

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

JCDecaux SA

Year ended 31 December 2021

Statutory auditors' report on the consolidated financial statements

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Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG et Autres
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438 476 913 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

JCDecaux SA

Year ended 31 December 2021

Statutory auditors' report on the consolidated financial statements

To the Annual General Meeting of JCDecaux SA,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of JCDecaux SA for the year ended 31 December 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2021 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

■ Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

■ Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from 1 January 2021 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Emphasis of Matter

We draw your attention to Note 1.11.4 “IFRS 16 Rent concessions in the context of the Covid-19 epidemic” to the consolidated financial statements, which describes the consequences of the application of the amendment to IFRS 16 concerning the accounting treatment of COVID-19-related rent concessions beyond 30 June 2021.

Our opinion is not modified in respect of this matter.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this accounting period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. These measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on how audits are performed.

It is in this complex, evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

■ Accounting treatment of leases

Risk identified

As of 1 January 2019, your group has applied IFRS 16 “Leases”, according to which lessees use the same recognition model for all leases with the recognition of a right-of-use asset and a lease liability. Under this standard, a contract is a lease, or contains a lease component, if it conveys the right to the lessee to control the use of an identified asset (mainly advertising space in the case of your group) for a period of time in exchange for consideration. Contracts providing for substantive rights of substitution of advertising space by the lessor are excluded from the standard.

The conditions of application of IFRS 16 are described in the note “Leases” to the consolidated financial statements. Thus, as at 31 December 2021, the right-of-use assets in your company's consolidated financial statements amount to €2,964.8m. Your group opted for the application of the amendment to IFRS 16 published by the European Union on 9 October 2020 and on 30 August 2021, which specifies the methods of accounting for the COVID-19-related rent concessions granted by lessors within the context of the COVID-19 crisis for the period until 30 June 2022.

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| | <p>We considered the accounting treatment of leases to be a key audit matter due to the number and importance of these contracts for your group, the significant impact of this standard on the consolidated financial statements, the accounting methods chosen and the high level of judgment required by your group's Management to determine the assumptions adopted (the substantive nature of the lessors' rights of substitution, the effective term of the leases including their tacit renewal, and the determination of discount rates).</p> |
| <p>Our response</p> | <p>Our work notably consisted in:</p> <ul style="list-style-type: none"> • familiarizing ourselves with the procedures set up by your group to identify and account for leases; • assessing the relevance of the methods used to determine the main assumptions underlying the determination of the right-of-use assets and the lease liabilities; • assessing the relevance of the analyses performed by your group on the substantive nature of the rights of substitution granted to lessors; • assessing whether the new amendments to IFRS 16 concerning the treatment of rent concessions within the context of COVID-19 have been correctly applied; • testing the reliability of the information system dedicated to the management of the leases concerned by the application of IFRS 16 with the assistance of our experts; • comparing, through sampling: <ul style="list-style-type: none"> • the data entered in the information system to determine the assets and liabilities relating to leases, based on the underlying contractual documents; • the criteria taken into account by Management to determine the effective rental period used for tacit renewal contracts and the contracts including termination and renewal options; • the data used to determine the financing rates with the market data; • assessing the appropriateness of the disclosures in the notes to the consolidated financial statements. |

■ Valuation of goodwill, other tangible and intangible assets, right-of-use assets and equity-accounted investments

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| <p>Risk identified</p> | <p>As at 31 December 2021, the net carrying amount of goodwill, other tangible and intangible assets, right-of-use assets and equity-accounted investments was €6,706.8m.</p> <p>Your group performs impairment tests at the level of the cash-generating units (CGUs) corresponding to the operating entities for tangible and intangible assets and equity-accounted investments, and at the level of each group of CGUs for which the scope is determined either at the level where the operating segments and the geographical area meet, or based on specific CGU groups (Airports sector, Pacific and France Roadside areas) for goodwill.</p> <p>The impairment testing methods used by your group are described in Note 1.10 to the consolidated financial statements.</p> <p>These impairment tests constitute a key audit matter due to the importance of the assets concerned in the consolidated financial statements and the estimates and judgments required for their valuation. They use forecast data specific to each operating segment to determine the recoverable amount, as described in 1.10 "Impairment of intangible assets, property, plant and equipment, right-of-use and goodwill" of the notes to the consolidated financial statements.</p> |
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Our response

Our audit procedures notably consisted in:

- familiarizing ourselves with the processes and analysis performed by the your group for the purposes of these valuations;
- reconciling the net asset values of the assets subject to impairment tests with the accounts and their allocation by cash generating unit;
- verifying, through sampling, the arithmetic accuracy of the model used to determine values in use;
- analyzing the reasonableness of the main assumptions used, based on discussion with the Finance Management and the Executive Board of your group, and by comparison with the data used for previous impairment tests as well as the historical performance of the subsidiaries concerned;
- assessing the reasonableness of the discount rate, long-term growth rate and renewal rate of the contracts;
- performing sensitivity analyses on the main assumptions used;
- assessing the appropriateness of the disclosures in the notes to the consolidated financial statements.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French laws and regulations of the information given in the Executive Board's group management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements

We attest that the consolidated non-financial statement provided for by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the group management report, it being specified that, in accordance with the provisions of Article L. 823-10 of said Code, we have verified neither the fair presentation nor the consistency with the financial statements of the information contained in this statement. This information should be the subject of a report by an independent third party.

Report on Other Legal and Regulatory Requirements

■ Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chairman of the Executive Board, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. Regarding consolidated financial statements, our work includes verifying that the tagging thereof complies with the format defined in the above-mentioned regulation.

On the basis of our work, we conclude that the preparation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

■ Appointment of the Statutory Auditors

We were appointed as statutory auditors of JCDecaux SA by the annual general meeting held on 10 May 2006 for KPMG S.A., and on 20 June 2000 for ERNST & YOUNG et Autres.

As at 31 December 2021, KPMG S.A. was in its sixteenth year and ERNST & YOUNG et Autres in its twenty-second year of total uninterrupted engagement, including twenty-one years since the securities of the company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Executive Board.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

■ Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- ▶ Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- ▶ Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.
- ▶ Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- ▶ Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

■ Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La-Défense, 16 March 2022

The Statutory Auditors

French original signed by:

KPMG Audit
Département de KPMG S.A

ERNST & YOUNG et Autres

Frédéric Quelin

Grégoire Menou

Aymeric de La Morandière