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A French *société anonyme* (joint stock company) with a
Management Board (*Directoire*) and a Supervisory Board (*Conseil de Surveillance*)
Share capital: € : 94 099 920
Registered office: 133 Avenue des Champs-Élysées, 75008 Paris, France
Paris Trade and Companies Register no. 542 080 601

SUPERVISORY BOARD

INTERNAL RULES AND REGULATIONS

Updated as of March 6, 2019

PREAMBLE

By these Internal Rules and Regulations, the Supervisory Board of Publicis Groupe S.A. intends to complete and clarify the provisions of Subtitle II of the Company bylaws entitled “Supervisory Board”.

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

TITLE ONE

FUNCTIONING OF THE SUPERVISORY BOARD

Section 1

Supervisory Board Members’ Obligations under the Law and Company Bylaws

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

All members must comply with the laws and regulations that govern the position of Supervisory Board member of a *société anonyme* and, in particular, the rules with respect to:

- The definition of the powers of the Supervisory Board;
- Holding multiple offices;
- Agreements entered into between the Company and the member or a company of which he/she is a director, a supervisory board member, a person with management responsibilities or a shareholder with unlimited liability;
- Holding and using privileged information;
- Reporting transactions involving the Company’s shares or financial instruments relating to the Company’s shares;
- The obligation to hold the Company’s shares in registered form and to deposit them with a custodian;
- The periods during which they must refrain from trading in the Company’s shares.

Each member of the Board must hold in his/her own name, during his/her entire term of office, the minimum number of shares in the Company required by Article 13(V) of the Company bylaws, with the exception of the Supervisory Board member or members representing the employees pursuant to Article L. 225-72 paragraph 3 of the French Commercial Code.

The term of office of a member representing the employees shall begin at the date of appointment and end upon expiry of a four-year period. This term of office is renewable. The term of office may be terminated by anticipation under the conditions set forth by law, in particular in the event of termination of said representative's employment contract. Furthermore, should the conditions stipulated in Article L. 225-79-2 of the French Commercial Code cease to be fulfilled, the term of office of the employee representative(s) shall end after the meeting during which the Supervisory Board notes that it is no longer within the scope of this obligation.

Section 1-1

Independence and Conflicts of Interest

I – Supervisory Board members must perform their duties independently from each other and independently from the Management Board.

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

II – Members who become aware of any actual or potential conflict of interest that may involve him/her directly or indirectly shall inform the Supervisory Board thereof as soon as possible.

If a conflict of interest arises, the relevant member(s) must:

- Refrain from attending the debate and taking part in the vote of the decision in connection with the matter at issue;
- Refrain from requesting or providing any type of document in relation with the matter at issue;
- If necessary, resign from his/her position.

At least 50% of the Supervisory Board's members must be independent. The members of the Board representing the employees are not taken into account to determine the percentage of independent members compared to the number of Supervisory Board members.

The criteria for assessing the independence of Supervisory Board members are taken from the AFEP-Medef code with the exception of the requirement that members' terms of office should not exceed twelve years. Given the fact that the Company has separated its management and supervision functions and in light of the Company's shareholding structure, the Supervisory Board has deemed it appropriate to adopt the following factors as criteria for assessing the independence of Supervisory Board members:

- Not holding or not having held any of the following positions during the five previous years:
 - employee or executive corporate officer of the Company;

- employee, executive corporate officer or member of the Board of Directors of an entity consolidated by the Company;
- Not being an executive corporate officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee appointed as such or an executive corporate officer of the Company (currently in office or having held such office within the previous five years) is a member of the Board of Directors;
- Not being a client, supplier, investment banker, commercial banker or consultant:
 - that is of material significance to the Company or its Group; or
 - for which the Company or its Group accounts for a significant share of its business;
- Not having close family ties with a corporate officer;
- Not having been an auditor of the Company within the previous five years.

The Supervisory Board may deem that, although a Board member fulfills the independence criteria, he/she should not be classified as independent due to his/her specific situation or the specific situation of the Company, its shareholder structure, or any other reason. Conversely, the Board may deem that a Board member who does not fulfill these criteria is nevertheless independent.

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

Section 1-2

Information – Confidentiality – Inside information

I – The Management Board provides Board members, in a timely manner, with all documents and information necessary for them to perform their duties.

Board members must themselves determine if the information provided to them is sufficient and, if necessary, they may obtain all documents they consider of use, subject to confidentiality obligations.

The Management Board regularly informs the Board of the financial and cash positions and the commitments of the Company and the Group, in accordance with the laws and the provisions of the bylaws and these Internal Rules and Regulations, in particular the section on the Audit Committee. The Supervisory Board is informed about market developments, the competitive environment and the most important aspects facing the company, including in the area of social and environmental responsibility.

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

Between Board meetings, the Management Board will provide Board members with all necessary information about the Company and the Group if justified by the importance or urgent nature of the information.

Board members may meet with the Group's main senior managers if they so wish, provided they give prior notice to the Management Board Chair.

An induction program is in place for each new Board member.

Each Board member should accordingly be provided, if he or she considers it to be necessary, with supplementary training relating notably to the company's specific features, its businesses, its business sector and its social and environmental responsibility aspects. In addition, in accordance with the law, each Board member representing employees should be provided with suitable training enabling them to perform its duties and allocated time to usefully perform his or her duties.

II – All information, regardless of its type or form, concerning, in particular, the Company and its direct and/or indirect subsidiaries provided to Supervisory Board members in the performance of their duties is provided to him/her personally.

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

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

III – When members of the Supervisory Board are privy to inside information, as defined by stock market regulations, they shall refrain from using or disclosing such information.

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

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

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

Section 2

Powers of the Management Board and Authorizations Granted by the Supervisory Board

In the performance of its duties, the Supervisory Board continuously supervises the management of the Company by the Management Board (Article 16 of the Company bylaws). The Management Board is the Company's collegial decision-making body (Article 12 of the Company bylaws).

The Management Board has the broadest powers to act in all circumstances in the name of the Company. It must exercise its powers within the limits of the corporate purposes and subject to the powers expressly reserved by law to the Supervisory Board and shareholders' meetings, and in compliance with the Supervisory Board's Internal Rules and Regulations.

The Management Board has the powers below (Nos. 1 to 16), which are given by way of illustration only and are not exhaustive. However, as an internal measure, those restrictions do not bind third parties, the Supervisory Board, at its meeting convened to review the annual financial statements for the previous fiscal year, shall specify which of the transactions described in paragraph no. 1 to 16, will, until otherwise decided, require its prior approval, and inform the Management Board thereof.

1. The Management Board adopts the Company's Internal Rules and Regulations. It may appoint and remove from office all managers, deputy managers, agents and employees, determine their duties, set their compensation, salaries and bonuses, as well as any guarantees they may be required to provide, and the conditions for taking their positions or retiring, whether pursuant to contract or otherwise. Certain Management Board decisions must be submitted beforehand to:

- the Nominating Committee in the case of all nominations, in pursuance of Section 7-1 hereinafter;
- the Compensation Committee in pursuance of Section 8-1 hereinafter.

2. The Management Board sets the Company's general operating and management expenses to be included in the annual projected budget, which it then submits to the Supervisory Board for review and approval.

3. The Management Board may create, set up or close all branches, agencies, offices and warehouses.

4. The Management Board may enter into and authorize all agreements, contracts or ventures, at a fixed price or otherwise.

5. The Management Board may take out and cancel all insurance policies or contracts covering risks of all types, and discuss and decide the amounts of all compensation.

6. The Management Board may collect all moneys owed to the Company, pay moneys owed by the Company, discuss and approve, for such purpose, all accounts, and provide or withdraw all receipts and discharges. It may create, accept, pay and negotiate all notes, drafts, bill of exchange, checks, instruments and warrants, and provide all endorsements and pledges. It may open and operate, in the name of the Company, all deposit accounts, current accounts and pledged securities accounts. It may rent all safe deposit boxes and withdraw the contents thereof.

7. The Management Board may enter into and authorize all agreements, settlements or compromises. It may grant all waivers and discharges, both before and after payment.

8. The Management Board represents the Company vis-à-vis third parties, all ministries and all public or private organizations and administrations in all circumstances and for any settlements whatsoever. It may carry out all formalities, make all representations and sign all necessary instruments and memoranda.

9. The Management Board represents the Company before the courts and may be a party to all legal proceedings, both as plaintiff and defendant. It may enter into all settlements and compromises in this respect.

10. The Management Board may submit claims in all bankruptcy, judicial resolution or voluntary liquidation proceedings, take part in all meetings, confirm all receivables, agree to any total or partial forgiveness of debts and collect amounts paid pursuant to distribution plans establishing a priority among creditors.

11. The Management Board may grant and accept all leases and tenancies, with or without a promise of sale, as well as all assignments or cancellations of such leases, with or without compensation, and in keeping with the orientations defined by the Supervisory Board.

12. The Management Board may, on behalf of the Company, acquire or sell all processes, patents, trademarks and other industrial property rights, and acquire and grant all licenses and sublicenses.

13. The Management Board may form or participate in the formation of all French or foreign companies, by contributing assets or by subscribing for or purchasing shares, bonds, equity stakes or any rights whatsoever. It may cause the Company to invest in all partnerships, syndicates or economic interest groups. It may authorize all direct or indirect equity stakes and all industrial, commercial, financial, real property or movable property transactions or ventures that are in any way related to the Company's purposes, either abroad or in France. It may sell all equity stakes, in whole or in part, subject to prior referral of such matters to the Supervisory Board's Finance, M&A and Investment Committee in accordance with the provisions of Section 10-1 hereinunder.

14. The Management Board appoints the person who will act as the Company's permanent representative if the Company is appointed director or supervisory board member of another *société anonyme*. It may adopt measures concerning the composition of and changes to subsidiaries' boards of directors and executive management.

15. The Management Board may make all purchases and all exchanges, sales and contributions of real property, and resolve all easement issues. It may have all structures built and carry out all necessary construction and installation work.

16. The Management Board may take out all loans, in any form whatsoever, with or without security, and may grant all loans and advances, in particular, to any of its subsidiaries.

Furthermore, any significant transaction that is not within the scope of the strategy adopted by the Company must receive the prior approval of the Supervisory Board.

The following transactions require the Supervisory Board's prior authorization:

- Sales of real property;
- Sales of equity stakes, in whole or in part;
- Granting security interests, sureties, pledges and guarantees;
- The Supervisory Board may also decide that financial transactions be submitted to it for prior approval after review by the Finance, M&A and Investment Committee.

The Supervisory Board may, in advance, authorize the Management Board to carry out one or more of the above transactions, up to the maximum amounts it decides, and subject to the conditions and for the time period it determines.

The Supervisory Board reviews all transactions that require its prior consent and puts them to a vote.

Section 3

Meetings and Information To Be Provided in Advance to the Supervisory Board

In accordance with Article 15 of the Company bylaws, the Supervisory Board meets as often as necessary pursuant to a notice of meeting given by the Chair or, if the Chair is unavailable, by the Vice-Chair. The Supervisory Board shall have a minimum of four meetings per year, including one devoted to approving the annual financial statements and one devoted to approving the budget for the forthcoming year. The meetings of the Board shall take place at the registered office or in any other location indicated in the notice of meeting.

Notice of meetings may be given by any means, including orally. Notices of meetings shall include the meeting's agenda, as well as all documents and information necessary to enable the Supervisory Board members to act knowingly. Notices of meetings and, if applicable, the documents included therewith may be translated into English at the request of one or more members.

If necessary, at meetings, the Company shall (i) provide a translator for Supervisory Board members who request one; (ii) ensure the discussions are translated into English or the language requested; and (iii) provide said members with a translation into English of the minutes of the Board meeting. However, only the French version of minutes is binding. The Board may allow one or more members to participate by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

Section 4

Annual Assessment of the Supervisory Board's Functioning

Each year, the Supervisory Board shall include as an item of business on its meeting agenda a discussion of its composition, organization and functioning as well as those of its

Committees, and on the contribution of the Board members to its work, based on a self-assessment supervised by the Supervisory Board Chair or an independent Supervisory Board member.

A formal assessment must be carried out every three years.

The Group's annual report shall inform the shareholders that such annual assessment of the functioning of the Supervisory Board has been carried out and describe its principal conclusions.

Section 5

Attendance Fees

A shareholders' meeting shall set the total maximum amount of attendance fees allotted to all Supervisory Board members. The Supervisory Board shall decide on the allocation of these attendance fees on the basis of participation in Supervisory Board and Committee meetings.

TITLE TWO

SPECIALIZED COMMITTEES

Section 6

Audit Committee

Section 6-1

Duties

In accordance with the last paragraph of Article 16(II) of the Company bylaws, an Audit Committee is created, which shall report to the Supervisory Board and whose duties include:

1. With respect to the financial statements:
 - Reviewing the Company's corporate and consolidated financial statements, and the financial information presented therein, before they are submitted to the Supervisory Board, monitoring their preparation process and as the case may be submitting recommendations to ensure their integrity;
 - Studying changes and modifications to the accounting principles and rules used in preparing the financial statements, as well as the pertinence thereof;
 - Meeting regularly with the Chief Financial Officer;
 - Obtaining the statutory auditors' opinion on the reliability of the financial statements, outside the presence of the Chief Financial Officer and Management Board members;
 - Analyzing risks that have a financial impact, as well as off-balance sheet commitments.

2. With respect to internal audits:

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

3. With respect to external audits:

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

and,

More generally, alerting the Supervisory Board and the Management Board about any matter that may have a significant financial impact on the value of the Group's assets.

Section 6-2

Composition of the Committee and Appointment/Dismissal of Members

I – The Audit Committee is comprised of a minimum of three Supervisory Board members, who are appointed by the Supervisory Board. The Committee may retain the services of an external consultant on an occasional and/or permanent basis, and set the compensation thereof. At least one Committee member must have specific expertise in financial or accounting matters. Two-thirds of the members must be independent, in accordance with the specific criteria that the Supervisory Board specifies and makes public.

Members shall be chosen on the basis of their experience and expertise in the Committee's field of work.

Members are appointed for the duration of their term of office as Supervisory Board member and may be reappointed, subject to the requirements prescribed by Article 13 of the bylaws.

The Audit Committee shall elect a Chair from among its members. The Chair shall direct the work of the Committee and report thereon to the Supervisory Board.

The Supervisory Board sets the compensation of Audit Committee members, which is taken from the total amount of attendance fees approved by a shareholders' meeting.

II – The Supervisory Board may remove Audit Committee members from office at any time and for any reason, without the need to state the grounds for such dismissal. All Committee members are informed of appointments and dismissals by ordinary mail.

Section 6-3

Convening and Conduct of Meetings

I – Audit Committee meetings shall be convened by the Committee Chair or, if he/she is unavailable, by one of its members.

Notice of meetings shall be given, using any means of communications, at least ten days before the meeting, unless all Committee members expressly waive such time period.

Audit Committee meetings shall be held at the place specified in the notice of meeting. The notice of meeting and any documents included shall be drafted in French, as well as in English if any of the Committee's members do not speak French.

At meetings, the Chair shall provide a translator for Committee members who request one, and ensure the discussions are translated into English or the language requested.

II – At least one-half of the members must be present for the Audit Committee to deliberate validly. Members may not be represented by proxies. The Committee may allow one or more members to participate in meetings by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

The following persons may attend Audit Committee meetings:

- The Supervisory Board Chair or his/her representative, or both such persons, except if in certain cases the Committee decides otherwise;
- With the agreement of the Supervisory Board, certain Supervisory Board members who request to attend;
- The Chief Financial Officer, the General Secretary, the statutory auditors' representatives and the Company's internal audit manager;
- Any person from the Company or external to the Company that the Committee wishes to hear.

The Audit Committee shall meet at least twice a year before each Supervisory Board meeting convened to review the corporate and consolidated annual financial statements, as well as the semi-annual financial statements. At least once a year, the Committee shall hold a meeting devoted to controls and internal audits. In addition, the Audit Committee shall meet whenever it deems it necessary.

The Audit Committee shall have sufficient time to review the financial statements. The Audit Committee gives its opinion and makes proposals and recommendations. It may conduct any studies, or have any studies conducted, within the scope of its duties that may clarify the deliberations of the Supervisory Board, and may be assisted by experts, whom it appoints.

The Committee shall report on its work at the next Supervisory Board meeting.

Section 7 Nominating Committee

Section 7-1 Duties

In accordance with the last paragraph of Article 16(II) of the Company bylaws, a Nominating Committee is created, which shall report to the Supervisory Board and whose duties include:

- Making all necessary observations to the Supervisory Board on the composition of the Board;
- Making all necessary observations to the Supervisory Board on the composition of the Management Board;
- Proposing to the Supervisory Board candidates for corporate officer positions in the Company before they are appointed by the shareholders' meeting;
- Drawing up a succession plan for executive corporate officers;
- Examining, prior to any decision by the Management Board, nominations of executives at the Groupe level and members of the Executive Committees of the Solution hubs. In the event of an emergency, the appointment of these executives shall be decided jointly by the Chair of the Management Board and the Chair of the Supervisory Board who shall inform the Committee a posteriori. Furthermore, the Committee shall be informed a posteriori of appointments of members of Executive Committees of countries;
- Conducting a prior examination of the succession plans for all key positions.

Section 7-2

Composition of the Committee and Appointment/Dismissal of Members

I – The Nominating Committee is comprised of a minimum of three Supervisory Board members, who are appointed by the Supervisory Board. The Committee may retain the services of an external consultant on an occasional and/or permanent basis, and set the compensation thereof.

Members shall be chosen on the basis of their experience and expertise in the Committee's field of work. One-half of the members must be independent, in accordance with the specific criteria that the Supervisory Board specifies and makes public.

Members are appointed for the duration of their term of office as Supervisory Board member and may be reappointed, subject to the requirements prescribed by Article 13 of the bylaws.

The Nominating Committee shall elect a Chair from among its members. The Chair shall direct the work of the Committee and report thereon to the Supervisory Board.

The Supervisory Board sets the compensation of Nominating Committee members, which is taken from the total amount of attendance fees approved by a shareholders' meeting.

II – The Supervisory Board may remove Nominating Committee members from office at any time and for any reason, without the need to state the grounds for such dismissal. All Committee members are informed of appointments and dismissals by ordinary mail.

Section 7-3

Convening and Conduct of Meetings

I – Nominating Committee meetings shall be convened by the Committee Chair or, if he/she is unavailable, by one of its members.

Notice of meetings shall be given, using any means of communications, at least ten days before the meeting, unless all Committee members expressly waive such time period.

Nominating Committee meetings shall be held at the place specified in the notice of meeting. The notice of meeting and any documents included shall be drafted in French, as well as in English if any of the Committee's members do not speak French.

At meetings, the Chair shall provide a translator for Committee members who request one, and ensure the discussions are translated into English or the language requested.

II - At least one-half of the members must be present for the Nominating Committee to deliberate validly. Members may not be represented by proxies.

The Committee may allow one or more members to participate in meetings by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

The Nominating Committee meets as often as necessary in accordance with the aforementioned procedures, and at least once a year.

The Nominating Committee gives its opinion and makes proposals and recommendations. It may conduct any studies, or have any studies conducted, that may clarify the deliberations of the Supervisory Board.

The Committee shall report on its work at the next Supervisory Board meeting.

Section 8 Compensation Committee

Section 8-1 Duties

In accordance with the last paragraph of Article 16(II) of the Company bylaws, a Compensation Committee is created, which shall report to the Supervisory Board and whose duties include:

- Issuing a recommendation regarding the amount and apportionment of attendance fees to be attributed to the members of the Supervisory Board;
- Analyzing and proposing to the Supervisory Board all elements of compensation and benefits for the Company's executive corporate officers, in particular the variable portion of such compensation, as well as grants of options to subscribe for or purchase shares in the Company and grants of performance-based free shares, as well as any other element of compensation (departure and retirement allowances, non-compete clauses, etc.);
- Proposing to the Supervisory Board the draft resolutions to be submitted to the shareholders' meeting:
 - regarding the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional elements of the total compensation and various benefits, attributable to the members of the Management Board and Supervisory Board (*ex ante* vote);
 - and regarding the fixed, variable and exceptional elements of the total compensation and various benefits, paid or due in respect of the financial period just ended in the case of the Chair of the Supervisory Board and members of the Management Board (*ex post* vote);
- Confirming, prior to any decision by the Management Board, the fixed, variable and exceptional remuneration conditions comprising total compensation and benefits of any kind of executives at the Groupe level and members of the Executive Committees of the Solution hubs. In the event of an emergency, the decision regarding remuneration conditions for these executives shall be taken jointly by the Chair of the Management Board and the Chair of the Supervisory Board who shall inform the Committee a posteriori. Furthermore, the Committee shall be informed of decisions regarding remuneration conditions for members of the Executive Committees of countries;
- In general, prior to any decision by the Management Board, approving all Groupe bonus schemes, compensation policies and policy on the granting of options to subscribe for or purchase shares in the Company, of free shares and any other similar instruments.

Section 8-2

Composition of the Committee and Appointment/Dismissal of Members

I – The Compensation Committee is comprised of a minimum of three Supervisory Board members, who are appointed by the Supervisory Board. The Committee may retain the services of an external consultant on an occasional and/or permanent basis, and set the compensation thereof.

Members shall be chosen on the basis of their experience and expertise in the Committee’s field of work. One-half of the members must be independent, in accordance with the specific criteria that the Supervisory Board specifies and makes public.

Members are appointed for the duration of their term of office as Supervisory Board member and may be reappointed, subject to the requirements prescribed by Article 13 of the bylaws.

The Compensation Committee shall elect a Chair from among its members. The Chair shall direct the work of the Committee and report thereon to the Supervisory Board.

The Supervisory Board sets the compensation of Compensation Committee members, which is taken from the total amount of attendance fees approved by a shareholders’ meeting.

II – The Supervisory Board may remove Compensation Committee members from office at any time and for any reason, without the need to state the grounds for such dismissal. All Committee members are informed of appointments and dismissals by ordinary mail.

Section 8-3

Convening and Conduct of Meetings

I – Compensation Committee meetings shall be convened by the Committee Chair or, if he/she is unavailable, by one of its members.

Notice of meetings shall be given, using any means of communications, at least ten days before the meeting, unless all Committee members expressly waive such time period.

Compensation Committee meetings shall be held at the place specified in the notice of meeting. The notice of meeting and any documents included shall be drafted in French, as well as in English if any of the Committee’s members do not speak French.

At meetings, the Chair shall provide a translator for Committee members who request one, and ensure the discussions are translated into English or the language requested.

II - At least one-half of the members must be present for the Compensation Committee to deliberate validly. Members may not be represented by proxies.

The Committee may allow one or more members to participate in meetings by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

The Compensation Committee meets as often as necessary in accordance with the aforementioned procedures, and at least once a year.

The Compensation Committee gives its opinion and makes proposals and recommendations. It may conduct any studies, or have any studies conducted, that may clarify the deliberations of the Supervisory Board.

The Committee shall report on its work at the next Supervisory Board meeting.

Section 9 **Strategy and Risk Committee**

Section 9-1 **Duties**

In accordance with the last paragraph of Article 16(II) of the Company bylaws, a Strategy and Risk Committee is created, which shall report to the Supervisory Board and whose duties notably include:

- Reviewing (in conjunction with the Audit Committee) the risks to which the Company is exposed and the policies and corrective measures that will enable it to control and reduce such risks;
- Reviewing the Group' Social and Environmental Responsibility strategy and the options selected to implement such strategy;
- Reviewing the major strategic and expansion options available to the Group and decisions to implement them in connection with operations likely to affect the strategy of the Group as a whole.

Section 9-2 **Composition of the Committee and Appointment/Dismissal of Members**

I – The Strategy and Risk Committee is comprised of a minimum of three Supervisory Board members, who are appointed by the Supervisory Board. The Committee may retain the services of an external consultant on an occasional and/or permanent basis, and set the compensation thereof.

Members shall be chosen on the basis of their experience and expertise in the Committee's field of work.

Members are appointed for the duration of their term of office as Supervisory Board member and may be reappointed, subject to the requirements prescribed by Article 13 of the bylaws.

The Strategy and Risk Committee shall elect a Chair from among its members. The Chair shall direct the work of the Committee and report thereon to the Supervisory Board.

The Supervisory Board sets the compensation of Strategy and Risk Committee members, which is taken from the total amount of attendance fees approved by a shareholders' meeting.

II – The Supervisory Board may remove Strategy and Risk Committee members from office at any time and for any reason, without the need to state the grounds for such dismissal. All Committee members are informed of appointments and dismissals by ordinary mail.

Section 9-3

Convening and Conduct of Meetings

I – Strategy and Risk Committee meetings shall be convened by the Committee Chair or, if he/she is unavailable, by one of its members.

Notice of meetings shall be given, using any means of communications, at least ten days before the meeting, unless all Committee members expressly waive such time period.

Strategy and Risk Committee meetings shall be held at the place specified in the notice of meeting. The notice of meeting and any documents included shall be drafted in French, as well as in English if any of the Committee's members do not speak French.

At meetings, the Chair shall provide a translator for Committee members who request one, and ensure the discussions are translated into English or the language requested.

II – At least one-half of the members must be present for the Strategy and Risk Committee to deliberate validly. Members may not be represented by proxies.

The Committee may allow one or more members to participate in meetings by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

The Strategy and Risk Committee meets as often as necessary in accordance with the aforementioned procedures, and at least once a year.

The Strategy and Risk Committee gives its opinion and makes proposals and recommendations. It may conduct any studies, or have any studies conducted, that may clarify the deliberations of the Supervisory Board.

The Committee shall report on its work at the next Supervisory Board meeting.

Section 10

Finance, M&A and Investment Committee

Section 10-1

Duties

In accordance with the last paragraph of Article 16(II) of the Company bylaws, a Finance, M&A and Investment Committee is created, which shall report to the Supervisory Board and whose duties notably include:

- Examining all the Company's investment and divestment projects;
- Examining all Groupe merger or acquisition transactions, whether concerning the Company and its subsidiaries;
- Appraising, in conjunction with the Audit Committee, the Groupe's financial situation and all funding activities;
- Examining any internal legal or financial restructuring within the Company.

The Management Board shall submit all projects to the Committee which shall report to the Supervisory Board. The latter may decide to delegate its powers to the Committee to enable ordinary decisions to be given priority or receive urgent treatment.

Section 10-2

Composition and conditions for appointment / removal

I – The Finance, M&A and Investment Committee is comprised of a minimum of three Supervisory Board members, who are appointed by the Supervisory Board. The Committee may retain the services of an external consultant on an occasional and/or permanent basis, and set the compensation thereof.

Members shall be chosen on the basis of their experience and expertise in the Committee's field of work.

Members are appointed for the duration of their term of office as Supervisory Board member and may be reappointed, subject to the requirements prescribed by Article 13 of the bylaws.

The Finance, M&A and Investment Committee shall elect a Chair from among its members. The Chair shall direct the work of the Committee and report thereon to the Supervisory Board.

The Supervisory Board sets the compensation of Nominating Committee members, which is taken from the total amount of attendance fees approved by a shareholders' meeting.

II – The Supervisory Board may remove Nominating Committee members from office at any time and for any reason, without the need to state the grounds for such removal. All Committee members are informed of appointments and removals by ordinary mail.

Section 10-3

Convening and conduct of meetings

I - The Finance, M&A and Investment Committee shall be convened by the Committee Chair or, if he/she is unavailable, by one of its members.

Notice of meetings shall be given, using any means of communications, at least ten days before the meeting, unless all Committee members expressly waive such period of notice.

Finance, M&A and Investment Committee meetings shall be held at the place specified in the notice of meeting. The notice of meeting and any documents included shall be drafted in French, as well as in English if any of the Committee's members do not speak French.

At meetings, the Chair shall provide a translator for Committee members who request one, and ensure the discussions are translated into English or the language requested.

II – At least one-half of the members must be present for the Finance, M&A and Investment Committee to deliberate validly.

The Committee may allow one or more members to participate in meetings by videoconference or other means of telecommunication, in accordance with the requirements prescribed by the laws and regulations.

The Finance, M&A and Investment Committee meets as often as necessary in accordance with the aforementioned procedures, and at least once a year.

The Committee gives its opinion and makes proposals and recommendations. It can conduct any studies, or have any studies conducted, that may clarify the deliberations of the Supervisory Board.

The Committee shall report on its work at the next Supervisory Board meeting.

III – In the event of an emergency, only the opinion of the Committee Chair need be obtained.

TITLE THREE

GENERAL PROVISIONS

Section 11

Effective Date – Term

These Internal Rules and Regulations took effect when they were adopted by the Supervisory Board by a vote on March 29, 2005, and shall remain in force during the entire term of the Company, i.e. until October 3, 2037, unless it is dissolved before the expiration of its term or if such term is extended as provided in the Company bylaws. The Internal Rules and Regulations may be amended by a Supervisory Board decision adopted by a simple majority. It is hereby stated that the provisions of these Internal Rules and Regulations concerning the composition of Committees were amended by Supervisory Board decisions adopted on March 17, 2008, on February 11, 2015, on May 25, 2016 with effect on June 17, 2016, on March 1, 2017 with effect on June 1, 2017, on September 13, 2017, on May 30, 2018 and on March 6, 2019.