPENSATION COMPONENTS PAID DURING THE 2024 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SE
AND CONTROLLED ENTITIES**

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	NA	The compensation policy does not provide for such a grant.
Annual variable compensation	NA	The compensation policy does not provide for such a grant.
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	No exceptional compensation was awarded for the 2024 fiscal year.
Stock options, performance shares or any other long- term benefits	NA	The compensation policy does not provide for such a grant.
Compensation awarded for membership of the Supervisory Board	78,500	Mr Gérard Degonse received compensation from JCDecaux SE in his capacity as Chairman of the Supervisory Board and member of the Compensation and Nominating Committee.
Fringe benefits	NA	The compensation policy does not provide for such a grant.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non- competition indemnity	NA	The compensation policy does not provide for such a grant.
Supplementary retirement scheme	NA	The compensation policy does not provide for such a grant.

CURRENT DELEGATIONS OF AUTHORITY TO INCREASE THE SHARE CAPITAL

Delegations of authority and powers granted to the Executive Board by the general meeting of shareholders of 16 May 2023 with regard to capital increases

DESCRIPTION OF AUTHORITY DELEGATED TO THE EXECUTIVE BOARD	MAXIMUM AMOUNT AUTHORISED	PERIOD OF VALIDITY	USE MADE OF THE DELEGATION BY THE EXECUTIVE BOARD
Share buyback programme (Resolution 19)	Up to a maximum of 10% of share capital	18 months	Used in 2023 as part of the liquidity contract
Capital reduction by cancellation of treasury shares (Resolution 20)	Up to a maximum of 10% of share capital	18 months	Not used during the 2023 fiscal year
Capital increase maintaining pre-emptive subscription rights (Resolution 21)	€2.3 million*	26 months	Not used during the 2023 fiscal year
Capital increase without pre-emptive subscription rights by public offering, excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (Resolution 22)	€2.3 million*	26 months	Not used during the 2023 fiscal year
Capital increase without pre-emptive subscription rights through an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (Resolution 23)	€2.3 million*	26 months	Not used during the 2023 fiscal year
Authorisation granted to the Executive Board to set the issue price of capital increases without pre-emptive subscription rights (Resolution 24)	10% of the share capital per 12-month period	26 months	Not used during the 2023 fiscal year
Greenshoe option (Resolution 25)	Maximum threshold of 15% of the initial issue and within the limit of the ceiling set for the issue of equity securities or securities	26 months	Not used during the 2023 fiscal year
Capital increase to remunerate a contribution in kind (Resolution 26)	Within the limit of 10% of the share capital	26 months	Not used during the 2023 fiscal year
Capital increase by incorporation of reserves, profits and/or premiums (Resolution 27)	€2.3 million*	26 months	Not used during the 2023 fiscal year
Allocation of share subscription or purchase options (Resolution 28)	4% of the share capital - under a ceiling of 0.04% applicable to executive corporate officers (allocation price corresponding to the average of the last twenty share prices)*	26 months	Not used during the 2023 fiscal year
Allocation of bonus shares (Resolution 29)	1% of the share capital - subject to a limit of 0.16% applicable to executive corporate officers*	26 months	Used during the 2024 fiscal year
Capital increase with cancellation of pre-emptive subscription rights as part of an employee savings plan (Resolution 30)	Up to 5% of the share capital	26 months	Not used during the 2023 fiscal year
Capital increase with cancellation of pre-emptive subscription rights reserved for categories of beneficiaries as part of an employee shareholding transaction (Resolution 31)	Up to 5% of the share capital	18 months	Not used during the 2023 fiscal year

Delegations of authority and powers granted to the Executive Board by the General Meeting of shareholders of 7 May 2024 with regard to capital increases

DESCRIPTION OF AUTHORITY DELEGATED TO THE EXECUTIVE BOARD	MAXIMUM AMOUNT AUTHORISED	PERIOD OF VALIDITY	USE MADE OF THE DELEGATION BY THE EXECUTIVE BOARD
Share buyback programme (Resolution 20)	Up to a maximum of 10% of share capital	18 months	Used in 2024 as part of the liquidity contract
Capital reduction by cancellation of treasury shares (Resolution 21)	Up to a maximum of 10% of share capital	18 months	Not used during the 2024 fiscal year
Capital increase with cancellation of pre-emptive subscription rights as part of an employee savings plan (Resolution 22)	Up to 5% of the share capital	18 months	Not used during the 2024 fiscal year
Capital increase with cancellation of pre-emptive subscription rights reserved for categories of beneficiaries as part of an employee shareholding transaction (Resolution 23)	Up to 5% of the share capital	18 months	Not used during the 2024 fiscal year

AGENDA OF THE COMBINED GENERAL MEETING

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

1. Approval of the financial statements for the year ended December 31, 2024 - Approval of non-tax deductible expenses;

2. Approval of the consolidated financial statements for the year ended December 31, 2024;

3. Appropriation of profit for the year ended December 31, 2024;

4. Special auditor's report on the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code – Finding of the absence of a new agreement

5. Renewal of Mr Gérard Degonse's term of office as member of the Supervisory Board

6. Renewal of Mr Jean-Pierre Decaux's term of office as member of the Supervisory Board

7. Renewal of Mrs. Alexia Decaux-Lefort's term as member of the Supervisory Board

8. Appointment of Mr. Guillaume Pepy to replace Mr. Michel Bleitrach as a member of the Supervisory Board;

9. Approval of the remuneration policy of the Chairman of the Executive Board and the members of the Executive Board in accordance with Article L.22-10-26 II of the French Commercial Code;

10. Approval of the remuneration policy of the Chairman of the Supervisory Board and the members of the Supervisory Board in accordance with Article L.22-10-26 II of the French Commercial Code;

11. Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to all corporate officers (members of the Executive Board and the Supervisory Board);

12. Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Jean-Charles Decaux, Chairman of the Executive Board;

13. Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Jean-François Decaux, member of the Executive Board and Chief Executive Officer;

14. Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Emmanuel Bastide, David Bourg and Daniel Hofer, members of the Executive Board;

15. Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Gérard Degonse, Chairman of the Supervisory Board;

16. Determination of the amount of remuneration of the members of the Supervisory Board;

17. Authorization to be given to the Executive Board to operate on the Company's shares within the framework of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling;

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

18. Authorisation to be given to the Executive board to reduce the share capital by the cancellation of treasury shares, duration of the authorization, ceiling;

19. Delegation of authority to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (of the Company or of a group company) with preferential subscription rights, duration of the delegation, maximum nominal amount of the capital increase, option to offer unsubscribed securities to the public;.

20. Delegation to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or entitling them to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (of the Company or of a group company) with cancellation of preferential subscription rights by public offering, excluding the offers referred to in 1° Article L. 411-2 of the French Monetary and Financial Code and/or in the context of a public exchange offer, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute unsubscribed securities;

21. Delegation of authority to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued (of the Company or of a group company), with cancellation of preferential subscription rights by an offer referred to in 1° of Article L. 411-2 of the Monetary and Financial Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute unsubscribed securities.

22. Delegation of authority to be conferred on the Executive Board for the purpose of deciding on the issuance of ordinary shares and/or transferable securities giving access to the share capital and/or debt securities, with cancellation of the preferential subscription right in favour of one or more named persons;

23. Delegation of authority to be given to the Executive Board for the purpose of increasing the number of equity securities or transferable securities giving access to equity securities to be issued (over-allotment option) in the event of issuance with cancellation or maintenance of preferential subscription rights;

24. Delegation of authority to be given to the Executive Board to increase the share capital by issuing ordinary shares and/or transferable securities giving access to the capital, up to a limit of 20% of the capital, with a view to remunerating contributions in kind of equity securities or transferable securities giving access to the capital, duration of the delegation;

25. Delegation of authority to be given to the Executive Board to increase the capital by incorporation of reserves, profits and/or bonuses, duration of the delegation, maximum nominal amount of the capital increase, fate of fractional shares;

26. Authorization to be given to the Executive Board to grant stock options with cancellation of preferential subscription rights for the benefit of employees and corporate officers of the group or some of them, waiver of shareholders' preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option;

27. Authorization to be given to the Executive Board for the purpose of making free allocations of existing or future shares with cancellation of preferential subscription rights for the benefit of members of the group's salaried staff and corporate officers or some of them, duration of the authorization, ceiling, duration of vesting periods, in particular in the event of disability and retention;

28. Delegation of authority to be given to the Executive Board for the purpose of deciding to increase the share capital by issuing equity securities or transferable securities giving access to equity securities to be issued reserved for members of savings plans, with cancellation of preferential subscription rights for the benefit of the latter;

29. Delegation of authority to be given to the Executive Board for the purpose of deciding on the increase of the share capital by issuing equity securities or transferable securities giving access to equity securities to be issued reserved for categories of beneficiaries in the context of an employee shareholding operation, with cancellation of the preferential subscription right for the benefit of the latter;

30. Amendment of Article 17 "Organisation and functioning of the Supervisory Board" of the Articles of Association concerning (i) the use of a means of telecommunication during meetings of the Supervisory Board, (ii) the possibility for the members of the Supervisory Board to vote by mail and (iii) the written consultation of the members of the Supervisory Board;

31. Powers to complete formalities.

OBJECTIVES AND DRAFT RESOLUTIONS

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

Resolutions 1 to 3: approval of the accounts for the financial year and allocation of profit

Objective :

The purpose of the 1st and 2nd resolutions respectively is to approve:

- the company accounts and the transactions recorded in these accounts;
- the consolidated accounts and the transactions recorded in these accounts.

The purpose of the 3rd resolution is the allocation of profit: it is proposed that net income for the year ended, amounting to €181,516,271.25, be allocated as follows:

-payment of a dividend of €117,770,764.65

- and the balance of €63,745,506.60 to other reserves, which will amount to €1,122,851,951.54

• the profit for the financial year ended 31 December 2023 is	€181,516,271.25
• the carry forward is	€0
• the legal reserve is	€341,555.75
• the other reserves are	€1,059,106,444.94
• issue, merger, and contribution premiums are	€730 516 026,44

The General Meeting, upon the proposal of the Executive Board, decides to allocate the profit for the financial year as follows:

- the payment of a dividend in the amount of €117,770,764.65

- and the balance, i.e. € 63,745,506.60 for other reserves, which will amount to € 1,122,851,951.54.

The dividend is set at €0.55 per share for each of the shares giving rise to the right to a dividend.

The total amount of the distribution referred to above is calculated on the basis of the number of shares making up the share capital as of December 31, 2024, i.e. 214,128,663 shares, and may vary according to the number of shares giving rise to dividend rights on the ex-dividend date, which will depend in particular on the number of treasury shares as well as the final allocations of free shares and the exercise of options (if the beneficiary is entitled to the dividend in accordance with the dividend the stipulations of the plans concerned).

The ex-dividend [IA1] date will be May 19, 2025 and will be paid from May 21, 2025. The Shareholders' Meeting decides that, in the event that, on the date of payment of the dividend, the Company holds some of its own shares, the sums corresponding to the amount of the dividend not paid to the said treasury shares will be allocated to the "carry-forward" account.

It should be noted that, for individuals who are tax resident in France, this dividend is subject to the single flat-rate tax at the overall rate of 30%, unless they opt for the taxation of this income at the progressive income tax scale. In the latter case, the entire amount thus distributed will be eligible for the 40% reduction resulting from the provisions of Article 158 3-2° of the General Tax Code.

In accordance with the provisions of Article 243 bis of the General Tax Code, it is recalled that no dividend has been distributed in respect of the three previous financial years, nor any income within the meaning of the 1st paragraph of the same article.

Resolution 4: regulated agreements and commitments

Objective :

No regulated agreements or regulated commitments were entered into during the 2024 financial year. The special report of the statutory auditors on the regulated agreements and commitments can be found in the Universal Registration Document as well as on the Company's website.

The 4th resolution proposes that you take formal note of the absence of a new agreement.

RESOLUTION 1

(Approval of the financial statements for the year ended December 31, 2024 - Approval of non-tax deductible expenses and expenses)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having considered the reports of the Executive Board, the Supervisory Board, and the reports of the Statutory Auditors, approves the financial statements for the year ended December 31, 2024, including the balance sheet, the income statement and the notes, as presented to it, which show a profit of EUR 181 516 271.25, as well as the transactions reflected in these accounts and summarised in these reports.

The General Meeting specifically approves the total amount, amounting to 214,025 euros, of the expenses and charges referred to in 4 of Article 39 of the General Tax Code, as well as the corresponding tax.

RESOLUTION 2

(Approval of the consolidated financial statements for the year ended December 31, 2024)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, after having considered the reports of the Executive Board, the Supervisory Board, and the reports of the Statutory Auditors, approves the consolidated financial statements for the year ended December 31, 2024, including the balance sheet, the income statement and the notes, as presented to it, resulting in a net income group share of €258.9 million, as well as the transactions reflected in these accounts and summarized in these reports.

RESOLUTION 3

(Appropriation of profit for the year ended 31 December 2024)

The General Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, notes that :

RESOLUTION 4

(Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-86 et seq. of the French Commercial Code – finding of the absence of a new agreement)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, after having taken note of the Statutory Auditors' special report mentioning the absence of any new agreement of the nature of those referred to in Articles L. 225-86 et seq. of the French Commercial Code, takes note of it purely and simply.

Resolutions 5 to 8: renewal of the terms of office of three Supervisory Board members and appointment of a new Supervisory Board member

Objective :

The 5th to 8th resolutions propose that you renew the terms of office as Supervisory Board member of:

- Mr Gérard Degonse, and Mr Jean-Pierre Decaux for a period of 1 year
- Mrs Alexia Decaux-Lefort for a period of 3 years

In the 8th resolution, it is proposed that you appoint Mr Guillaume Pepy as a member of the Supervisory Board for a term of 3 years to replace Mr Michel Bleitrach.

If you approve all these resolutions, the Supervisory Board will have nine members (as well as the two Supervisory Board members representing the employees), four women and five men, of which five will be independent members.

RESOLUTION 5

(Renewal of the term of office of Mr. Gérard Degonse as a member of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having taken note of the report of the Executive Board and Article 16-1 of the Articles of Association, noting that the term of office of Mr. Gérard Degonse expires today, decides to renew it for a period of one year which will expire at the end of the General Meeting to be held in 2026 which will approve the accounts of the past year.

M. Gérard Degonse has made it known that he accepts this mandate and that he has not been subject to any measure that could prohibit him from exercising it.

RESOLUTION 6

(Renewal of the term of office of Mr. Jean-Pierre Decaux as a member of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having taken note of the report of the Executive Board and Article 16-1 of the Articles of Association, noting that Mr. Jean-Pierre Decaux's term of office as a member of the Supervisory Board expires today, decides to renew it for a period of one year which will expire at the end of the Shareholders' Meeting to be held in 2026 which will approve the financial statements of Mr. the past financial year.

M. Jean-Pierre Decaux has made it known that he accepts this mandate and that he has not been subject to any measure likely to prohibit him from exercising it.

RESOLUTION 7

(Renewal of the term of office of Mrs. Alexia Decaux-Lefort as a member of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having taken note of the Executive's report, noting that the term of office of Mrs. Alexia Decaux-Lefort as a member of the Supervisory Board expires today, decides to renew it for a period of three years which will expire at the end of the Shareholders' Meeting to be held in 2028 which will approve the financial statements for the past financial year.

Mrs. Alexia Decaux-Lefort indicated that she accepted the renewal of her mandate and that she has not been subject to any measure likely to prohibit her from exercising it.

RESOLUTION 8

(Appointment of Mr. Guillaume Pepy to replace Mr. Michel Bleitrach as a member of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having taken note of the Executive's report, appoints as a member of the Supervisory Board Mr. Guillaume Pepy, replacing Mr. Michel Bleitrach, whose term of office as a member of the Supervisory Board expires today for a period of three years which will expire at the end of the General Meeting held in 2028 called to approve the financial statements for the past financial year.

M. Guillaume Pepy has made it known that he accepts this mandate and that he has not been subject to any measure likely to prohibit him from exercising it.

Resolutions 9 and 16: remuneration of corporate officers

Objective :

In the 9th and 10th resolutions, you are asked to approve the remuneration policy (ex ante vote) for the Chairman of the Executive Board, the members of the Executive Board, the Chairman of the Supervisory Board and the members of the Supervisory Board, in accordance with the provisions of the French Commercial Code.

The remuneration policy for corporate officers is described in the Corporate Governance section of the Universal Registration Document.

In resolutions 11th, 12th, 13th, 14th and 15th, you are asked to approve the remuneration paid or awarded in respect of the year ended 31 December 2024 to all corporate officers, the Chairman of the Executive Board, the Chief Executive Officer, the members of the Executive Board and the Chairman of the Supervisory Board (ex-post vote) in accordance with the provisions of the French Commercial Code.

In the 16th resolution, it is proposed that you increase the total annual remuneration of members of the Supervisory Board from €542,000 to €590,000.

These remuneration components are presented in the Corporate Governance section of the Universal Registration Document.

RESOLUTION 9

(Approval of the remuneration policy of the Chairman of the Executive Board and the members of the Executive Board in accordance with Article L.22-10-26 II of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code describing the elements of the corporate officers' remuneration policy, approves, pursuant to Article L. 22-10-26 II of the French Commercial Code, the remuneration policy of the Chairman of the Executive Board and the members of the Executive Board as presented in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 10

(Approval of the remuneration policy of the Chairman of the Supervisory Board and the members of the Supervisory Board in accordance with Article L. 22-10-26 II of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code describing the elements of the corporate officers' remuneration policy, approves, pursuant to Article L. 22-10-26 II of the French Commercial Code, the remuneration policy of the Chairman of the Supervisory Board and the members of the Supervisory Board as presented in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 11

(Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to all corporate officers (members of the Executive Board and the Supervisory Board))

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the information referred to in Article L. 22-10-9 I. of the French Commercial Code that is presented therein relating to the remuneration paid or awarded to the corporate officers for the financial year ended December 31, 2024, as set out in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 12

(Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Jean-Charles Decaux, Chairman of the Executive Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid or awarded in respect of the financial year ended December 31, 2024 at Mr. Jean-Charles Decaux, Chairman of the Executive Board, as set out in the 2024

Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 13

(Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Jean-François Decaux, member of the Executive Board and Chief Executive Officer)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid or awarded in respect of the financial year ended December 31, 2024 at Mr. Jean-François Decaux, Member of the Executive Board and Chief Executive Officer, as set out in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 14

(Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Emmanuel Bastide, Mr. David Bourg and Mr. Daniel Hofer, members of the Executive Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid or awarded in respect of the financial year ended December 31, 2024 at Mr. Emmanuel Bastide, Mr. David Bourg and Mr. Daniel Hofer, members of the Executive Board, as set out in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 15

(Approval of the elements of the remuneration paid or awarded in respect of the year ended December 31, 2024 to Mr. Gérard Degonse, Chairman of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having taken note of the report on corporate governance referred to in Article L. 225-68 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid or awarded in respect of the financial year ended December 31, 2024 at Mr. Gérard Degonse, Chairman of the Supervisory Board, as set out in the 2024 Universal Registration Document, in the Corporate Governance chapter.

RESOLUTION 16

(Determination of the amount of remuneration of the members of the Supervisory Board)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having taken note of the Executive Board's report, decides to increase the total annual amount of the remuneration of the members of the Supervisory Board from €542,000 to €590,000 as of the 2025 financial year and until further decision, with the Supervisory Board deciding on the distribution among its members.

Resolution 17: buyback programme

Objective:

The 17th resolution proposes that you authorise the Management Board, with the option of sub-delegation, to buy back shares in the Company under the following conditions:

- the maximum number of shares that the Company may acquire or hold at any time may not exceed 10% of the share capital;
- the maximum purchase price per share will be €50.

This authorisation would be given for a period of 18 months.

RESOLUTION 17

(Authorization to be given to the Executive Board to operate on the Company's shares within the framework of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Ordinary Shareholders' Meetings, after having taken note of the report of the Executive Board and in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code,

1. Authorises the Executive Board, with the option of sub-delegation under the conditions set by law, Regulation (EU) No. 596/2014 of 16 April 2014, Regulation (EU) No. 2016/1052 of 8 March 2016 and the provisions of Articles 241-1 et seq. of the General Regulations of the Autorité des Marchés Financiers, as well as any other stipulations that may be applicable, to purchase or cause to be purchased shares of the Company in order to enable:

- the implementation of any stock option plan of the Company within the framework of the provisions of Articles L. 225-177 et seq. of the French Commercial Code or any similar plan; or
- the allocation or transfer of shares to employees in respect of their participation in the fruits of the company's expansion or the implementation of any company or group savings plan (or similar plan) under the conditions provided for by law, in particular by Articles L. 3332-1 et seq. of the French Labor Code; or
- the free allocation of shares within the framework of the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code; or
- the company, to fulfill obligations related to stock option programs or other allocations of shares to employees or corporate officers of the issuer or an associate; or
- the delivery of shares upon the exercise of rights attached to transferable securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other way; or
- the cancellation of all or part of the shares thus repurchased, under the conditions provided for in Article L. 22-10-62 paragraph 4 of the French Commercial Code, subject to the authorization to be given by the present Meeting in the eighteenth Extraordinary Meeting; or
- the retention and subsequent delivery of shares (by way of exchange, payment or otherwise) in the context of external growth, merger, demerger or contribution transactions; or

- the animation of the secondary market or the liquidity of JCDecaux SE shares by an investment services provider in the context of a liquidity contract in accordance with the practice permitted by the regulations; or

- the implementation of any market practice accepted or which may be accepted by the market authorities.

2. Decides that this program is also intended to enable the Company to operate for any other purpose authorized or that may be authorized by applicable law or regulation. In such a case, the Company will inform its shareholders by means of a press release.

3. Decides that the Company's share purchases may relate to a number of shares such that, on the date of each repurchase, the total number of shares purchased by the Company since the beginning of the repurchase program (including those subject to such repurchase) does not exceed 10% of the total number of shares making up the Company's share capital on that date, this percentage applies to a capital adjusted according to the transactions affecting it after this Shareholders' Meeting (i.e., for information purposes, as of December 31, 2024, a buyback ceiling of 21,412,866 shares); it being specified that (i) the number of shares acquired with a view to their retention and subsequent delivery in the context of an external growth, merger, demerger or contribution operation may not exceed 5% of its share capital, and (ii) when the shares are repurchased to promote liquidity under the conditions defined by the General Regulations of the Autorité des Marchés Financiers, The number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, minus the number of shares resold during the term of the authorization.

4. Decides that the acquisition, sale or transfer of shares may be carried out at any time, including during the period of a public offer, within the limits authorized by the legal and regulatory provisions in force and by any means, on regulated markets, multilateral trading facilities, with systematic internalizers or concluded over-the-counter, including by acquisition or disposal of blocks (without limiting the portion of the buyback program that may be carried out by this means), by public tender offer or exchange, or by the use of options or other financial futures instruments traded on regulated markets, multilateral trading facilities, from systematic or over-the-counter internalizers or by delivery of shares following the issuance of securities giving access to the Company's share capital by conversion, exchange, redemption, exercise of a warrant or in any other way, either directly or indirectly through an investment services provider.

5. Sets (i) the maximum purchase price of the shares under this resolution at €50 per share, excluding acquisition costs (or the equivalent of this amount on the same date in any other currency), and (ii) in accordance with the provisions of Article R. 225-151 of the French Commercial Code, the maximum overall amount allocated to the share buyback program subject to this authorization at €1,070,643,300, corresponding to a maximum number of 21,412,866 shares acquired on the basis of the maximum unit price of 50 euros above authorised.

6. Delegates to the Executive Board, with the option of sub-delegation under the conditions set by law, in the event of transactions on the share capital, in particular changes to the par value of the shares, capital increases by capitalization of reserves, free allocation of shares, division or consolidation of securities, distribution of reserves or any other assets, depreciation of capital, or any other equity transaction, the power to adjust the maximum purchase price referred to above to take into account the impact of such transactions on the value of the share.

7. Confers on the Executive Board, with the power of sub-delegation, all powers:

- to implement this authority,
- to specify, if necessary, the terms and conditions thereof,
- to carry out the purchase programme, and in particular to place any stock exchange order, enter into any agreement, allocate or reallocate the shares acquired to the objectives pursued in accordance with the applicable legal and regulatory conditions,
- to set the terms and conditions under which the rights of holders of securities or options will be preserved, if necessary, in accordance with the legal, regulatory or contractual provisions,

- to make all declarations to the Autorité des Marchés Financiers and any other competent authority and any other formalities,

- to do what is necessary in such matters

8. Recalls that, in accordance with the provisions of the first 8. paragraph of Article L. 22-10-62 of the French Commercial Code, the Company's Social and Economic Committee will be informed of this authorization.

9. Sets the period of validity of this authorisation at eighteen months from the date of this General Meeting, and notes that it deprives of effect, as of the same date, any previous authorisation with the same purpose.

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Resolution 18: Cancellation of shares

Objective:

The 18th resolution would enable the Managing Board to reduce the share capital by cancelling treasury shares, up to a limit of 10% of the share capital, within twenty-four months of their acquisition.

This authorisation would be given for a period of 18 months.

RESOLUTION 18

(Authorisation to be given to the Executive Board to reduce the share capital by cancellation of treasury shares, duration of the authorisation, ceiling)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Extraordinary General Meetings, after having taken note of the report of the Executive Board and the special report of the Statutory Auditors:

1. Authorizes the Executive Board to reduce the share capital, in one or more instalments, in the proportions and at the times it may decide, by cancelling any number of treasury shares that it may decide within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 et seq. of the Commercial Code.
2. Decides that on the date of each cancellation, the maximum number of shares cancelled by the Company during the twenty-four-month period preceding the said cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares making up the Company's share capital on that date (i.e., for information purposes, December 31, 2024, a repurchase limit of 21,412,866 shares); it being recalled that this limit applies to an amount of the Company's capital which will, if necessary, be adjusted to take into account transactions affecting the share capital after this Shareholders' Meeting.
3. Confers on the Executive Board, with the power of sub-delegation, all powers :
 - to carry out the cancellation and capital reduction transaction(s) that may be carried out under this authorization,
 - to amend the articles of association accordingly,
 - to do what is necessary in such matters.
4. Sets the period of validity of this authorisation at eighteen months from the date of this General Meeting, and notes that it deprives of effect, as of the same date, any previous authorisation with the same purpose.

Resolution 19: Authorisation to increase the share capital, with pre-emptive subscription rights

Objective:

The 19th resolution gives the Managing Board authority to decide to increase the share capital by issuing, with pre-emptive subscription rights, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued.

These capital increases are capped at €2.3 million.

This authorisation would be given for a period of 26 months.

In particular, it allows the Company to issue securities giving access to the capital (i) of the company holding more than 50% of its capital (e.g. JCDecaux Holding ORAs) or (ii) of a company in which the Company holds more than 50% of the capital.

RESOLUTION 19

(Delegation of authority to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with preferential subscription rights)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Executive Board and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134, L. 22-10-49, and L. 228-91 et seq.:

1. Delegates to the Executive Board, with the option of sub-delegation under the conditions laid down by law, its power to decide on the increase in the share capital with preferential subscription rights, in one or more instalments, in France or abroad, in the proportions and at the times it may determine, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without premium, for consideration or free of charge, through the issuance of (i) ordinary shares of the Company, and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or other companies, including those which directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities entitling to the allocation of debt securities), It being specified that the release of shares may be effected either in cash, or by set-off of debts, or by incorporation of reserves, profits or premiums.

2. Decides to set, as follows, the limits on the amounts of the issues authorised in the event of the use by the Executive Board of this delegation of competence:

The maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at € 2.3 million or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that the maximum nominal amount of the capital increases that may be issued under this delegation and those conferred under the twentieth, The twenty-first, twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-eighth and twenty-ninth of this General Meeting (and/or any resolution having an equivalent purpose that would succeed any of these resolutions, as the case may be, during the period of validity of this resolution) is set at €2.3 million or the equivalent in any other currency or monetary unit established by reference to several currencies.

To these ceilings will be added, where applicable, the nominal value of the ordinary shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of transferable securities giving access to the capital or other rights giving access to the capital.

3. In the event that the Executive Board uses this delegation of competence:

a/ decides that the issue(s) will be reserved by preference for shareholders who may subscribe on an irreducible basis in proportion to the number of shares they own; it being specified that the Executive Board may institute for the benefit of shareholders a reducible subscription right which will be exercised in proportion to the subscription rights they have and within the limit of their requests,

b/ takes note of the fact that this delegation of authority automatically entails, in favour of the holders of the securities issued giving access to the Company's capital, the waiver by the shareholders of their preferential right to subscribe to the shares to which these securities will give immediate or future entitlement,

c/ takes note of the fact that, in accordance with Article L. 225-134 of the French Commercial Code, if the subscriptions on an irreducible basis, and if applicable on a reducible basis, have not absorbed the entirety of an issue referred to in 1), the Executive Board may use one or other of the following options under the conditions provided for by law and in the order it determines:

- limit the amount of the issue to the amount of the subscriptions, it being specified that in the event of the issuance of ordinary shares or transferable securities whose primary security is a share, the amount of the subscriptions must reach at least 3/4 of the issue decided for this limitation to be possible,
- freely distribute all or part of the unsubscribed securities,
- offer to the public all or part of the unsubscribed securities, on the French market or abroad, and

d/ decides that the issuance of warrants for shares of the Company may also be carried out by free allocation to the owners of the old shares, it being specified that the fractional allocation rights and the corresponding securities will be sold in compliance with the applicable legislative and regulatory provisions.

4. Confers on the Executive Board, with the option of sub-delegation under the conditions laid down by law, all powers to implement this delegation and in particular:

- to decide on the issue of shares and/or securities giving access, immediately or in the future, to the capital of the Company or of another company,
- to set the conditions of the issue(s), in particular the amount of the issue(s), the issue price and the amount of the premium that may be requested at the time of issue or, where applicable, the amount of reserves, profits or premiums that may be incorporated into the capital,
- to determine the dates and terms of the issue(s), the nature, number and characteristics of the shares and/or securities to be created,
- in the event of the issuance of debt securities, to decide whether or not they are subordinated (and, where applicable, their subordinate priority, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), to set their interest rate (in particular interest at a fixed or variable rate or with a zero or indexed coupon) and to provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issuance (including the granting of guarantees or collateral) and amortisation (including repayment by delivery of the Company's assets); where applicable, these securities could provide for the Company's ability to issue debt securities (assimilable or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by the stock exchange authorities (for example, as a result of their terms of repayment or remuneration or other rights such as indexation, option faculty); to modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
- to determine the method of payment of shares,
- to establish, where applicable, the terms and conditions for exercising the rights (where applicable, the rights to conversion, exchange, redemption, including by surrender of the Company's assets such as treasury shares or transferable securities already issued by the Company) attached to the shares or transferable securities giving access to the share capital and, in particular, to set the date, even retroactive, from which the new shares will carry dividend rights, as well as all other conditions and terms of implementation of the capital increase,
- to set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock exchange, at any time or during specified periods, the transferable securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions,
- to provide for the possibility of suspending the exercise of the rights attached to the shares or transferable securities giving access to the capital in accordance with the legal and regulatory provisions,
- to charge, on its own initiative, the costs of capital increases against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase,
- to determine and make any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, profits or bonuses, the free allocation of shares to shareholders, the division or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, capital amortisation, or any other transaction relating to capital or equity (including in the event of a public offer and/or in the event of a

- change of control), and to determine, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other preservation arrangements, any arrangements to ensure, where appropriate, the preservation of the rights of holders of securities giving access to capital or other rights giving access to capital (including by means of cash adjustments),
- to record the completion of each capital increase and proceed with the corresponding amendment of the articles of association, and
 - In general, to enter into any agreement, in particular to achieve the successful completion of the proposed issues, take all measures and carry out all necessary formalities for the issuance, listing and financial servicing of the securities issued under this delegation as well as for the exercise of the rights attached thereto.
5. Sets the period of validity of this delegation at twenty-six months, from the date of this Shareholders' Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any delegation of authority relating to the capital increase of the Company or another company through the issuance of shares and/or securities giving access to the capital immediately or in the future, with preferential subscription rights).

Resolutions 20 and 21: authorisations to increase the share capital, without pre-emptive subscription rights, by means of a public offer or an offer governed by 1° of article L 411-2 of the monetary and financial code

Objective :

The 20th and 21st resolutions give the Executive Board authority to decide to issue, without pre-emptive subscription rights, ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued.

These capital increases are capped at €2.3 million.

These authorisations would be given for a period of 26 months.

RESOLUTION 20

(Delegation of authority to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with cancellation of the preferential subscription right by public offering to the exclusion of the offers referred to in 1° of Article L. 411-2 of the French Monetary Code and financial)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Executive Board and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 et seq.:

1. Delegates to the Executive Board, with the option of sub-delegation under the conditions set by law, its power to decide on the increase in the share capital with cancellation of preferential subscription rights, by public offering, with the exception of the offers referred to in 1° of Article L. 411-2 of the Monetary and Financial Code, in one or more times, in France or abroad, in the proportions and at the times it may determine, either in euros or in any other currency or monetary unit

established by reference to several currencies, with or without premiums, for consideration or free of charge, through the issuance of (i) ordinary shares of the Company, and/or (ii) transferable securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving access, immediately or in the future, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way, to the capital of the Company or of other companies, including those which directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns or indirectly more than half of the share capital (including equity securities entitling to the allocation of debt securities), it being specified that the shares may be paid up either in cash, or by offsetting claims, or by capitalising reserves, profits or premiums. These securities may be issued in particular for the purpose of remunerating securities that would be tendered to the Company, in the context of a public exchange offer carried out in France or abroad in accordance with local rules (for example in the context of an *Anglo-Saxon reverse merger or any other equivalent transaction*) on securities meeting the conditions set out in Article L. 22-10-54 of the French Commercial Code.

2. To this end, delegates to the Executive Board, with the option of sub-delegation under the conditions laid down by law, its power to decide on the issue of shares or transferable securities giving direct or indirect access to the Company's share capital to be issued following the issue, by companies in which the Company directly or indirectly holds more than half of the share capital or by companies which directly or indirectly own more than half of the share capital. its capital, securities giving access to the Company's capital.

This decision automatically entails, for the benefit of the holders of securities that may be issued by companies in the Company's group, the waiver by the Company's shareholders of their preferential right to subscribe to the shares or transferable securities giving access to the Company's capital to which these securities entitle them.

3. Decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation is set at €2.3 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that this amount will be deducted from the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this General Assembly, or, where applicable, on the amount of the overall ceiling that may be provided for by a resolution of the same nature that could succeed the said resolution during the period of validity of this delegation.

To these ceilings shall be added, where applicable, the nominal value of the ordinary shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of transferable securities giving access to the capital or other rights giving access to the capital.

4. Decides to cancel the shareholders' preferential subscription rights to the securities that are the subject of this resolution, while leaving the Executive Board, in accordance with Article L. 22-10-51 of the French Commercial Code, the right to confer on the shareholders, for a period and in accordance with the terms and conditions that it will set in accordance with the applicable legal and regulatory provisions, a subscription priority period that does not give rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a reducible basis, it being specified that the shares not subscribed in this way may be the subject of a public placement in France or abroad.

5. Decides, in accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code:

- to delegate to the Executive Board the power to freely set the issue price of assimilable equity securities, and
- that the issue price of the transferable securities giving access to the share capital and the number of shares to which the conversion, redemption or generally the conversion of each transferable security giving access to the capital may entitle the shareholder, shall be such that the sum received immediately by the Company increased, where applicable, by the amount likely to be received subsequently by it, or, for each of the ordinary shares issued as a result of the issue of these securities, at least equal to the price freely fixed by the Executive Board.

6. Decides that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entirety of an issue, the Executive Board may:

- limit the amount of the issue to the amount of the subscriptions received, it being specified that in the event of the issuance of ordinary shares or transferable securities whose primary security is a share, the amount of the subscriptions must reach at least 3/4 of the issue decided for this limitation to be possible;
- freely distribute all or part of the unsubscribed securities.

7. Takes note of the fact that this delegation entails, by operation of law, for the benefit of the holders of the securities issued giving access to the Company's share capital, the express waiver by the shareholders of their preferential right to subscribe to the shares to which the securities will entitle them immediately or in the future.

8. Confers on the Executive Board, with the option of sub-delegation under the conditions laid down by law, all powers to implement this delegation, in particular:

- to decide on the issue of shares and/or securities giving access, immediately or in the future, to the capital of the Company or of another company,
- to set the conditions of the issue(s), if applicable, in particular the amount of the issue(s), the issue price and the amount of the premium that may be requested at the time of issue or, where applicable, the amount of reserves, profits or premiums that may be incorporated into the capital,
- to determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be created,
- in the event of the issuance of debt securities, to decide whether or not they are subordinated (and, where applicable, their subordinate priority, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular interest at a fixed or variable rate or with a zero or indexed coupon) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issuance (including the granting of guarantees or collateral) and amortisation (including repayment by delivery of the Company's assets); where applicable, these securities could provide for the Company's ability to issue debt securities (assimilable or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by the stock exchange authorities (for example,

as a result of their terms of repayment or remuneration or other rights such as indexation, option faculty); modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,

- to determine the method of payment of shares,
- to establish, where applicable, the terms and conditions for exercising the rights (where applicable, the rights to conversion, exchange, redemption, including by surrender of the Company's assets such as treasury shares or transferable securities already issued by the Company) attached to the shares or transferable securities giving access to the share capital and, in particular, to set the date, even retroactive, from which the new shares will carry dividend rights, as well as all other conditions and terms of implementation of the capital increase,
- to set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock exchange, at any time or during specified periods, the transferable securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions,
- to provide for the possibility of suspending the exercise of the rights attached to the shares or transferable securities giving access to the capital in accordance with the legal and regulatory provisions,
- in the event of the issue of securities for the purpose of remunerating securities tendered in the context of a public offer with an exchange component (OPE), to draw up the list of transferable securities tendered to the exchange, set the conditions of the issue, the exchange rate and, where applicable, the amount of the cash balance to be paid, without the terms and conditions for determining the price provided for in paragraph 5 of this resolution being applied and determined the terms of the issue in the context of either a takeover bid, an alternative purchase or exchange offer, or a single offer offering the purchase or exchange of the securities in question for settlement in securities and cash, or a main takeover bid or exchange offer, accompanied by a takeover bid or a takeover bid on an alternative basis, or any other form of takeover bid in accordance with the law and regulations applicable to the said takeover bid,
- to charge, on its own initiative, the costs of capital increases against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase,
- to determine and make any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, profits or bonuses, the free allocation of shares to shareholders, the division or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, capital amortisation, or any other transaction relating to capital or equity (including in the event of a public offer and/or in the event of a change of control), and determine, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other preservation arrangements, any arrangements to ensure, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the preservation of the rights of holders of securities giving access to capital or other rights giving access to capital (including by means of cash adjustments);

- to record the completion of each capital increase and proceed with the corresponding amendment of the articles of association, and
 - In general, to enter into any agreement, in particular to achieve the successful completion of the issues envisaged, take all measures and carry out all necessary formalities for the issuance, listing and financial service of the securities issued under this delegation as well as for the exercise of the rights attached thereto.
9. Sets the period of validity of this delegation at twenty-six months, from the date of this Shareholders' Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any delegation of authority relating to the capital increase of the Company or another company through the issuance of shares and/or securities giving access to the capital immediately or in the future, with cancellation of preferential subscription rights, by public offering (excluding the offers referred to in 1° of Article L. 411-2 of the Monetary and Financial Code).

RESOLUTION 21

(Delegation of authority to be given to the Executive Board for the purpose of issuing ordinary shares and/or equity securities giving access to other equity securities or giving the right to the allocation of debt securities and/or transferable securities giving access to equity securities to be issued, with cancellation of the preferential subscription right by an offer referred to in 1° of Article L.411-2 of the Monetary and Financial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having taken note of the report of the Executive Board and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 et seq., and the provisions of Article L. 411-2, 1° of the Monetary and Financial Code:

1. Delegates to the Executive Board, with the option of sub-delegation under the conditions set by law, its power to decide on the increase in the share capital with cancellation of the preferential subscription right, by "private placement" in accordance with Article L. 411-2, 1° of the Monetary and Financial Code, in one or more instalments, in the proportions and at the times it deems, in France or abroad, either in euros or in any other currency or monetary unit established by reference to several currencies, with or without premium, for consideration or free of charge, through the issuance of (i) ordinary shares of the Company, and/or (ii) securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving

access, immediately or at maturity, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to the capital of the Company or other companies, including those which directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities entitling the Company to the allocation of debt securities), it being specified that the release of shares may be effected either in cash, by offsetting claims, or by capitalizing reserves, profits or premiums.

2. To this end, delegates to the Executive Board, with the option of sub-delegation under the conditions laid down by law, its power to decide on the issue of shares or transferable securities giving direct or indirect access to the Company's share capital to be issued following the issue, by companies in which the Company directly or indirectly holds more than half of the share capital or by companies which directly or indirectly own more than half of the share capital. its capital, securities giving access to the Company's capital.

This decision automatically entails, for the benefit of the holders of securities that may be issued by companies in the Company's group, the waiver by the Company's shareholders of their preferential right to subscribe to the shares or transferable securities giving access to the Company's capital to which these securities entitle them.

3. Decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is set at €2.3 million or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount will be deducted from the amount of the nominal ceiling for capital increases with cancellation of preferential subscription rights provided for by this General Meeting at paragraph 3 of the twentieth resolution and on the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this General Assembly or, as the case may be, on the amount of the ceiling that may be provided for by a resolution of the same nature that could succeed one or other of these resolutions during the period of validity of this delegation. It is also specified that, in any event, the issuance of equity securities carried out under this delegation will not exceed the limits provided for by the regulations applicable on the date of issue (to date, 30% of the capital per year).

In addition to these ceilings, the nominal value of the ordinary shares to be issued will be added, where applicable, in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital.

4. Decides to cancel shareholders' preferential subscription rights to the securities covered by this resolution.
5. Decides, in accordance with Article L. 22-10-52 paragraph 1 of the French Commercial Code to delegate to the Executive Board the power to freely set the issue price of assimilable equity securities that the issue price of the securities giving access to the share capital and the number of shares to which the conversion, redemption or generally the transformation of each transferable securities giving access to the share capital may entitle the shareholder, shall be such that the amount immediately received by the Company, increased, where applicable, by the price likely to be received subsequently by it, i.e., for each of the ordinary shares issued as a result of the issue of these transferable securities, at least equal to the price freely set by the Executive Board.
6. Decides that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entirety of an issue, the Executive Board may:
 - limit the amount of the issue to the amount of the subscriptions received, it being specified that in the event of the issuance of ordinary shares or transferable securities whose primary security is a share, the amount of the subscriptions must reach at least 3/4 of the issue decided for this limitation to be possible,
 - freely distribute all or part of the unsubscribed securities.
7. Takes note of the fact that this delegation entails, by operation of law, for the benefit of the holders of the securities issued giving access to the Company's share capital, the express waiver by the shareholders of their preferential right to subscribe to the shares to which the securities will entitle them immediately or in the future.
8. Confers on the Executive Board, with the option of sub-delegation under the conditions laid down by law, all powers to implement this delegation, in particular for the purpose of:
 - to decide on the issue of shares and/or securities giving access, immediately or in the future, to the capital of the Company or of another company,
 - to set the conditions of the issue(s), if applicable, in particular the amount of the issue(s), the issue price and the amount of the premium that may be requested at the time of issue or, where applicable, the amount of reserves, profits or premiums that may be incorporated into the capital,
 - to determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or securities to be created,
 - in the event of the issuance of debt securities, to decide whether or not they are subordinated (and, where applicable, their subordinate priority, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular interest at a fixed or variable rate or with a zero or indexed coupon) and provide, where applicable, for mandatory or optional cases of suspension or non-payment of interest, provide for their duration (fixed or indefinite), the possibility of reducing or increasing the par value of the securities and the other terms of issuance (including the granting of guarantees or collateral) and amortisation (including repayment by delivery of the Company's assets); where applicable, these securities could provide for the Company's ability to issue debt securities (assimilable or not) in payment of interest whose payment has been suspended by the Company, or take the form of complex bonds as defined by the stock exchange authorities (for example, as a result of their terms of repayment or remuneration or other rights such as indexation, option faculty); and to amend, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
 - to determine the method of payment of shares,
 - to establish, where applicable, the terms and conditions for exercising the rights (where applicable, the rights to conversion, exchange, redemption, including by handing over the Company's assets such as treasury shares or transferable securities already issued by the Company) attached to the shares or transferable securities giving access to the capital to be issued and, in particular, set the date, even retroactive, from which the new shares will carry dividend rights, as well as all other conditions and terms of implementation of the capital increase,
 - to set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock exchange, at any time or during specified periods, the transferable securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions,
 - to provide for the possibility of suspending the exercise of the rights attached to the shares or transferable securities giving access to the capital in accordance with the legal and regulatory provisions,
 - to charge, on its own initiative, the costs of capital increases against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase,
 - to determine and make any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, profits or bonuses, the free allocation of shares to shareholders, the division or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, capital amortisation, or any other transaction relating to capital or equity (including in the event of a public offer and/or in the event of a change of control), and determine, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other preservation arrangements, any arrangements to ensure, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment, the preservation of the rights of holders of securities giving access to capital or other rights giving access to capital (including by means of cash adjustments);
 - to record the completion of each capital increase and proceed with the corresponding amendment of the articles of association, and
 - general, to enter into any agreement, in particular to achieve the successful completion of the issues envisaged, take all measures and carry out all necessary formalities for the issuance, listing and financial service of the securities issued under this delegation as well as for the exercise of the rights attached thereto.
9. Sets the period of validity of this delegation at twenty-six months, from the date of this Shareholders' Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any delegation of authority relating to the capital increase of the Company or another company through the issuance of shares and/or securities giving access to the capital immediately or in the future, with cancellation of the preferential subscription right, by "private placement" in accordance with Article L. 411-2, 1° of the Monetary and Financial Code).

Resolutions 22 : Delegation of authority to increase the share capital without pre-emptive subscription rights in favour of one or more persons designated by name:

Objective :

The purpose of the 22nd resolution is to enable the Managing Board to decide to issue ordinary shares and/or securities giving access to equity and/or debt securities, without pre-emptive subscription rights, to one or more named persons.

The maximum amount of the capital increase would be €1.9 million, and would be limited to 30% of the capital per year

RESOLUTION 22

(Delegation of authority to be conferred on the Executive Board to decide on the issuance of ordinary shares and/or transferable securities giving access to the share capital and/or debt securities, with cancellation of the preferential subscription right in favour of one or more named persons)

The Shareholders' Meeting, having taken note of the report of the Executive Board and the special report of the statutory auditor and in accordance with the provisions of the French Commercial Code and in particular articles L.225-129-2, L. 22-10-49, L. 22-10-52-1 and L.228-92:

1) Delegates to the Executive Board its competence to proceed, in one or more instances, in the proportions and at the times it deems, on the French and/or international market, either in euros, or in foreign currencies or in any other unit of account established by reference to a set of currencies, with cancellation of the preferential subscription right in favour of one or more named persons, On the show:

- common shares, and/or
- transferable securities giving access to capital and/or debt securities.

In accordance with Article L 228-93 of the French Commercial Code, the securities to be issued may give access to equity securities to be issued by the company and/or by any company that directly or indirectly owns more than half of its capital or of which it directly or indirectly owns more than half of the capital.

2) Sets the period of validity of this delegation at eighteen months, counted from the day of this meeting decides that the total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed €1.9 million, it being specified that it will also be limited to 30% of the share capital per year.

To this ceiling will be added, where applicable, the nominal value of the ordinary shares to be issued in order to preserve, in accordance with the law and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the Company's share capital.

This ceiling will be deducted from the amount of the nominal ceiling for capital increases with cancellation of preferential subscription rights provided for by this Shareholders' Meeting in paragraph 3 of the twentieth resolution, paragraph 3 of the twenty-first resolution and the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution.

3) Decides to cancel the shareholders' preferential subscription rights to the securities that are the subject of this resolution in favour of one or more named persons and to delegate to the Executive Board the power to appoint this person or persons.

4) Decides, in accordance with the provisions of Article L.22-10-52-1 of the French Commercial Code, that the issue price of the ordinary shares that may be issued under this delegation of authority will be set by the Executive Board in accordance with the regulatory provisions applicable on the date of use of this delegation. 6

5) Decides that if the subscriptions have not absorbed the entirety of an issue referred to in paragraph 1, the Executive Board may limit the amount of the issue to the amount of the subscriptions, if necessary within the limits provided for by the regulations.

6) Decides that the Executive Board shall have, within the limits set out above, with the power of sub-delegation, the necessary powers, in particular to set the conditions of the issue(s), to designate the person(s) for whose benefit the issue is reserved, to determine the number of securities to be allocated to each of the beneficiaries, and to decide on the amount to be issued, the price of the issue as well as the amount of the premium that may be requested at the time of issue, determine the dates and terms of the issue, the nature, form and characteristics of the securities to be created, determine the method of payment of the shares and/or securities issued or to be issued, possibly suspend the exercise of the rights attached to the securities issued for a maximum period of three months, establish the completion of the resulting capital increases, proceed with the corresponding amendment of the articles of association, charge, on its own initiative, the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase, and more generally to do what is necessary in such matters.

Resolution 23: Over-allotment option

Objective:

The purpose of the 23rd resolution is to allow the Executive Board, in the case of issues with preferential subscription rights maintained or waived, to use an over-allotment in the event of a successful capital increase, within 30 days of the close of the subscription period and up to a limit of 15%.

This authorisation would be given for a period of 26 months.

RESOLUTION 23

(Delegation of authority to be given to the Executive Board for the purpose of increasing the number of equity securities or transferable securities giving access to equity securities to be issued (over-allotment option) in the event of an issue with cancellation or maintenance of preferential subscription rights)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having taken note of the report of the Executive Board and the special report of the Statutory Auditors, in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

1. Delegates to the Executive Board its authority, with the option of sub-delegation under the conditions set by law, to decide to increase the number of shares to be issued in the event of an increase in the Company's share capital, with or without preferential subscription rights, at the same price as that chosen for the initial issue, within the time limits provided for by the regulations applicable on the date of issue (to date, within thirty days of the closing of the subscription and within the limit of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices.

2. Decides that the nominal amount of the capital increases decided pursuant to this resolution shall be set off against the ceiling stipulated in the resolution pursuant to which the initial issue is decided and against the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this General Meeting or, as the case may be, against the ceilings provided for by resolutions of the same nature that may succeed the said resolutions during the period of validity of this delegation.

3. Sets the period of validity of this delegation at twenty-six months, from the date of this Shareholders' Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any delegation of authority relating to the increase in the number of shares to be issued in the event of a capital increase with maintenance or cancellation) of the preferential subscription right)

Resolution 24: Contributions in kind

Objective:

The 24th resolution enables the Executive Board to issue equity securities or securities giving access to equity securities, without pre-emptive subscription rights, as consideration for contributions consisting of equity securities or securities giving access to equity securities, up to a limit of 20% of the share capital.

This authorisation would be given for a period of 26 months.

RESOLUTION 24

(Delegation of authority to be given to the Executive Board to increase the share capital by issuing ordinary shares and/or transferable securities giving access to the capital up to a limit of 20% of the share capital in order to remunerate contributions in kind of securities or transferable securities giving access to the capital)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having read the reports of the Executive Board and the Statutory Auditors and in accordance with Articles L. 225-129, L.225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 et seq. of the French Commercial Code:

1. Authorizes the Executive Board, with the option of sub-delegation under the conditions set by law, to carry out a capital increase, in one or more instalments, through the issuance of (i) ordinary shares of the Company, and/or (ii) transferable securities governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code giving access, immediately or at maturity, at any time or on a fixed date, by subscription, conversion, exchange, redemption, presentation of a warrant or in any other manner, to the capital of the Company or other companies, including those which directly or indirectly own more than half of the Company's share capital and those in which the Company directly or indirectly owns more than half of the share capital (including equity securities entitling the Company to the allocation of debt securities), with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or transferable securities giving access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.
2. Decides that the total nominal amount of the ordinary shares that may be issued pursuant to this delegation may not exceed 20% of the Company's share capital on the date of this Shareholders' Meeting (or the equivalent on the same date in any other currency or monetary unit established by reference to several currencies), without taking into account the nominal

value of the ordinary shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual provisions providing for other cases of adjustment, the rights of the holders of securities giving access to the capital or other rights giving access to the capital, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to the This delegation will be deducted from the nominal ceiling for capital increases without preferential subscription rights provided for by this General Meeting in paragraph 3 of the twentieth resolution and from the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this General Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may succeed one or other of the during the period of validity of this delegation.

3. Confers on the Executive Board, with the option of sub-delegation under the conditions laid down by law, all powers to implement this delegation, in particular:

- to decide on the issue of shares and/or securities giving access, immediately or in the future, to the Company's capital, remunerating the contributions,
- to draw up the list of equity securities and transferable securities giving access to the capital contributed, approve the valuation of the contributions, set the conditions for the issue of shares and/or transferable securities remunerating the contributions, as well as, where applicable, the amount of the balance to be paid, approve the granting of special advantages, and reduce, if the contributors consent, the valuation of the contributions or the remuneration of special benefits,
- to determine the dates and terms of the issue, the nature, number and characteristics of the shares and/or transferable securities remunerating the contributions and modify, during the life of these transferable securities, the said terms and characteristics in compliance with the applicable formalities,
- to charge, on its own initiative, the costs of capital increases against the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase,
- to set the terms and conditions under which the Company may, where applicable, purchase or exchange on the stock exchange, at any time or during specified periods, the transferable securities giving access to the capital with a view to cancelling them or not, taking into account the legal provisions,
- to provide for the possibility of suspending the exercise of the rights attached to the shares or transferable securities giving access to the capital in accordance with the legal and regulatory provisions,
- to determine and make any adjustments intended to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, profits or bonuses, the free allocation of shares to shareholders, the division or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, capital amortisation, or any other transaction relating to capital or equity (including in the event of a public offer and/or in the event of a change of control), and determine, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other preservation arrangements, any arrangements to ensure, where appropriate, the preservation of the rights of holders of securities giving access to capital or other rights giving access to capital (including by means of cash adjustments),

- to record the completion of each capital increase and proceed with the corresponding amendment of the articles of association, and
 - in general, to enter into any agreement, in particular to achieve the successful completion of the proposed issues, take all measures and carry out all necessary formalities for the issuance, listing and financial servicing of the securities issued under this authorisation as well as for the exercise of the rights attached thereto.
4. Sets the period of validity of this delegation at twenty-six months, from the date of this Shareholders' Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any authorisation relating to the issue of shares or transferable securities giving immediate or future access to shares to be issued by the Company in consideration for contributions in kind consisting of equity securities or transferable securities giving access to the capital).

Resolution 25: capital increase by capitalisation of reserves, profits and/or additional paid-in capital

Objective:

The 25th resolution gives the Executive Board the power to decide to increase the share capital by capitalising additional paid-in capital, reserves, profits or other items, up to a maximum aggregate amount of €2.3 million.

This authorisation would be given for a period of 26 months.

RESOLUTION 25

(Delegation of authority to be given to the Executive Board for the purpose of deciding to increase the share capital by capitalization of reserves, profits and/or bonuses)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having taken note of the report of the Executive Board, and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. Delegates to the Executive Board, with the option of sub-delegation under the conditions laid down by law, its power to decide to increase the share capital, in one or more instalments, in the proportions, at the times and in accordance with the terms and conditions that it determines, by incorporation into the capital of reserves, profits, bonuses or any other sums the capitalization of which would be legally and statutorily possible, by the issue of new equity securities or by the increase in the nominal value of existing equity securities, or by a combination of these two modalities.
2. Decides that the nominal amount of the capital increases that may be carried out under this resolution shall not exceed €2.3 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being specified that this amount shall be deducted from the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this General Assembly, or, where applicable, on the amount of the overall ceiling that may be provided for by a resolution of the same nature that could succeed the said resolution during the period of validity of this delegation, without taking into account the amount necessary to preserve, in accordance with the legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases

of adjustment, the rights of holders of securities giving access to the capital or other rights giving access to the capital.

3. Confers on the Executive Board, with the option of sub-delegation under the conditions laid down by law, all powers to implement this delegation, in particular :
 - to set the amount and nature of the sums to be incorporated into the capital, set the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities will be increased, set the date, even retroactively, from which the new equity securities will carry dividend rights or the date on which the increase in the nominal value of the existing equity securities will take effect,
 - to decide, in the event of a free allocation of equity securities, that the fractional rights will not be negotiable or transferable and that the corresponding equity securities will be sold in accordance with the terms and conditions determined by the Executive Board, it being specified that the sale and distribution of the sums resulting from the sale must take place within the period set by Article R. 225-130 of the French Commercial Code,
 - to establish, in accordance with the legal and regulatory provisions and, where applicable, contractual provisions providing for other preservation arrangements, any arrangements to ensure, where appropriate, the preservation of the rights of holders of transferable securities giving access to the capital or other rights giving access to the capital (including by way of adjustment in cash),
 - to record the completion of each capital increase and proceed with the corresponding amendment of the articles of association, and
 - In general, to enter into any agreement, take all measures and carry out all formalities necessary for the issuance, listing and financial servicing of the securities issued under this delegation as well as for the exercise of the rights attached thereto.
4. Sets the period of validity of this delegation at twenty-six months, from the date of this General Meeting, and notes that it deprives of effect, as of the same date, up to the amount, if applicable, of the part not yet used, any previous delegation having the same purpose (i.e. any delegation of authority relating to the increase of the share capital by incorporation of premiums, reserves, profits or any other sums).

Resolution 26 and 27: Allocation of stock options and free shares

Objective:

The 26th resolution would empower the Executive Board to grant share subscription or purchase options to Group employees or executive officers, up to a limit of 4% of the share capital on the date of the decision of the General Meeting. The total number of options that may be granted to the Company's executive officers may not give entitlement to subscribe for or purchase a number of shares in excess of 0.04% of the share capital within this limit.

The 27th resolution would allow the Executive Board to allocate free shares, either existing or to be issued, to Group employees or officers, up to a limit of 3% of the share capital on the date of the decision by the General Meeting. The total number of shares that may be allocated free of charge to the Company's executive officers may not exceed 0.48% of the share capital within this limit.

These authorisations would be given for a period of 26 months.

RESOLUTION 26

(Authorization to be given to the Executive Board to grant stock options to subscribe or purchase shares with cancellation of preferential subscription rights for the benefit of members of the group's salaried staff and corporate officers or some of them, waiver of shareholders' preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, after having taken note of the report of the Executive Board and the special report of the Statutory Auditors:

1. Authorizes the Executive Board, within the framework of the provisions of Articles L. 225-177 to L. 225-185 and L.22-10-56 to L.22-10-58 of the French Commercial Code, to grant in one or more instalments options entitling the holder to subscribe for new shares of the Company to be issued as a capital increase or to purchase existing shares of the Company resulting from repurchases made under the conditions provided for by law, for the benefit of:
 - on the one hand, employees or some of them, or certain categories of staff, of JCDecaux SE and, where applicable, of companies or economic interest groups linked to it under the conditions of Article L. 225-180 of the French Commercial Code;
 - on the other hand, corporate officers who meet the conditions set out in Article L. 225-185 of the French Commercial Code.

The total number of options granted by the Executive Board under this authorization may not entitle the holder to subscribe for or purchase a number of shares greater than 4% of the share capital existing on the date of this Meeting. The total number of options that may be granted to the Company's executive officers may not entitle the holder to subscribe to or purchase a number of shares greater than 0.04% of the share capital within this envelope, it being specified that this ceiling is independent of all the ceilings provided for by the other resolutions of this Meeting

2. Decides that the subscription and/or purchase price of the shares by the beneficiaries will be set on the day on which the options are granted by the Executive Board and that this price (i) in the case of the grant of subscription options, may not be lower than the average of the first listed prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days preceding the day on which the subscription options are granted will be granted and (ii) in the case of stock options, may not be less than the value indicated in (i) or the average purchase price of the shares held by the Company pursuant to Articles L. 225-208 and L. 22-10-62 of the French Commercial Code. If the Company carries out one of the transactions provided for in Article L. 225-181 of the French Commercial Code or in Article R. 22-10-37 of the French Commercial Code, the Company will take, under the conditions provided for by the regulations in force at the time, the measures necessary to protect the interests of the beneficiaries, including, where applicable, by adjusting the number of shares that may be obtained by exercising the options granted to the beneficiaries to take account of the the impact of this operation
3. Decides that no option may be granted:
 - neither within ten trading days preceding and following the date on which the consolidated financial statements are made public,
 - nor within the period between the date on which the Company's corporate bodies become aware of information which, if made public, could have a significant impact on the price of the Company's shares, and the date ten trading days after the date on which this information is made public,

- less than twenty trading days after the detachment of the shares from a coupon entitling them to a dividend or a capital increase.
4. Takes note of the fact that this authorization entails, for the benefit of the beneficiaries of the stock options, the express waiver by the shareholders of their preferential right to subscribe to the shares that will be issued as the options are exercised.
 5. Confers on the Executive Board, with the power of sub-delegation, all powers:
 - to set the conditions under which the options will be granted;
 - to draw up the list or categories of beneficiaries as provided for above and determine, where appropriate, the conditions of seniority that these beneficiaries must meet;
 - to decide on the conditions under which the price and number of shares must be adjusted, in particular in the cases provided for in Articles R. 225-137 to R. 225-142 and R. 22-10-37 of the French Commercial Code;
 - to determine the exercise period(s) of the options thus granted, it being specified that the duration of the options may not exceed a period of 7 years, from their date of grant;
 - to provide for the possibility of temporarily suspending the exercise of options for a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares;
 - to carry out or have carried out all acts and formalities in order to make definitive the capital increase(s) that may, where applicable, be carried out pursuant to the authorisation referred to in this resolution; amend the articles of association accordingly and generally do whatever is necessary;
 - on its sole decision and if it deems it appropriate, to charge the costs of increases in the share capital against the amount of the premiums relating to these increases and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase.
 6. Sets the period of validity of this delegation at twenty-six months from the date of this General Assembly, and takes note that it deprives of effect, as of the same date, any previous delegation with the same purpose.

RESOLUTION 27

(Authorization to be given to the Executive Board for the purpose of making free allocations of existing or to be issued shares with cancellation of preferential subscription rights for the benefit of members of the group's salaried staff and corporate officers or some of them, duration of the authorization, ceiling, duration of vesting periods, in particular in the event of disability and retention)

The Shareholders' Meeting, acting in accordance with the quorum and majority requirements for extraordinary general meetings, having considered the report of the Executive Board and the special report of the Statutory Auditors:

1. Authorizes the Executive Board, within the framework of the provisions of Articles L. 225-197-1, L. 225-197-2 and L.22-10-59 and L.22-10-60 of the French Commercial Code, to proceed in one or more instalments with the allocation of ordinary shares of the company, existing or to be issued, for the benefit of:
 - on the one hand, employees or some of them, or certain categories of staff, of JCDECAUX SE and, where applicable, of companies or economic interest groups linked to it under the conditions of Article L. 225-197-2 of the French Commercial Code; or

- on the other hand, corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code.

The total number of shares thus allocated free of charge by the Executive Board under this authorization may not exceed 3% of the share capital on the day of the decision of this Meeting. The total number of shares that may be allocated free of charge to the Company's executive officers may not exceed 0.48% of the share capital within this envelope, it being specified that this ceiling is independent of all the ceilings provided for by the other resolutions of this Meeting.

2. Decides that the Executive Board will determine, under the legal conditions, at the time of each allocation decision, the vesting period, at the end of which the allocation of shares will become final. The vesting period may not be less than one year from the date of grant of the shares.
3. Decides that the Executive Board will set, under the legal conditions, at the time of each allocation decision, the period of the obligation to retain the Company's shares by the beneficiaries, a period that runs from the final allocation of the shares. The retention period may not be less than one year. However, in the event that the vesting period is greater than or equal to two years, the retention period may be waived by the Executive Board.

By way of exception, the final allocation will take place before the end of the vesting period in the event of disability of the beneficiary corresponding to the classification in the second and third of the categories provided for in Article L. 341-4 of the Social Security Code.

4. Decides that the existing shares that may be allocated under this resolution must be acquired by the Company under the share buyback program authorized by the seventeenth ordinary resolution adopted by this Meeting pursuant to Article L. 22-10-62 of the French Commercial Code or any share buyback program applicable before or after the adoption of this resolution.
5. Takes note of the fact that this authorisation automatically entails, for the benefit of the beneficiaries of the shares allocated free of charge, the waiver by the shareholders of their preferential right to subscribe to the ordinary shares that will be issued as and when the shares are definitively allocated, and will entail, if necessary at the end of the vesting period, capital increase by capitalization of reserves, profits or premiums for the benefit of the beneficiaries of the said shares allocated free of charge and corresponding waiver by the shareholders in favour of the beneficiaries of the shares allocated free of charge to the portion of the reserves, profits and premiums thus incorporated.
6. Confers on the Executive Board, with the power of sub-delegation, all powers:
 - to set the conditions and, where appropriate, the criteria for the allocation of shares;
 - to draw up the list or categories of beneficiaries as provided for above as well as the number of shares allocated to each of them;
 - to determine the impact on the rights of the beneficiaries of transactions that modify the capital or are likely to affect the value of the shares allocated and carried out during the vesting and holding periods and, accordingly, modify or adjust, if necessary, the number of shares allocated to preserve the rights of the beneficiaries;

- to determine, within the limits set by this resolution, the duration of the vesting period and, where applicable, the holding period of the shares allocated free of charge;

- if applicable:

to establish the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary for the release of the new shares to be allocated at each allocation,

to decide, when the time comes, on the capital increase(s) by incorporation of reserves, bonuses or profits correlative to the issue of the new shares allocated free of charge,

to acquire the shares required under the share buyback program and allocate them to the allocation plan,

to take all necessary measures to ensure compliance with the conservation obligation required of the beneficiaries,

and, generally, to do within the framework of the legislation in force everything that the implementation of this authorisation will make necessary.

7. Sets the period of validity of this delegation at twenty-six months from the date of this General Assembly, and takes note that it deprives of effect, as of the same date, any previous delegation with the same purpose.

Resolution 28 and 29: capital increases reserved for employees

Objective:

The 28th and 29th resolutions give the Executive Board authority to decide to increase the share capital by issuing equity securities or securities giving access to equity securities to be issued reserved for members of employee savings plans or reserved for categories of beneficiaries up to a limit of 5% of the share capital.

These authorisations would be given for a period of 26 months and 18 months.

RESOLUTION 28

(Delegation of authority to be given to the Executive Board for the purpose of deciding on the increase of the share capital by issuing equity securities or transferable securities giving access to equity securities to be issued reserved for members of savings plans, with cancellation of the preferential subscription right for the benefit of the latter)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Extraordinary General Meetings, after having taken note of the report of the Executive Board and the special report of the Statutory Auditors, acting pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code:

1. Delegates its authority to the Executive Board to the effect, if it deems it appropriate, on its own decisions, to increase the share capital in one or more instalments by issuing ordinary shares or transferable securities giving access to equity securities to be issued by the Company for the benefit of members of one or more company or group savings plans established by the Company and/or the French or foreign companies affiliated with it in the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

2. Withdraws in favour of these persons the preferential subscription rights for the shares that may be issued pursuant to this delegation.
3. Limits the maximum nominal amount of the increase(s) that may be carried out by using this delegation to 5% of the amount of the share capital reached at the time of the Executive Board's decision to carry out this increase, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation will be deducted from the amount of the overall ceiling provided for in paragraph 2 of the resolution of this General Assembly or, as the case may be, the amount of the overall ceiling that may be provided for by a resolution of the same nature that may succeed the said resolution during the period of validity of this delegation. To this amount will be added, if applicable, the additional amount of ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities entitling to equity securities of the Company.
4. Decides that the price of the shares to be issued, pursuant to paragraph 1 of this resolution, may not be more than 30% lower, or 40% lower when the period of unavailability provided for in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years, an average of the quoted prices of the share during the 20 trading days preceding the day of the decision fixing the opening date of the subscription, nor greater than this average.
5. Decides, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Executive Board may provide for the allocation to the beneficiaries defined in paragraph 1 of this resolution, free of charge, of shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, in respect of (i) the contribution that may be paid pursuant to the regulations of company or group savings plans, and/or (ii), where applicable, the discount.
6. Confers on the Executive Board, with the option of sub-delegation, all powers to implement this delegation, in particular:
 - to determine, within the limits set out above, the characteristics, amounts and terms of the issues or allocations made pursuant to this delegation, and more particularly determine the opening and closing dates of subscriptions, as well as the subscription price of the shares to be issued;
 - to determine that issuances or allocations may take place directly for the benefit of beneficiaries or through collective bodies;
 - to draw up the list of companies whose employees will benefit from the issues or allocations made under this delegation;
 - to take all measures and carry out all the formalities required for the successful completion of each capital increase, to record its completion and to proceed with the corresponding amendment of the articles of association.
7. Sets the period of validity of this delegation at twenty-six months from the date of this General Assembly, and takes note that it deprives of effect, as of the same date, any previous delegation with the same purpose.

RESOLUTION 29

(Delegation of authority to be given to the Executive Board for the purpose of deciding on the increase of the share capital by issuing equity securities or transferable securities giving access to equity securities to be issued reserved for categories of beneficiaries in the context of an employee shareholding operation, with cancellation of the preferential subscription right for the benefit of the latter)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions of Extraordinary General Meetings, after having taken note of the report of the Executive Board and the special report of the Statutory Auditors, acting in accordance with the provisions of Articles L. 225-129 et seq. and L. 225-138 of the French Commercial Code:

1. Delegates its authority to the Executive Board to the effect, if it deems it appropriate, on its own decisions, to increase the share capital in one or more instalments by issuing ordinary shares or transferable securities giving access to equity securities to be issued by the Company for the benefit of (i) employees and corporate officers of companies affiliated to the Company under the conditions of Article L. 225-180 of the French Commercial Code, (ii) UCITS or other entities, whether or not they have legal personality, of employee shareholding invested in securities of the Company, the holders of which or shareholders will be made up of persons mentioned in (i) of this paragraph and (iii) of any banking institution or controlled subsidiary of such an institution, or any entity under French or foreign law, whether or not it has legal personality, acting at the request of the Company for the purposes of setting up an employee share ownership plan, insofar as this would be necessary or desirable to enable employees to benefit from employee share ownership or employee savings schemes equivalent or similar in terms of economic advantage to those enjoyed by other employees of the group, in particular pursuant to the twenty-eighth resolution of this Shareholders' Meeting, it being specified that this resolution may be used to implement leveraged formulas.
2. Withdraws in favour of these persons the preferential subscription rights for the shares that may be issued pursuant to this delegation.
3. Limits the maximum nominal amount of the increase(s) that may be carried out by using this delegation to 5% of the amount of the share capital reached at the time of the Executive Board's decision to carry out this increase, it being specified that the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation will be deducted (i) from the amount of the overall ceiling provided for in paragraph 3 of the twenty-eighth resolution of this General Assembly, as well as (ii) on the amount of the overall ceiling provided for in paragraph 2 of the nineteenth resolution of this Meeting or, where applicable, on the amount of the overall ceiling that may be provided for by a resolution of the same nature that could succeed the said resolution during the period of validity of this delegation. To this amount will be added, if applicable, the additional amount of ordinary shares to be issued in order to preserve, in accordance with the law and any applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities entitling to equity securities of the Company.
4. Decides that the price of the shares to be issued, pursuant to paragraph 1 of this resolution, (a) may not be more than 30% lower than an average of the quoted prices of the share during the 20 trading days preceding the day of the decision fixing the date of the opening of the subscription, nor higher than this average, or (b) will be equal to the price of the shares issued as part of the capital increase for the benefit of employees who are members of a company savings plan, pursuant to the twenty-eighth resolution of this Shareholders' Meeting.

5. Confers on the Executive Board, with the option of sub-delegation, all powers to implement this delegation, in particular:
 - To determine, within the limits set out above, the characteristics, amounts and terms of any issue carried out pursuant to this delegation, and more particularly determine the opening and closing dates of subscriptions, as well as the subscription price of the shares;
 - To establish the list of the beneficiary or beneficiaries within the above-mentioned category, as well as the number of shares to be subscribed by the beneficiary or each of them;
 - to take all measures and carry out all the formalities required for the successful completion of each capital increase, to record its completion and to proceed with the corresponding amendment of the articles of association.
6. Sets the period of validity of this delegation at eighteen months from the date of this General Assembly, and notes that it deprives of effect, as of the same date, any previous delegation with the same purpose.

Resolution 30: Amendment to the Articles of Association

Objective:

The purpose of the 30th resolution is to amend Article 17 "Organisation and Functioning of the Supervisory Board" of the Articles of Association in line with the new provisions of Act no. 2024-537 of 13 June 2024, known as the "Attractiveness Act", concerning :

- (i) the use of a means of telecommunication at Supervisory Board meetings,
- (ii) the possibility for Supervisory Board members to vote by post
- (iii) written consultation with members of the Supervisory Board

RESOLUTION 30

(Amendment of Article 17 "Organisation and functioning of the Supervisory Board" of the Articles of Association concerning (i) the use of a means of telecommunication at meetings of the Supervisory Board, (ii) the possibility for the members of the Supervisory Board to vote by mail and (iii) the written consultation of the members of the Supervisory Board)

The Shareholders' Meeting, having taken note of the report of the Executive Board, in order to take into account the amendments and flexibilities brought by Law No. 2024-537 of June 13, 2024 known as the "Attractiveness Law", decides to amend Article 17 "Organization and functioning of the Supervisory Board" of the Company's articles of association:

- on the use of a means of telecommunication at meetings of the Supervisory Board
- to amend Article 17-4 of the Articles of Association in order to bring it into line with the provisions of Article L.22-10-21-1 of the French Commercial Code, created by Law No. 2024-537 of 13 June 2024;
- to amend Article 17-4 of the Articles of Association accordingly and as follows:

"4. The Supervisory Board may draw up internal regulations providing in particular for the creation of one or more commissions, whose mission(s) it will define"

- and to add a new article 17-5 as follows after article 17-4:

"5. For the purposes of calculating the quorum and the majority, the members of the Supervisory Board who participate in the meeting by a means of telecommunication that allows them to be identified and to guarantee their effective participation, in accordance with the regulations in force, are deemed to be present. »

The other paragraphs of Article 17 shall be renumbered accordingly and the remainder of the Article shall remain unchanged.

- Regarding the possibility for members of the supervisory board to vote by mail

- to add a new Article 17-6 of the Articles of Association, after Article 17-5 of the Articles of Association, worded as follows, in order to provide for the possibility for the members of the Supervisory Board to vote by mail in accordance with the provisions of Article L225-82 of the French Commercial Code, as amended by Law No. 2024-537 of June 13, 2024:

"6. A member of the Supervisory Board may also vote by mail using a form under the conditions provided for by the applicable regulatory provisions. »

The other paragraphs of Article 17 shall be renumbered accordingly and the remainder of the Article shall remain unchanged.

- Regarding the written consultation of the members of the Supervisory Board

-to amend Article 17-7 of the Articles of Association as follows concerning the written consultation of the members of the Supervisory Board, in particular in order to provide for the terms and conditions, in accordance with Article L225-82 of the Commercial Code as amended by Law No. 2024-537 of June 13, 2024:

« 7. The Supervisory Board may, subject to the right of any member of the Board to object to this method at the choice of its President, adopt its decisions by written consultation. In the event of a written consultation, the text of the proposed decisions and any information necessary for its decision-making shall be made available to each member of the Supervisory Board by any means of written communication (including by e-mail). Unless there is a shorter period indicated in the consultation in the event of an emergency, the members of the Supervisory Board have a period of five (5) calendar days from the date on which the consultation is sent to cast their votes by any means of written communication (including by e-mail) to the address indicated. The members of the Supervisory Board who have not responded at the end of the prescribed period are deemed not to be present for the calculation of the quorum and the majority. The rules of quorum and majority relating to decisions taken at a physical meeting shall apply mutatis mutandis to decisions taken by written consultation. »

The rest of the article remains unchanged

Resolution 31:Powers

Objective:

The 31st resolution gives full powers to carry out the necessary formalities.d

RESOLUTION 31

(Powers to complete formalities)

The General Meeting confers all powers on the bearer of an original, a copy or an extract of the minutes of its deliberations to carry out all deposits and formalities required by law.

TERMS OF PARTICIPATION

HOW TO PARTICIPATE IN THE GENERAL ASSEMBLY BEFOREHAND?

All shareholders, regardless of the number of shares that they own, can take part in this Meeting, either by attending in person, by voting online, by granting proxy to the President or by being represented at it.

All shareholders who have already applied for an admission card or a participation certificate, voted remotely or sent a proxy will no longer be able to choose any other way of taking part in the Meeting.

Audio broadcast of General Meeting :

You will be able to remotely follow the General Meeting, which will be webcasted live (audio and slides) via the following link:

<https://www.jcdecaux.com/ag2024fr>

Preliminary formalities to be carried out to participate in the Meeting

In accordance with Article R. 22-10-28 of the Commercial Code, shareholders wishing to attend this Meeting, be represented or vote online must:

- For registered shareholders: be registered in a registered account no later than 0:00 a.m. (Paris time) on Monday 12 May 2025;
- For bearer shareholders: have the authorised intermediary that manages their securities account issue a participation certificate recording the registration of their shares Ø no later than 0:00 a.m. (Paris time) on Monday 12 May 2025.

Terms of participation in the Meeting

Shareholders may choose one of the following three ways of exercising their voting rights at the General Meeting:

- attend the General Meeting ;
- give proxy to the Chairman of the Meeting or to any other natural or legal person;
- vote by post or online.

In addition to the single paper voting form, shareholders will be able to send their voting instructions, appoint or revoke a proxy and request an admission card over the Internet, prior to the Meeting, on the VOTACCESS website, under the conditions described below.

The VOTACCESS website for this General Meeting will be open from 28 April 2025 until the day before the Meeting, i.e. 13 May at 3 p.m. (Paris time).

To avoid any possible congestion on the website, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

1. To attend the General Meeting in person:

Shareholders wishing to attend the Meeting should request their admission card as follows:

• Electronically:

- for holders of direct registered shares: they can access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>.

Registered shareholders should log on to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- for holders of intermediary registered shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>.

Holders of intermediary registered shares should log on to VoteAG using the temporary codes provided on the Single Voting Form or on the electronic invitation. Once on the home page of the site, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- for bearer shareholders: it is the responsibility of bearer shareholders to find out whether or not their financial intermediary, which manages their securities account, is connected to the VOTACCESS site and, if so, the conditions of use of the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his financial intermediary using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and request their admission card.

• By post:

- for holders of registered shares: holders of registered shares must complete the single voting form enclosed with the notice of meeting, which will be sent to them, specifying that they wish to attend the General Meeting and obtain an admission card, then return it, dated and signed, using the T envelope enclosed with the notice of meeting;
- for bearer shareholders: bearer shareholders should ask their financial intermediary, who manages their share account, to send them an admission card.

Requests for admission cards by post must be received by Uptevia no later than three days before the General Meeting, in accordance with the above procedure.

Shareholders who have not received their admission card in the two working days preceding the General Meeting are invited to :

- Registered shareholders should present themselves at the counters set aside for this purpose on the day of the General Meeting, with proof of identity;
- Holders of bearer shares should ask their financial intermediary to issue them with a certificate proving that they are shareholders on the second business day before the General Meeting.

2. To vote by proxy or by post :

If they are unable to attend the meeting in person, shareholders may choose one of the following three options:

- send a proxy to the Chairman of the General Meeting;
- grant a power of attorney to any natural person or legal entity of its choice in accordance with Articles L. 22-10-39 and L. 225-106 I of the French Commercial Code;
- vote by post ;

As follows:

• Electronically:

- for holders of direct registered shares: they can access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>.

Registered shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- for holders of intermediary registered shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>.

Holders of intermediary registered shares must log on to VoteAG using the temporary codes provided on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- for bearer shareholders: it is the responsibility of the bearer shareholder to find out whether or not the financial intermediary who manages their securities account is connected to the VOTACCESS site and, if so, the conditions for using the VOTACCESS site. If the financial intermediary is connected to the VOTACCESS site, the shareholder must identify himself on the Internet portal of his financial intermediary using his usual access codes. They must then follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy;

If the shareholder's financial intermediary is not connected to the VOTACCESS website, it should be noted that notification of the appointment and revocation of a proxy may nevertheless be made electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an e-mail to the following e-mail address: ct-mandataires-assemblees@uptevia.com. This e-mail must include as an attachment a scanned copy of the duly completed and signed Single Voting Form. Holders of bearer shares must also attach the certificate of attendance issued by their authorised intermediary. Only those notifications of appointment or revocation of proxy duly signed, completed, received and confirmed no later than 3 p.m. (Paris time) on the day before the Meeting will be taken into account.

• By post:

- for registered shareholders: registered shareholders must complete the Single Voting Form enclosed with the notice of meeting, which will be sent to them, then return it, dated and signed, using the T envelope enclosed with the notice of meeting;

- for bearer shareholders: bearer shareholders should request the Single Voting Form from their financial intermediary, who manages their securities account, and return it to them, dated and signed. This intermediary will forward the form to Uptevia, together with a certificate of participation.

Single postal voting forms must be received by Uptevia no later than three days before the General Meeting, in accordance with the procedures set out above.

It should be noted that in the case of proxies without the name of a proxy, the Chairman of the General Meeting will vote in favour of the draft resolutions presented or approved by the Executive Board and against all other draft resolutions.

Single voting forms are sent automatically by post to registered shareholders.

Holders of bearer shares will receive a Single Voting Form by **post from Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex** no later than six days before the date of the meeting.

Shareholders who have sent in a request for an admission card, a proxy form or a postal voting form will no longer be able to change their method of participation in the General Meeting

More information

Written questions

In accordance with Article R. 225-84 of the Commercial Code, all shareholders have the right to put written questions to the Executive Board.

Written questions must be sent no later than midnight, Paris time, on Wednesday 7 May 2025, either by registered letter with acknowledgement of receipt to the Chairman of the Executive Board of JCDecaux SE, 17 rue Soyier, 92200 Neuilly-sur-Seine, or by e-mail to the following addressfr_assemblee_generale@jcdecaux.com, accompanied, for bearer shareholders, by a certificate of registration in the accounts.

Documents published or made available to shareholders

In accordance with applicable laws and regulations, all documents that must be made available to shareholders in connection with General Meetings will be made available to shareholders at the Company's registered office, 17 rue Soyier, 92200 Neuilly-sur-Seine

The documents and information required under article R. 22-10-23 of the French Commercial Code will be available from *on Wednesday 23 April 2025* on the Company's website **www.jcdecaux.com** (General Meeting section).

Audiovisual retransmission

In accordance with Article R22-10-29-1 of the French Commercial Code, the entire Meeting will be broadcast live via the following link: <https://www.jcdecaux.com/ag2025>. A recording of the Meeting will be available on the Company's website no later than seven (7) working days after the date of the Meeting and for at least two years from the date it is posted online

HOW TO FILL IN YOUR VOTING FORM?

A

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

JCDecaux
les vitrines du monde

JCDecaux SE
Société Européenne à Directoire et Conseil
de Surveillance au capital de 3 264 372,84€
Siège social : 17, rue Soyier
92200 NEUILLY-SUR-SEINE
307 570 747 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
convoquée le 14 mai 2025 à 14h30
au 17 rue Soyier - 92200 Neuilly sur Seine

COMBINED GENERAL MEETING
to be held on May 14, 2025 at 2:30 p.m
at 17 rue Soyier - 92200 Neuilly sur Seine

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix / Number of voting rights

B

☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■ for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
											Oui / Yes	<input type="checkbox"/>	<input type="checkbox"/>
											Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting ☐

- Je m'abstiens. / I abstain from voting ☐

- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ☐

- I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on 1st notification 10 mai 2025 / May 10, 2025 sur 2^{ème} convocation / on 2nd notification

à / to : UPTVEA
 Service Assemblées
 90-110 Esplanade du Général de Gaulle
 92931 Paris La Défense Cedex

C

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

D

☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

E

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Z

Date & Signature

Must be completed regardless of your choice (date and signature)

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
 « If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting »

A You wish to attend the meeting in person:

- Tick box **A**;
- Date and sign in box **Z** at the bottom of this form.

B You wish to vote by post:

- Tick box **B** "I vote by post":
 - Each numbered box represents the draft resolutions as proposed or approved by the Executive Board and reproduced in the notice of Meeting.
 - To vote **YES** to the resolutions, leave the corresponding boxes **blank**;
 - To vote **NO** or to **abstain** from voting on some of these resolutions as proposed, shade individually the corresponding boxes.
- Date and sign in box **Z** at the bottom of this form.

B1 This box is to be used only to vote on resolutions submitted by shareholders and not approved by the Executive Board:

To vote, shade the corresponding box.

B2 This box is to be used in case amendments or new resolutions are proposed during the meeting:

To vote, shade the corresponding box.

C You give your proxy to the Chairman of the General Meeting:

- Tick box **C** "I hereby give my proxy to the Chairman of the General Meeting";
- Date and sign box **Z** at the bottom of this form.

D You give your proxy to any physical or legal person of your choice:

- Tick box **D** "I hereby appoint";
- Indicate in box **D** the identity of the person who will be representing you (surname, first name, and address);
- Date and sign box **Z** at the bottom of this form.

E Indicate your surname, first name, and address:

- If these data appear on the form, check their accuracy and correct them if necessary;
- If the person signing the form is not the shareholder, he/she must indicate his/her surname, first name and address and his/her capacity (e.g. legal agent, guardian...).

Z All shareholders must date and sign this box.

DOCUMENTATION REQUEST FORM

(optional request for the documents and information referred to in Article R. 225-83 of the Commercial Code)

To be sent to: Uptevia
Assemblées Générales
90-110 esplanade du Général de Gaulle
92931 PARIS LA DÉFENSE Cedex.

I, the undersigned

Surname and first name(s) or company name:

Home address or registered office:

Owner of shares in:

- registered form
- bearer form, registered in an account with ⁽¹⁾

Acting as shareholder of JCDecaux SE, a European company with an Executive Board and Supervisory Board (Société Européenne à Directoire et Conseil de Surveillance) with a capital of 3,264,372.84€, whose registered office is at 17, rue Soyier in Neuilly-sur-Seine (92200), registered under number 307 570 747 RCS Nanterre;

Acknowledge having already received the documents relating to the Combined Annual General Meeting convened on May 14, 2025 and referred to in Article R. 225-81 of the Commercial Code, i.e.: the agenda, text of resolutions and explanatory statement, a summary of the Company's situation during the previous financial year and the table of results for the last five years;

Request the Company to send me, at no cost for me, before the Combined General Meeting of May 14, 2025, the documents and information referred to in Article R. 225-83 of the Commercial Code.

All of these documents are also available on the company's website: www.jcdecaux.com

Done in On 2025

Signature :

In accordance with Article R. 225-88 paragraph 3 of the Commercial Code, registered shareholders may, by a single request, have the Company send them the documents referred to above for each subsequent Shareholders' Meeting.

⁽¹⁾ indication of the bank, financial institution or online broker, etc. account keeper (the applicant must prove their shareholder status by sending a certificate of ownership issued by the authorised Intermediary).



www.jcdecaux.com

JCDecaux SE

Registered office: 17 rue Soyer - 92200 Neuilly-sur-Seine - France - Tél. : +33 (0)1 30 79 79 79

United Kingdom: 27 Sale Place, London W2 1 YR - Tél. : +44 (0) 208 326 7777

www.jcdecaux.com

European company with an executive board and supervisory board (Société Européenne à directoire et conseil de surveillance)
with a capital of 3,264,372.84 € - 307 570 747 RCS Nanterre - FR 44307570747

