

UNOFFICIAL FREE NON BINDING TRANSLATION, FOR INFORMATION PURPOSES ONLY, OF THE FRENCH LANGUAGE VERSION. IN THE EVENT OF ANY AMBIGUITY OR CONFLICT BETWEEN CORRESPONDING STATEMENTS OR OTHER ITEMS CONTAINED IN THIS DOCUMENT, THE RELEVANT STATEMENTS OR ITEMS OF THE FRENCH LANGUAGE VERSION SHALL PREVAIL

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN FINANCIAL, LEGAL, ACCOUNTING OR TAX ADVISERS.

13 September 2017



HAVAS

A société anonyme established under the laws of the Republic of France
having a share capital of €169,222,321.20
with its registered office at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex, France
335 480 265 RCS Nanterre
(the "**Company**")

NOTICE OF MEETING OF THE HOLDERS OF THE FOLLOWING NOTES

€400,000,000 1.875 per cent. Notes due 8 December 2020 issued by the Company on 8
December 2015
ISIN: FR0013066669 – Common Code: 133103341
(the "**Notes**")

NOTICE IS HEREBY GIVEN that, pursuant to Condition 10(d) of the terms and conditions of the Notes (the "**Conditions**"), the Board of Directors of the Company has decided to convene the holders of the Notes to a general meeting (the "**General Meeting**") at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex France on 29 September 2017 at 10.00 a.m. (Paris time) on first convocation and if no quorum is reached, on 16 October 2017 at the same time on second convocation.

The General Meeting is convened in order to deliberate on the following agenda and, if thought fit, to approve the following resolutions (the "**Resolutions**").

Unless the context otherwise requires, capitalized terms used in this notice shall have the same meaning ascribed to them in the Conditions.

The Board of Directors has agreed that the following agenda shall be presented for approval at the General Meeting:

AGENDA

- Amendment of Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions of the Notes issued on 8 December 2015 and waiver to the early redemption of the Notes pursuant to Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions of the Notes issued on 8 December 2015; and
- Filing at the Company's registered office of the attendance sheet, the relevant powers of represented Noteholders set out in the Participation Form and the minutes of the General Meeting.

Please note the following important dates relating to the General Meeting:

Events	Dates
First convocation of the General Meeting	13 September 2017
Deadlines for sending Participation Forms	26 September 2017
Required time and date for the book-entry statement evidencing the right of each Noteholder to participate at the General Meeting	29 September 2017 at 0.00 (Paris time)
General Meeting for the Notes	29 September 2017 at 10.00 a.m.) (Paris time) to 10.30 a.m. (Paris time)
Announcement and publication of results or, if the quorum is not met at the General Meeting held on first convocation, convocation of the adjourned General Meeting (if applicable)	As soon as possible on 29 September 2017
Deadlines for sending Participation Forms in view of the adjourned General Meeting (if applicable)	13 October 2017
Required time and date for the book-entry statement evidencing the right of each Noteholder to participate at the General Meeting (if applicable)	16 October 2017 at 0.00 (Paris time)
Adjourned General Meeting (if applicable)	16 October 2017
Announcement of the final results of the adjourned General Meeting (if applicable)	As soon as possible on 16 October 2017

THE TEXT OF THE RESOLUTIONS is as follows:

Proposed Resolutions

First resolution – Amendment of Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions of the Notes issued on 8 December 2015 and waiver to the early redemption of the Notes pursuant to Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions of the Notes issued on 8 December 2015

The General Meeting having deliberated pursuant to article L.228-65, of the French *Code de commerce* and having decided in accordance with the applicable quorum and majority criteria required for general meeting:

1. Approves the amendment of Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions in order to replace the existing wording by the following:

"In case of a Change of Control, all the Notes will be redeemed at their principal amount, at the latest thirty (30) calendar days following the occurrence of the Change of Control, together with any accrued interest thereon as of the date on which the Notes are redeemed.

In this Condition, "**Change of Control**" means the settlement of any public offer which results in one or several individual(s) or entity(ies) which are not part of the Bolloré and Vivendi Groups (as defined below), acting alone or in concert, holding more than 50% of the capital or the voting rights of the Issuer.

In this Condition, "**Bolloré and Vivendi Groups**" means the company Bolloré, the company Vivendi and their controlled or controlling companies within the meaning of Article L.233-3 of the French *Code de commerce*.

2. Waives the application of Condition 4(d) (*Early redemption in case of a Change of Control*) of the Conditions, as drafted prior to the entry into effect of the amendment referred to in paragraph 1 above, in the context of the block sale taking place between the Bolloré group and the company Vivendi effective on 3 July 2017 and the simplified tender offer launched by the company Vivendi on 29 August 2017 and that should terminate on 4 October 2017; and
3. Grants, in light of the foregoing, all powers to the bearer of an original, a copy or an extract of the presents, to the extent needed, to make all determinations, conclusions, communications and formalities, including the publication of this decision in accordance with the Conditions.

Second resolution - Deposit location of the attendance sheet, powers of the represented holders of the Notes and minutes

The General Meeting decides, in accordance with article R.228-74 paragraph 1 of the French *Code de commerce* that the attendance sheet, the powers of the represented holders of the Notes set out in the Participation Form and the minutes of the present General Meeting will

be deposited at the registered office of the Company in order to allow any holder to exercise the right of communication granted by the law.

This notice is issued on this 13 September 2017 by the Company and is published in accordance with the Conditions.

Documents available for inspection

In accordance with Condition 10(g) of the Conditions and articles L.228-69 and R.228-76 of the French *Code de commerce*, each Noteholder or, as the case may be, its representative, has the right, as from the date hereof and during the 15 day period preceding the General Meeting, to consult or make a copy of the text of the Resolutions which will be proposed.

The documents (together, the "**Documents**") are available as from the date of this notice of meeting for consultation, copy or upon request by filling out the information request form attached to this notice of meeting (the "**Information Request Form**"):

- the proposed Resolutions (the text of which is reproduced on pages 3 and 4 of this notice); and
- this notice of meeting (including the Information Request Form, the Participation Form and the Form of Book Entry Statement (as defined below)).

Copies of the Documents can be obtained from and will be made available for inspection by the Noteholders at:

- the registered office of the Company: 9-30, quai de Dion Bouton, 92817 Puteaux Cedex, France;
- CREDIT INDUSTRIEL ET COMMERCIAL S.A. as centralising agent of the General Meeting appointed by the Company (the "**Centralising Agent**"), at the following address: 6, avenue de Provence 75452 Paris cedex 09, France;
- CREDIT INDUSTRIEL ET COMMERCIAL S.A. as Fiscal Agent and Paying Agent of the Notes, at the following address: 6, avenue de Provence 75452 Paris cedex 09, France; and
- on the website of the Company (www.havasgroup.fr).

If any Noteholder has any question, they should feel free to contact, including by phone, the Centralising Agent.

General

Noteholders should pay particular attention to the requirements in respect of the quorum for the General Meeting and the adjourned General Meeting (if applicable), which are described below. In light of such requirements, Noteholders are strongly urged either to attend the General Meeting in person or to take the steps referred to below as soon as possible in order to attend the General Meeting by correspondence or to be represented by Proxy (as defined below) at the General Meeting.

Quorum and Adjournment

As set out in the Conditions, the General Meeting may deliberate validly on first convocation only if Noteholders present or represented hold at least a fifth (1/5) of the Notes then outstanding. On second convocation, no quorum shall be required. In accordance with article L.228-65 II of the French *Code de commerce*, decisions at meetings shall be taken by a two-third (2/3) majority of votes held by Noteholders attending such meeting or represented thereat.

Notice of the adjourned General Meeting for lack of quorum shall be given in the same manner as notice of the original General Meeting.

Voting Procedures

The relevant provisions governing the convening and holding of the General Meeting are set out in the Conditions.

Each Noteholder or Proxy (as defined below) is entitled to one vote for each Note held or represented by such Noteholder. Any Noteholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Each Noteholder has the right to participate in the General Meeting in person, by proxy or by correspondence, in accordance with applicable laws and regulations.

In the event that a Noteholder wishes to participate in person in the General Meeting, it shall (i) complete the participation form attached to this notice of meeting (the "**Participation Form**"), and in particular paragraph 2(a) of such form, and (ii) provide evidence of its right to participate in such General Meeting by presenting (a) an admission card obtained from the Centralising Agent, or (b) absent such admission card, any evidence that the Noteholder is registered in the books of the relevant Account Holders subject to, and in accordance with, paragraph entitled "Voting requirements" below.

If a Noteholder wishes to vote on the Resolutions and the Notes it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Noteholder should contact such financial intermediary and instruct it to vote in respect of its Notes on his/its behalf.

In the event that a Noteholder does not wish to participate in person in the General Meeting, such Noteholder may:

1. give a proxy to the Chairman (as defined below) of the meeting: in this case, the Noteholder shall fill in the attached Participation Form and in particular complete paragraph 2(c) of the Participation Form without indicating the name of the representative;
2. give a proxy to a representative of his choice (a "**Proxy**") to act on its behalf in connection with the General Meeting, provided, however, that, in accordance with articles L.228-62 and L.228-63 of the French *Code de commerce*, a Noteholder shall be prohibited from appointing as Proxy certain persons, including, without limitation, the directors, auditors and employees of the Company. In that case, the Noteholder

shall complete the attached Participation Form and in particular paragraph 2(c) of the Participation Form by indicating the last name, first name(s) and address of such Proxy; or

3. if he wishes to vote on the Resolutions and does not want to attend the General Meeting in respect of its Notes in person or appoint a Proxy to do so on its behalf in accordance with (1) or (2) above, such Noteholder may vote by correspondence. In that case, the Noteholder shall complete the attached Participation Form and in particular paragraph 2(b) of the Participation Form.

Any proxy must be given in writing, signed by the relevant Noteholders and indicate the last name, first name(s) and address of the Proxy, if different from the Chairman of the meeting.

Participation Forms will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book entry statement substantially in the form attached to this notice of meeting (a "**Form of Book Entry Statement**") or in such form as is regularly used by the Account Holder, duly completed and signed by the relevant Account Holder (a "**Valid Book Entry Statement**"), and (iii) are received by the Centralising Agent at the latest on the third (3rd) calendar day before the date of the General Meeting, (i.e. for the General Meeting on first convocation at the latest on 26 September 2017 or on 13 October 2017 if the General Meeting meets on a second convocation), such forms being a "**Valid Participation Form**" if the above listed conditions are met.

An Information Request Form, a Participation Form and a Form of Book Entry Statement are attached hereto. These forms as well as admission cards are available upon request from the Centralising Agent (contact details above). The Noteholders must send the relevant Participation Form fully completed and signed to their Account Holder, who shall send it with a Valid Book Entry Statement to the Centralising Agent by mail or email.

Valid Participation Forms will be valid for the adjourned General Meeting convened with the same agenda, subject as set out in paragraph entitled "Voting requirements" below.

Voting requirements

In accordance with article R. 228-71 of the French *Code de commerce*, the right of each Noteholder to participate in the General Meeting will be evidenced by the entries in the books of the relevant Account Holder (as defined below) of the name of such Noteholder at the latest on the date of the General Meeting (*i.e.*, on 29 September 2017 at 00.00 (Paris Time) on first convocation or on 16 October 2017 at 00.00 (Paris Time) if the General Meeting meets on a second convocation) (the "**Record Date**").

In accordance with article R. 228-71 of the French *Code de commerce*, a Noteholder having already sent a Participation Form will have the right to sell all or part of its Notes. It is however specified that if such sale is made before the Record Date, the Company will invalidate or modify accordingly such vote as may have been exercised in the Participation Form of such Noteholder sent prior to the Record Date. The relevant Account Holder shall notify such assignment to the Company with all necessary information.

In accordance with Condition 1 of the Conditions, "**Account Holder**" shall mean any intermediary institution entitled to hold, directly or indirectly, accounts on behalf of its customers with Euroclear France, Clearstream Banking, *société anonyme*, Luxembourg and Euroclear Bank SA/NV.

Chairman of the General Meeting

The chairman of the General Meeting (the "**Chairman**") shall be the Representative in respect of the Notes, as designated in the Conditions.

Expenses

In accordance with Condition 10(h) of the Conditions, the Company will pay all expenses relating to calling and holding the General Meeting and more generally, all administrative expenses resolved upon by the General Meeting. No expenses may be imputed against interest payable on the Notes.

Attachments

- Information Request Form
- Participation Form
- Form of Book Entry Statement

HAVAS

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having a share capital of €169,222,321.20
with its registered office at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex, France
335 480 265 RCS Nanterre

**INFORMATION REQUEST FORM
GENERAL MEETING ON 29 SEPTEMBER 2017 AT 10.00 A.M. (PARIS TIME)
AT 29-30, QUAI DE DION BOUTON, 92817 PUTEAUX CEDEX, FRANCE,
OF THE HOLDERS OF
EUR 400,000,000 1.875 PER CENT. NOTES DUE 8 DECEMBER 2020
ISSUED ON 8 DECEMBER 2015
(ISIN: FR0013066669 – COMMON CODE: 133103341)
(the "Notes")**

Form to be sent to:
CREDIT INDUSTRIEL ET COMMERCIAL S.A.
6, avenue de Provence
75452 Paris cedex 09
France
Attention: Service Assemblées Générales
Phone: +33 1 53 48 81 07
Email: serviceproxy@cmcic.fr

First name and Family name *or* Legal name:

Address *or* registered office:

E-mail:@

Kindly request to receive the documents stated in the paragraph entitled "*Documents available for inspection*" of the notice of meeting issued by Havas in view of the general meeting of the holders of the Notes scheduled for 29 September 2017 at 10.00 a.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

By e-mail

By mail

Signed at on

Signature

IMPORTANT NOTICE: A book entry statement will need to be attached to the present form for the information request to be valid.

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PARTICIPATION FORM
GENERAL MEETING ON 29 SEPTEMBER 2017 AT 10.00 A.M. (PARIS TIME)
AT 29-30, QUAI DE DION BOUTON, 92817 PUTEAUX CEDEX, FRANCE,
OF THE HOLDERS OF
EUR 400,000,000 1.875 PER CENT. NOTES DUE 8 DECEMBER 2020
ISSUED ON 8 DECEMBER 2015
(ISIN: FR0013066669 – COMMON CODE: 133103341)
(the "Notes")

Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

For instructions on how to participate in this General Meeting, please carefully read the back of this form.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Havas in view of this General Meeting.

1/ NOTEHOLDER INFORMATION		
First name and Family name <i>or</i> Legal name		
Address <i>or</i> Registered office		
Number of Notes held		The Notes are in bearer form <i>(join a Form of Book Entry Statement, please read on the back)</i>

2/ PARTICIPATION AT THE GENERAL MEETING <i>(tick a box)</i>
<i>In all cases, the form delivered for a General Meeting is valid for successive meetings convened on the same agenda</i>

a. **I WISH TO ATTEND** this General Meeting and ask for an admission card.

b. **I VOTE BY CORRESPONDENCE**

Having taken formal note of the (2) two Resolutions proposed for the vote of the Noteholders at the General Meeting scheduled for 29 September 2017 at 10.00 a.m. (Paris time) at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex, France and pursuant to article L. 228-61 of the French *Code de commerce*, I hereby cast my vote on the (2) two Resolutions as follows:

	For	Against	Abstain <i>(equivalent to « Against »)</i>
Resolutions n°1 and 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.

c. **I APPOINT AS PROXY**, without possibility of substitution or subdelegation:

First name and Family name <i>or</i> Legal name <i>or</i> leave blank <i>if you wish to appoint the Chairman</i>	
Address <i>or</i> Registered office <i>or</i> leave blank <i>if you wish to appoint the Chairman</i>	

1. to represent me at the General Meeting, scheduled for 29 September 2017 at 10.00 a.m. (Paris time) at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex, France or at any adjournment thereof; and

2. to attend the General Meeting, to review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.

The present proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other

reason.

3/ SIGNATURE (*complete and sign*)

*Warning: this form must be received by CREDIT INDUSTRIEL ET COMMERCIAL S.A. at the latest on **26 September 2017***

First name and Family name of the signatory		Date	
Quality		Signature	

HOW TO PARTICIPATE IN THIS GENERAL MEETING

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the date of the General Meeting at 00.00 (Paris Time).

RETURN OF THIS FORM

Please return this Participation Form fully completed to your account holder, who shall send it with a Valid Book Entry Statement to the Centralising Agent CREDIT INDUSTRIEL ET COMMERCIAL S.A.:

CREDIT INDUSTRIEL ET COMMERCIAL S.A.

6, avenue de Provence
75452 Paris cedex 09
France

Attention: Service Assemblées Générales

Phone: +33 1 53 48 81 07

Email: serviceproxy@cmic.fr

<p><u>In order to be taken into account for the General Meeting, this form fully completed must be received by the Centralising Agent CREDIT INDUSTRIEL ET COMMERCIAL S.A. at the latest on the third (3rd) calendar day before the date of the General Meeting, i.e. at the latest on 26 September 2017.</u></p>

OPTIONS FOR ATTENDING THE GENERAL MEETING

1/ Attending the General Meeting in person

You must ask an admission card by ticking the corresponding box on the form in paragraph 2(a).

To access the General Meeting, you must present at the General Meeting (i) this admission card or a book entry statement remitted by your account holder which attests that the Notes have been entered in your name and (ii) a current identity card or a passport, with a power of attorney, if relevant. You will not enter the meeting without one of these documents.

2/ Vote by correspondence

You must complete paragraph 2(b) by ticking (i) the box "I vote by correspondence" of the form and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" the Resolutions n°1 and 2. Forms not indicating any vote or expressing an abstention shall be considered as negative votes.

3/ Appoint a proxy (subject to certain legal prohibition)

In this case, you must complete paragraph 2(c) by (i) ticking the box "I appoint as proxy" of the form and (ii) either specify the name of your proxy or leave this box blank, in which case, you shall be deemed to have appointed the Chairman as your proxy.

In accordance with the provisions of Article L. 228-62 of the French *Code de commerce*, please note that (i) the *Président* of Havas, (ii) the directors (*administrateurs*), (iii) its general managers (*directeurs généraux*), (iv) its statutory auditors, or (v) its employees as well as (vi) their ascendants, descendants and spouses, **may not be appointed as a proxy**. Additionally, in accordance with the provisions of Article L. 228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, **may not be appointed as a proxy**.

IMPORTANT NOTICE:

In accordance with the provisions of Article L. 228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolutions will be counted as a vote against the Resolutions.

Any ballot with two contradictory votes for the Resolutions will be counted as a vote against the Resolutions.

A Noteholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(b) and 2(c) are completed in this form, only the proxy will be taken into account.

The holders of redeemed Notes that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting.

A company which holds at least 10% of the debtor company's capital shall not vote with the Notes it holds at the General Meeting.

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FORM OF BOOK ENTRY STATEMENT
GENERAL MEETING ON 29 SEPTEMBER 2017 AT 10.00 A.M. (PARIS TIME)
AT 29-30, QUAI DE DION BOUTON, 92817 PUTEAUX CEDEX, FRANCE,
OF THE HOLDERS OF
EUR 400,000,000 1.875 PER CENT. NOTES DUE 8 DECEMBER 2020
ISSUED ON 8 DECEMBER 2015
(ISIN: FR0013066669 – COMMON CODE: 133103341)
(the "Notes")

This form shall be filed in by your account holder and shall be returned to:

CREDIT INDUSTRIEL ET COMMERCIAL S.A.

6, avenue de Provence
75452 Paris cedex 09
France

Attention: Service Assemblées Générales

Phone: +33 1 53 48 81 07

Email: serviceproxy@cmcic.fr

WE, THE UNDERSIGNED,

Account holder: _____

Represented by: _____

ACTING AS ACCOUNT HOLDER,

HEREBY CERTIFY THAT

First name and Family name or Legal name: _____

Address or Registered office:

is the holder of _____ Notes (nominal amount €100,000 per Note).

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralising Agent of the General Meeting referred to herein in case of sale of all or part of the above-mentioned Notes before 00.00 (Paris Time) on the date of such meeting (*i.e.*, before 00.00 (Paris Time) on 29 September 2017), the above-mentioned holder of Notes is entitled to participate at such General Meeting of Noteholders, scheduled for 29 September 2017, 10.00 a.m. (Paris time) at 29-30, quai de Dion Bouton, 92817 Puteaux Cedex, France.

Signed at _____ on _____

Signature

Stamp of the Account holder

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Havas in 13 September 2017 in view of this General Meeting.