



*Historic building wrap of La Madeleine church
contributing to renovation works.
Paris, France*

JCDECAUX SA NOTICE OF MEETING

THE COMBINED GENERAL MEETING WILL BE HELD
ON MAY 11, 2022 AT 2:30PM
17, RUE SOYER - 92200 NEUILLY-SUR-SEINE

This is a free translation into English of the original Notice of meeting issued in French and is provided solely for the convenience of English-speaking readers.

INDEX

1 TERMS OF PARTICIPATION 2	2 MESSAGE FROM THE CO-CEOS 6
3 AGENDA OF THE COMBINED GENERAL MEETING 8	4 SUMMARY PRESENTATION OF FINANCIAL YEAR 2021 10
5 FINANCIAL RESULTS OF THE LAST FIVE YEARS 17	6 DELEGATIONS AND FINANCIAL AUTHORISATIONS 18
7 GOVERNANCE 20	8 DETAILS OF THE MEMBERS OF THE SUPERVISORY BOARD WHOSE REAPPOINTMENT IS PROPOSED TO THE MEETING 22
9 ELEMENTS OF REMUNERATION OF CORPORATE OFFICERS SUBMITTED TO THE VOTE OF THE MEETING 26	10 OBJECTIVES AND PROPOSED RESOLUTIONS 33
11 DOCUMENTATION REQUEST FORM 41	

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/AG2022>

It will also be possible to follow the General Meeting by phone (audio only):
01 70 71 01 59 // PIN: 26534534#

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 Monday 9 May 2022, at midnight, (Paris time);
- **For bearer shareholders:** have the authorised intermediary that manages their securities account issue a participation certificate recording the registration of their shares no later than Monday 9 May 2022, at midnight, (Paris time).

Terms of participation in the Meeting

Shareholders have the option (I) to attend the General Meeting physically or (II) to vote by post, or to be represented by granting proxy to the President of the General Meeting or to any other person.

You also have the option to vote on the VOTACCESS secure voting platform, dedicated to voting prior to the General Meeting, available via Planetshares or via your account holder's website. It will be open from 25 April 2022 until 10 May 2022 at 3pm (Paris time).

However, to avoid any congestion on the VOTACCESS site, it is recommended that shareholders do not wait until the day before the Meeting to vote.

1. Shareholders wishing to attend the General Meeting in person will be able to:

➤ For bearer shareholders:

- turn up on the day of the Meeting and go directly to the specially designated booth with an identity document.
- apply for an admission card:
 - either from BNP PARIBAS Securities Services - CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex,

or by applying online **on the VOTACCESS secure platform** accessible via the Planetshares website, at the following address:
<https://planetshares.bnpparibas.com>

Pure registered shareholders will have to log in to the Planetshares site with their usual access codes.

Administered registered shareholders will have to log in to the Planetshares site using their ID number which is shown on the top right-hand corner of the paper voting form.

Once logged in, shareholders will have to follow the on-screen prompts to access the VOTACCESS site and apply for an admission card.

In the event that shareholders have lost or forgotten their user ID and/or password, they can call 0 826 109 119.

➤ For bearer shareholders :

- ask the authorised intermediary that manages their securities account for an admission card to be sent to them.
- if the authorised intermediary that manages their securities account is logged in to the VOTACCESS site, shareholders may also apply for an admission card online as follows:

After entering their login details on their intermediary's web portal with their usual access codes, they will have to click on the icon that appears next to their JCDecaux SA shares and follow the on-screen prompts to access the VOTACCESS site and apply for their admission card.

2. Shareholders wishing to vote by post or be represented by granting proxy to the President of the General Meeting or to any other person may:

➤ For registered shareholders:

- return the voting form, which will be sent to them with the meeting notice, by post or via a proxy to the following address: BNP Paribas Securities Services - CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex.

Appointments or revocations of proxies sent on a paper form must be received no later than 7 May 2022.

- or send their voting instructions, and appoint or revoke a proxy online before the General Meeting, on the VOTACCESS site, under the conditions set out below:

Pure or **administered** registered shareholders who wish to vote online will access the VOTACCESS website via the Planetshares website at the following address:
<https://planetshares.bnpparibas.com>

Pure registered shareholders will have to log in to the Planetshares site with their usual access codes.

Administered registered shareholders will have to log in to the Planetshares site using their ID number which is shown on the top right-hand corner of the paper voting form.

Once logged in, shareholders will have to follow the on-screen prompts to access the VOTACCESS site and vote, or appoint or revoke a proxy.

In the event that shareholders have lost or forgotten their user ID and/or password, they can call 0 826 109 119.

► For bearer shareholders:

- request the voting form by post or by proxy from the intermediary that manages their securities account from the date on which the General Meeting was convened. This form must be accompanied by a participation certificate issued by the financial intermediary and sent to: BNP Paribas Securities Services - CTO Assemblées Générales- Grands Moulins de Pantin- 9 rue du Débarcadère - 93761 Pantin Cedex.

To be counted, voting forms sent by post must be received by the General Meetings department of BNP Paribas Securities Services no later than 7 May 2022.

- if the authorised intermediary that manages their securities account is logged in to the VOTACCESS site, shareholders will have to enter their login details on their account holder's web portal with their usual access codes. They will then have to click on the icon that appears next to their shares and follow the on-screen prompts to access the VOTACCESS site and vote or designate or revoke a proxy.
- if the shareholder's account holder is not logged in to the VOTACCESS site, in accordance with the provisions of Article R.22-10-25 of the Commercial Code, proxies can also be appointed and revoked electronically, as follows:
 - the shareholder will have to send an email to the following address:
paris.bp2s.france.cts.mandats@bnpparibas.com
 - this email must contain the following information: name of the issuer concerned, date of the General Meeting, name, first name, address, bank details of the shareholder, as well as the name, first name and if possible the address of the proxy

- shareholders will have to ask their financial intermediary who manages their securities account to send written confirmation to the following address, BNP PARIBAS Securities Services - CTO Assemblées Générales – Grands Moulins de Pantin – 9 rue du Débarcadère - 93761 Pantin Cedex.

Only notifications of designation or revocation of proxies can be sent to the above email address, any other request or notification relating to any other subject matter shall not be considered.

For nominations or revocations of proxies sent by email to be validly counted, confirmations must be received no later than 10 May 2022 at 3pm (Paris time).

More information

Written questions

In accordance with Article R. 225- 84 of the Commercial Code, any shareholder has the right to submit written questions to the Management Board.

Written questions must be sent no later than midnight, Paris time, on Thursday 5 May 2022, either by registered letter with acknowledgement of receipt to the Chairman of the Management Board of JCDecaux SA, 17 rue Soyer, 92200 Neuilly-sur-Seine, France, or by email to the following address:

fr_assemblee_generale@jcdecaux.com, accompanied, for holders of bearer shares, by a certificate of registration in the accounts.

Documents published or made available to shareholders

In accordance with applicable legal and regulatory provisions, this information and these documents will also be made available to shareholders at the Company's registered office, 17 rue Soyer, 92200 Neuilly-sur-Seine.

The information and documents to be presented to the Meeting, in accordance, in particular, with Articles L. 225-115 and R. 225-83 of the Commercial Code, can be consulted on the Company's website www.jcdecaux.com

You can also obtain the documents provided for in Article R. 225-83 of the Commercial Code by sending a request to: BNP Paribas Securities Services - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex, using the form for sending documentation attached to the meeting notice.

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 SA
 SA à Directoire et Conseil de Surveillance
 au capital de 3 245 684,82 €
 Siège social : 17, rue Soyier
 92200 NEUILLY-SUR-SEINE
 307 570 747 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
 convoquée le 11 mai 2022 à 14h30
 au 17 rue Soyier - 92200 Neuilly sur Seine

COMBINED GENERAL MEETING
 to be held on May 11, 2022 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 <small>Cf. au verso (2) - See reverse (2)</small>										Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. <small>On the draft resolutions not approved, I cast my vote by shading the box of my choice.</small>	
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"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
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"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
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"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
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"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
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"/>	Oui / Yes	<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"/>	Non / No	<input type="checkbox"/>
										Abs.	<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:

à la banque / to the bank sur 1^{ère} convocation / on 1st notification 7 mai 2022 / May 7th, 2022

à la société / to the company sur 2^{ème} convocation / on 2nd notification

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 (Change 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

A compléter obligatoirement quel que soit votre choix (date et 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.

MESSAGE FROM THE CO-CEOS



Madam, Sir, Dear Shareholders,

2021 was a rebound year for JCDecaux. We returned to our pre-Covid momentum. Although we are only halfway to restoring pre-crisis performance levels, business picked up month after month as health measures were gradually eased and travel resumed.

There has been a huge amount of effort behind our revenue achievement, made during and since the crisis by JCDecaux's biggest asset, its employees, to **step change the Group's transformation at a time of transition.** The many awards won by our teams throughout the world are a testament to their commitment and excellence. We would like to thank them again for their unflinching application, their agility and their spirit of innovation.

After a record year in 2019 followed by the most difficult year in the history of JCDecaux in 2020, **our 2021 revenue rose by +18.7%**, driven by sharp growth in our digital activities.

All geographies performed strongly over the year, especially during the fourth quarter despite the emergence of Omicron and mobility restrictions in some countries. Revenue in Europe (including France and the UK) was the closest to 2019 levels thanks to the Street Furniture division. For Transport, businesses exposed to domestic audiences recovered well as revenues were close to pre-Covid levels for domestic transport advertising revenue. In China revenues generated by our domestic transport activities (metros, buses, and domestic airport terminals) are already above 2019 revenue levels. Finally, Billboard advertising successfully pursued its rationalisation and digitisation strategy, particularly in the UK.



"After a record year in 2019 and the most difficult year in our group's history in 2020, 2021 was a rebound year for JCDecaux."

Digital-out-of-home (DOOH) revenue rose sharply in 2021 (+33.2%) reaching a record 26.9% of Group revenue. We are the most digitised outdoor advertising company worldwide, and we continued this year to accelerate our digital transformation by rolling out new digital screens, developing our automated planning platform and our audience sales solutions using qualitative data, strengthened by the launch in September of our global and local data solutions: JCDecaux Data Solutions. Programmatic advertising gained very strong momentum via the VIOOH platform, which is now trading in 15 countries, connected to multiple DSPs (Demand Side Platforms).

Our client portfolio is diversified, and the most future facing and buoyant economic sectors continued their advertising investment strategies on our media. The Internet category surged almost +70% over the year while Fashion, Personal Care and Luxury Goods is now the biggest category, ahead of Retail.

Our business also recorded significant contract wins especially Street Furniture in Brussels (15 years) and Antwerp (10 years), previously owned by Clear Channel, as well as the renewal of the contract in Strasbourg (11 years) and the iconic win of Sydney Trains (10 years). All these contracts include a digital component, which is proof of the growing interest cities and transport operators have in the advertising capabilities provided by digital screens.

Further strict cost control measures as well as rent reductions helped ease the impacts of the crisis. We **strengthened our cash position and improved our financial flexibility** due to very positive free cash flow again this year, and the issue in January 2022 of a €500 million bond with a maturity in 2030 subscribed more than three times and placed with high quality investors.

Future growth will also involve external growth. In September 2021, we completed the delisting of Clear Media with a consortium of investors. Initiated by the buyout of a minority stake in Clear Media Limited in 2020, the transaction is an important stage in JCDecaux' strategy to increase its presence in the key market of China, especially in the Street Furniture segment. In France, Abri Services, specialising in Street Furniture in the Grand Ouest region of France, whose acquisition was announced at the end of 2020, was successfully merged and has been an integral part of JCDecaux since May 2021.

We continued to strengthen our ESG initiatives which are the focus of our business model and innovation policy, especially with the launch of our 2030 Strategy, respecting our Global Compact commitment. JCDecaux is now the only company in the outdoor advertising sector to be recognised by four international players in extra-financial rating: CDP (A List), FTSE4Good (4,2/5), MSCI (AAA) and EcoVadis (Gold category). France is a precursor in the ramp-up of our Climate strategy in our various geographies through major initiatives such as the contribution to carbon neutrality for its business scope as of 2021, and the launch of the first environmental, economic, and social footprint calculator for its advertising campaigns. Finally, we set ourselves another ambitious and realistic target to increase the number of women on our Executive Management Committees to 40% at the group level by 2027 (33% to date).

We activated all the levers available to ride out the pandemic: digital transformation, reduction of our cost base, optimisation of our resources, ecological commitment, and social utility. Innovation, agility, operating excellence, and responsibility remain the essence of our corporate culture.

The digital revolution underway is made up of opportunities but also challenges. In this environment, **Outdoor Advertising is the only structurally growing traditional media and it is also the most trusted partner for citizens and advertisers alike**, as platforms and social networks are strongly questioned about their use of data or their environmental footprint. This is a clear advantage for our media and a powerful asset for our Group.

The industry fundamentals at the heart of our growth are stronger than ever: urbanisation, the high quality of our media, digitisation, and the structural increase in mobility. We are confident, more than ever, in the power of our media in an advertising landscape which is increasingly fragmented and increasingly digital and the role we will play supporting economic recovery as well as driving positive change in our society.

Our sales momentum remains encouraging at the beginning of 2022 despite the dramatic events in Ukraine and their potential impact on the global economy. Facing the disastrous humanitarian consequences of this war, the Executive Board, along with our local partner, acted in solidarity with the Ukrainian people and our local staff. Importantly JCDecaux has no exposure in Russia since the sale of our 25% stake in Russ Outdoor in 2020.

We would like to take the opportunity to thank all our shareholders for the trust you have placed in JCDecaux since our IPO in June 2001.

As each year, we look forward to presenting you with JCDecaux SA's results for financial year 2021 and the major strategic directions of our Group at the Combined General Meeting to be held on:

Wednesday, May 11, 2022

at 2:30 p.m.

(the doors will open at 1:45 p.m. and close at 3:00 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-François Decaux

Chairman of the Executive Board
Co-CEO

Jean-Charles Decaux

Co-CEO

“

“We activated all the levers available to ride out the pandemic: digital transformation, reduction of our cost base, optimisation of our resources, ecological commitment, and social utility.”

AGENDA OF THE COMBINED GENERAL MEETING

AGENDA FALLING WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING:

1. Approval of the company accounts for the year ending 31 December 2021 - Approval of non-tax-deductible expenses and charges;

2. Approval of the consolidated financial statements for the year ended 31 December 2021;

3. Allocation of the result for the year ended 31 December 2021;

4. Statutory Auditors' special report on the agreements referred to in Articles L. 225- 86 et seq. of the Commercial Code – Acknowledgement of the absence of new agreements;

5. Reappointment of Mr. Gérard Degonse as member of the Supervisory Board;

6. Reappointment of Mr. Jean-Pierre Decaux as member of the Supervisory Board;

7. Reappointment of Mr. Michel Bleitrach as member of the Supervisory Board;

8. Reappointment of Ms. Alexia Decaux-Lefort as member of the Supervisory Board;

9. Reappointment of Mr. Pierre Mutz as member of the Supervisory Board;

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

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

12. Approval of the elements of remunerations paid or awarded for the financial year ended 31 December 2021 to all corporate officers (members of the Management Board and of the Supervisory Board);

13. Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Jean-François Decaux, Chairman of the Management Board;

14. Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Jean-Charles Decaux, member of the Management Board and Chief Executive Officer;

15. Approval of the elements of remuneration due or awarded for the year ended 31 December 2021 to Messrs. Emmanuel Bastide, David Bourg and Daniel Hofer, members of the Management Board;

16. Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Gérard Degonse, Chairman of the Supervisory Board;

17. Authorisation to be given the Management Board to trade in the Company's shares under the terms of Article L. 22-10-62 of the Code of Commerce, duration of the authorisation, purposes, terms, ceiling.

AGENDA FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING:

18. Authorisation to be given to the Management Board to reduce the share capital by the cancellation of treasury shares, duration of the authorisation, ceiling;
-
19. Authorisation to be given to the Management Board to proceed with free allocations of existing shares or new shares with cancellation of the preferential subscription right in favour of the Group's salaried employees and corporate officers or some of them, duration of the authorisation, ceiling, duration of the vesting periods, in particular in case of disability and retention periods;
-
20. Delegation of authority to be given to the Management Board to decide to increase the share capital by issuing shares or securities giving access to securities to be issued reserved for members of savings plans, with cancellation of the preferential subscription right in favour of these members;
-
21. Delegation of authority to be given to the Management Board to decide to increase the share capital by issuing shares or securities giving access to securities to be issued reserved for categories of beneficiaries within the context of an employee shareholding operation, with cancellation of the preferential subscription right in favour of these beneficiaries;
-
22. Delegation to be given to the Supervisory Board to bring the Company's Articles of Association into compliance;
-
23. Powers to carry out formalities.
-

SUMMARY PRESENTATION OF FINANCIAL YEAR 2021

KEY FIGURES FOR JCDECAUX

- 2021 revenue: €2,745m (a)
- Present in 3,518 cities with more than 10,000 inhabitants
- A daily audience of more than 850 million people in more than 80 countries
- 957,706 advertising panels worldwide
- 10,720 employees
- JCDecaux is listed on the Eurolist of Euronext Paris and is part of the Euronext 100 and Euronext Family Business indexes
- JCDecaux is recognised for its extra-financial performance in the CDP (A Leadership), FTSE4Good (4.2/5), MSCI (AAA) and has achieved Gold Medal status from EcoVadis
- 1st Out-of-Home Media company to join the RE100 (committed to 100% renewable energy)
- Leader in self-service bike rental scheme: pioneer in eco-friendly mobility
- N°1 worldwide in street furniture (530,143 advertising panels)
- N°1 worldwide in transport advertising with 154 airports and 215 contracts in metros, buses, trains and tramways (340,753 advertising panels)
- N°1 in Europe for billboards (72,611 advertising panels)
- N°1 in outdoor advertising in Europe (596,831 advertising panels)
- N°1 in outdoor advertising in Asia-Pacific (232,268 advertising panels)
- N°1 in outdoor advertising in Latin America (64,893 advertising panels)
- N°1 in outdoor advertising in Africa (20,808 advertising panels)
- N°1 in outdoor advertising in the Middle East (14,177 advertising panels)

(a) Adjusted revenue

BUSINESS HIGHLIGHTS OF FY 2021

ACTIVITY

- | Continuing improvement throughout the year
- | Strong recovery particularly for the Street Furniture activity where revenues were back to 2019 levels in the fourth quarter
- | International airports activity still heavily impacted by mobility restrictions
- | Major contract gains including Sydney Trains, Brussels and Antwerp
- | Delisting of ClearMedia in China, 20.5% owned by JCDecaux

DIGITAL

- | Strong growth of digital revenue strongly (+33.2% in 2021), a record contribution to total revenue (26.9%)
- | Continued roll-out of digital assets
- | Launch of our global and local data solutions: JCDecaux Data Solutions
- | Launch of programmatic trading in three major geographies
- | Strong growth of programmatic trading revenues through the VIOOH platform

FINANCIAL RESULTS

- | Organic revenue growth of 18.5%
- | Strong operating leverage: significant increase in operating margin, operating income and operating cash flow
- | Cost and investment control measures maintained
- | Solid financial structure, positive free cash flow, stable net debt

ESG

- | Recognition of our ESG performance by leading extra-financial rating groups (CDP, MSCI, FTSE4Good, EcoVadis)
- | Contribution to collective carbon neutrality for our activities in France
- | 39% of our adjusted revenue eligible to the European Green Taxonomy
- | Launch of our 2030 Strategy

Our contracts portfolio evolution

Europe

In May, JCDecaux announced that, following a competitive tender, its subsidiary JCDecaux Belgium has won the street furniture contract for the city of Brussels (Brussels Capital metropolitan area: 1.2 million inhabitants), Belgium's capital city and seat of several European Union institutions. Effective from June 15th, the exclusive 15-year contract, which was previously held by a competitor, covers the design, installation, operation and maintenance of 335 bus shelters and 215 city information panels. Digital screens will also be installed in strategic locations across the city, providing contextualised, location-based and real-time messaging. Providing real innovation, the screens will display a mix of local city information and advertising, supporting local people in their day-to-day lives while offering cities and advertisers flexibility, responsiveness and a powerful platform for communication. In an additional benefit, the city of Brussels will be able to directly manage their own communication on the screens, using technology developed by JCDecaux.

In July, JCDecaux announced that the company has been awarded, following a competitive tender, the advertising bus shelters contract for the city of Antwerp, capital of Antwerp Province, Belgium's biggest province with 1.9 million inhabitants. Previously held by a competitor, the 10-year contract covers all 9 districts in Antwerp, with its 540,000 inhabitants.

Asia-Pacific

In September, JCDecaux announced that Sydney Trains has appointed the company as its main advertising partner across the concourses and platforms of train stations for a term of up to 10 years. In 2019, pre-COVID, Sydney Trains recorded 420 million journeys per year.

Acquisitions, mergers and disposals

Asia-Pacific

In September, JCDecaux announced that a consortium of investors to which it is part of has, through the special purpose vehicle ("Offeror") owned as to approximately 89% by the consortium and as to approximately 11% by Aimia Inc. (Toronto Stock Exchange: AIM), completed the acquisition of all the remaining shares of Clear Media Limited ("Clear Media") on September 27th, 2021.

As a result, Clear Media is now a wholly-owned subsidiary of the Offeror and the listing of the shares of Clear Media on the Hong Kong Stock Exchange has been withdrawn.

Other events

Group

In February, JCDecaux SA announced it has been listed in the FTSE4Good index by FTSE Russell with a 4.6/5 score, rewarding its environmental, social and corporate governance performance. Included in the FTSE4Good index since 2014, JCDecaux achieved a stronger overall performance score this year, with 4.6/5 (vs. 4.5 end 2019), much higher than the Media sector average at 2.8/5 (down compared with a year earlier).

In March, JCDecaux announced it has once again been listed in the "Corporate Social Responsibility" rankings of the MSCI rating agency, obtaining the maximum AAA score. AAA-rated since 2018, JCDecaux has obtained MSCI's maximum rating with an overall score of 6.7/10, which came in well above the sector average at 4.2/10.

In March, JCDecaux announced that Albert Asséraf will become Executive Vice-President Communication and User Innovation from 12 April, enlarging his current duties. He is succeeding to Agathe Albertini, who is leaving JCDecaux to pursue her own entrepreneurial activities.

In May, JCDecaux stepped up its commitment and innovation in sustainability by announcing the creation of the first environmental, economic and social footprint calculator for campaigns. True to its pioneering vision of sustainability and societal challenges, JCDecaux has decided to create a comprehensive assessment tool. Empreinte 360 will be available from autumn 2021 in France and will provide fully transparent information to advertisers on the impact of JCDecaux campaigns. This tool will also be available for communications from local authorities on street furniture in its next development.

In July, JCDecaux announced the signature of a partnership with Microsoft Research's Urban Innovation Group and the Array of Things (AoT) team to launch a pilot project of air quality sensors in 100 bus shelters in Chicago, with the aim of precisely monitoring air quality throughout the city and facilitating the implementation of appropriate environmental measures.

In September, JCDecaux announced the launch of JCDecaux Data Solutions - a portfolio of global and local datadriven solutions that enables advertisers to maximise the power and ROI of their media investment. JCDecaux Data Solutions is a combination of in-house products and solutions developed by JCDecaux's data team (50 people) and 3rd party solutions. JCDecaux Data Solutions is due to launch first in the following markets (by geographical area): France, UK, Germany, Belgium, Netherlands, Spain, Italy, UAE, South Africa, USA, Hong Kong SAR (China), Japan, Singapore, Australia, Brazil. More markets will roll out JCDecaux Data Solutions in 2022.

In October, JCDecaux announced that a new international study showing airport advertising is the advertising environment that is perceived as the most rewarding for brands compared to online advertising, social networks, television and the press. The research from the independent research agency ResearchBods for JCDecaux Airport was conducted among 6,000 consumers in five advertising markets: China, France, Germany, UK and the USA.

In December, JCDecaux announced that it has once again been recognised for its commitment to sustainability by the global non-profit organisation the Carbon Disclosure Project (CDP), based on its response to the 2021 Climate Change questionnaire. Listed by the CDP since 2011, JCDecaux is one of a small number of high performing companies out of the nearly 12,000 businesses assessed.

FULL-YEAR 2021 RESULTS

- Adjusted revenue up +18.7% to €2,744.6 million
- Adjusted organic revenue up +18.5%
- Adjusted operating margin of €422.3 million, +€280.6 million yoy
- Adjusted EBIT, before impairment, of €16.3 million, +€369.2 million yoy
- Net income Group share of -€14.5 million, +€590.0 million yoy
- Adjusted free cash flow of €211.5 million, +49.6 million yoy
- Best-in-class ESG ratings
- Proposal to AGM not to pay any dividend in 2022
- Adjusted organic revenue expected to be above +40% in Q1 2022

Adjusted revenue

As reported on January 27th, 2022, adjusted revenue increased by +18.7% to €2,744.6 million compared to €2,311.8 million in 2020, with a strong sequential revenue rebound when restrictions are lifted. Excluding the positive impact from foreign exchange variations and the negative impact from changes in perimeter, adjusted organic revenue increased by +18.5%. Adjusted organic advertising revenue, excluding revenue related to sale, rental and maintenance of street furniture and advertising displays, increased by +18.9% in 2021.

By activity, Street Furniture rebounded the most followed by Billboard and Transport. Pedestrian and car traffic audiences recovered rapidly when lockdowns were lifted while for Transport international air traffic remained low throughout the year due to the Covid19 pandemic. Public transport assets remained temporarily affected by local mobility restrictions.

All geographies performed strongly in 2021 compared to 2020, especially in Q4 despite Omicron and mobility restrictions in some

countries. Rest of the World improved the most, from a low level in 2020 while Europe (including France and UK) was the closest to 2019 levels as Street Furniture performed well. For Transport, in China, businesses exposed to domestic audiences recovered well as revenues were close to pre-Covid levels for domestic transport advertising (including metros, buses, domestic airport terminals) and already above 2019 revenue levels for domestic airport advertising more specifically.

Adjusted operating margin⁽¹⁾

For 2021, adjusted operating margin reached €422.3 million vs €141.6 million in 2020, a significant increase by €280.6 million reflecting a strong operating leverage with 65% of the revenue increase going to the operating margin thanks to a tight management of operating costs.

The adjusted operating margin as a percentage of revenue was 15.4%, +930bp above prior year, reflecting a strong operating leverage.

	2021		2020		CHANGE 21/20	
	€M	% OF REVENUE	€M	% OF REVENUE	CHANGE (%)	MARGIN RATE (BP)
Street Furniture	323.4	22.5%	145.4	12.9%	+178.1	+960bp
Transport	58.2	6.6%	2.6	0.3%	+55.6	+630bp
Billboard	40.7	9.5%	-6.3	-1.7%	+47.0	+1,120bp
TOTAL	422.3	15.4%	141.6	6.1%	+280.6	+930bp

Street Furniture: In 2021, adjusted operating margin increased by €178.1 million to €323.4 million. As a percentage of revenue, the adjusted operating margin was 22.5%, +960bp above prior year.

Transport : In 2021, adjusted operating margin improved by €55.6 million to €58.2m. As a percentage of revenue, the adjusted operating margin was 6.6%, +630bp above prior year.

Billboard: In 2021, adjusted operating margin improved by €47.0 million. As a percentage of revenue, the adjusted operating margin was 9.5%, +1,120bp above prior year.

⁽¹⁾ Operating Margin: Revenue less Direct Operating Expenses (excluding Maintenance spare parts) less SG&A expenses.

⁽²⁾ 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.

Adjusted ebit⁽²⁾

In 2021, adjusted EBIT before impairment came back to positive territory at €16.3 million compared to -€352.9 million in 2020. As a percentage of revenue, this represented a 1,590bp increase to 0.6%, from -15.3% in 2020. The positive variation of €369.2 million is mainly due to the increase of the operating margin and non-recurring other operating income / expenses in 2020 (such as a net loss on sale of our minority stake in Russ Outdoor in Russia and restructuring costs to adjust our cost base) while net amortisation and provisions were relatively stable.

The impairment on property, plant and equipment and intangible assets is limited to -€7.6 million in 2021, no impairment charge on goodwill was recorded in 2021.

In 2020, an overall -€222.3 million impairment charge was recognised mainly due to the consequences of the Covid-19 situation: -€36.7 million impairment charge on intangible assets and PP&E, a -€9.4 million net provision for onerous contracts and -€0.2 million provision on net assets from companies under joint control and -€176.0m impairment charge on goodwill, of which -€128.0m related the Pacific region and -€48.0m related to the Billboard business in the Rest of the World (€10.0m impairment charge on goodwill was recorded in 2019).

Adjusted EBIT, after impairment charge, has improved by €583.9 million from -€575.2 million in 2020 to €8.7 million in 2021.

Net financial income / (loss)⁽³⁾

In 2021, interest expenses on IFRS 16 leases were -€82.2 million compared to -€118.1 million in 2020, a favourable variation of €35.9 million mainly coming from the mechanical reduction of the IFRS 16 lease liability related to the contract life progression.

In 2021, excluding IFRS 16, other net financial income / (loss) was -€42.8 million compared to -€40.6 million in 2020, a variation of -€2.2 million mainly corresponding to the financial interest expenses relating to the €1 billion bond placed in April 2020 partially compensated by some positive FX variation.

Equity affiliates

In 2021, the share of net profit from equity affiliates turned positive to €48.6 million, increasing significantly compared to 2020 (-€1.3 million) reflecting the improvement in their operational performance.

Net income group share

In 2021, net income Group share before impairment charge increased by +€384.6 million to -€8.7 million compared to -€393.3 million in 2020.

Taking into account the impact from the impairment charge, net income Group share increased by €590.0 million to -€14.5 million compared to -€604.6 million in 2020 due to the impairment charges recognized in 2020 as reminded above.

Adjusted capital expenditure

In 2021, adjusted net capex (acquisition of property, plant and equipment and intangible assets, net of disposals of assets) was reduced by -14.8% from €185.0 million in 2020 to €157.5 million from a base already significantly reduced in 2020 compared to 2019. A selective reduction nonetheless as growth capex including capex to pursue digitisation in premium locations and to roll-out our programmatic trading solutions continued to increase in percentage of total capex.

Adjusted free cash flow⁽⁴⁾

In 2021, adjusted free cash flow was €211.5 million, an improvement by €49.6 million vs. 2020, the positive variation from the funds from operations and capex reduction was partially offset by the negative impact from the variation in the change in working capital requirements mainly related to the increase in the revenue in Q4 2021.

Funds from operations net of maintenance costs reached €237.6 million improving by +€293.8 million compared to 2020 due to the increase in the operating margin, the decrease in income tax and restructuring costs paid over the period, partly mitigated by the interests paid due to the increase in gross debt resulting from the bonds issued in 2020.

Changes in our working capital had nonetheless a positive impact of €131.4 million due to a tight management over cash collection and payments but less positive than in 2020 which benefited from the significant decline in revenue.

Dividend

No dividend was paid in 2021 in the context of the Covid-19 pandemic, in order to strengthen Group's liquidity, balance sheet and financial flexibility.

In order to continue to optimize our financial flexibility, we will propose at the Annual General Meeting which will take place on May 11th, 2022, not to pay any dividend in 2022.

Net Debt⁽⁵⁾

Net debt as of December 31st, 2021 amounted to €924.5 million compared to €1,086.3 million as of December 31st, 2020 thanks to the positive free cash flow driven by the increase in revenue and by measures taken by the Group to preserve cash.

In January 2022, we extended our debt maturity schedule and secured our financing profile with the issuance of a €500 million bond with a maturity in 2030 and a coupon at 1.625%. Subscribed more than 3 times and placed with investors of high quality, the success of this new issuance demonstrates both the quality of JCDecaux's signature and the investors' confidence in the rebound capacity and in the growth potential of the Group.

⁽²⁾ Net financial income / (loss): Excluding the net impact of discounting and revaluation of debt on commitments to purchase minority interests (-€2.1 million in 2021 and 2020).

⁽⁴⁾ Free cash flow: Net cash flow from operating activities less capital investments (property, plant and equipment and intangible assets) net of disposals.

⁽⁵⁾ 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.

Right-of-use & lease liabilities, IFRS 16

Rights-of-use, IFRS 16 as of December 31st, 2021 amounted to €2,964.8 million compared to €3,416.5 million as of December 31st, 2020, a decrease related to the amortisation of rights-of-use, contracts renegotiations partially offset by new contracts, foreign exchange rate impacts, contracts extended and contracts renewed.

IFRS 16 lease liabilities decreased by €490.0 million from €4,145.8 million as of December 31st, 2020 to €3,655.8 million as of December 31st, 2021, the decrease in lease liabilities corresponding to rents paid and renegotiated partially offset by new contracts, foreign exchange rate impacts, contracts extended and contracts renewed.

Adjusted data

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 "adjusted" data, consistent with historical data, which is reconciled with IFRS financial statements.

In 2021, the impacts of IFRS 11 and IFRS 16 on our adjusted aggregates are:

- -€222.1 million for IFRS 11 on adjusted revenue (-€212.0 million for IFRS 11 in 2020) leaving IFRS revenue at €2,522.5 million (€2,099.8 million in 2020).
- -€58.9 million for IFRS 11 and €800.5 million for IFRS 16 on adjusted operating margin (-€41.5 million for IFRS 11 and €978.6 million for IFRS 16 in 2020) leaving IFRS operating margin at €1,163.9 million (€1,078.7 million in 2020).
- -€39.5 million for IFRS 11 and €99.5 million for IFRS 16 on adjusted EBIT before impairment charge (-€19.7 million for IFRS 11 and €118.9 million for IFRS 16 in 2020) leaving IFRS EBIT before impairment charge at €76.2 million (-€253.7 million in 2020).
- -€39.5 million for IFRS 11 and €99.5 million for IFRS 16 on adjusted EBIT after impairment charge (-€19.5 million for IFRS 11 and €118.9 million for IFRS 16 in 2020) leaving IFRS EBIT after impairment charge at -€68.6 million (-€475.8 million in 2020).
- €7.2 million for IFRS 11 on adjusted capital expenditure (€8.0 million for IFRS 11 in 2020) leaving IFRS capital expenditure at -€150.3 million (-€176.9 million in 2020).
- -€7.8 million for IFRS 11 and €647.8 million for IFRS 16 on adjusted free cash flow (€16.0 million for IFRS 11 and €533.2 million for IFRS 16 in 2020) leaving IFRS free cash flow at €851.5 million (€711.2 million in 2020).

Organic growth definition

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.

€M		Q1	Q2	Q3	Q4	FY
2020 adjusted revenue	(a)	723.6	351.9	541.2	695.1	2,311.8
2021 IFRS revenue	(b)	416.7	577.7	647.1	881.0	2,522.5
IFRS 11 impacts	(c)	37.6	50.3	59.4	74.8	222.1
2021 adjusted revenue	(d) = (b) + (c)	454.3	628.1	706.5	955.8	2,744.6
Currency impacts	(e)	10.6	4.8	-6.6	-15.3	-6.5
2021 adjusted revenue at 2020 exchange rates	(f) = (d) + (e)	464.9	632.8	699.9	940.4	2,738.0
Change in scope	(g)	8.0	1.0	-3.8	-3.8	1.4
2021 adjusted organic revenue	(h) = (f) + (g)	472.9	633.9	696.1	936.6	2,739.4
ORGANIC GROWTH	(i) = (h) / (a)	-34.6%	+80.2%	+28.6%	+34.7%	+18.5%

€M	IMPACT OF CURRENCY AS OF DECEMBER 31ST, 2021	AVERAGE EXCHANGE RATE	FY 2021	FY 2020
USD	5.7	USD	0.8455	0.8755
RMB	-10.2	RMB	0.1311	0.1270
GBP	-8.6	GBP	1.1633	1.1240
AUD	-8.2	AUD	0.6349	0.6043
Other	14.8			
TOTAL	-6.5			

RECONCILIATION BETWEEN ADJUSTED FIGURES AND IFRS FIGURES

PROFIT & LOSS

<i>In millions euros</i>	2021				2020			
	ADJUSTED	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS	ADJUSTED	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS
Revenue	2,744.6	(222.1)	0.0	2,522.5	2,311.8	(212.0)	-	2,099.8
Net operating costs	(2,322.3)	163.3	800.5	(1,358.5)	(2,170.2)	170.5	978.6	(1,021.1)
Operating margin	422.3	(58.9)	800.5	1,163.9	141.6	(41.5)	978.6	1,078.7
Maintenance spare parts	(38.4)	1.1	0.0	(37.3)	(47.1)	1.2	-	(46.0)
Amortisation and provisions (net)	(361.8)	17.9	(724.7)	(1,068.6)	(367.6)	21.3	(868.4)	(1,214.7)
Other operating income / expenses	(5.7)	0.3	23.6	18.2	(79.8)	(0.6)	8.7	(71.8)
EBIT before impairment charge	16.3	(39.5)	99.5	76.2	(352.9)	(19.7)	118.9	(253.7)
Net impairment charge ⁽²⁾	(7.6)	0.0	0.0	(7.6)	(222.3)	0.2	-	(222.1)
EBIT AFTER IMPAIRMENT CHARGE	8.7	(39.5)	99.5	68.6	(575.2)	(19.5)	118.9	(475.8)

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

⁽²⁾Including impairment charge on net assets of companies under joint control.

CASH-FLOW STATEMENT

<i>In millions euros</i>	2021				2020			
	ADJUSTED	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS	ADJUSTED	IMPACT OF COMPANIES UNDER JOINT CONTROL	IMPACT OF IFRS 16 FROM CONTROLLED ENTITIES ⁽¹⁾	IFRS
Funds from operations net of maintenance costs	237.6	(16.7)	615.3	836.1	(56.2)	35.8	671.2	650.7
Change in working capital requirement	131.4	1.7	32.6	165.7	403.0	(27.8)	(137.9)	237.4
Net cash flow from operating activities	(369.0)	(15.0)	647.8	1,001.8	346.8	8.0	533.2	888.1
Capital expenditure	(157.5)	7.2	0.0	(150.3)	(185.0)	8.0	-	(176.9)
FREE CASH FLOW	211.5	(7.8)	647.8	851.5	161.9	16.0	533.2	711.2

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

FINANCIAL RESULTS OF THE LAST FIVE YEARS

NATURE OF INFORMATION	2017	2018	2019	2020	2021
I - SHARE CAPITAL AT END OF YEAR					
a) Share capital (in euros)	3,242,238	3,244,275	3,245,685	3,245,685	3,245,685
b) Number of ordinary shares	212,676,701	212,810,350	212,902,810	212,902,810	212,902,810
II - TRANSACTIONS AND RESULTS FOR THE FISCAL YEAR (IN EUROS)					
a) Revenue excluding taxes	81,530,512	95,367,103	98,037,531	88,165,005	81,383,599
b) Income before taxes, profit-sharing and calculated expenses (depreciation, amortisation and provisions)	(3,524,636)	6,213,243	69,240,961	380,470,754	(19,455,817)
c) Income tax	(24,045,707)	(7,578,835)	(6,368,673)	(3,038,799)	(4,047,411)
d) Employee profit-sharing	161,475	-	-	-	
e) Income after taxes, profit-sharing and calculated expenses (depreciation, amortisation and provisions)	(6,355,014)	25,444,085	75,548,870	(45,188,156)	(18,399,420)
f) Dividends allocated	119,098,953	123,430,003	0	0	⁽¹⁾
III - EARNINGS PER SHARE (IN EUROS)					
a) Income after taxes and profit-sharing but before calculated expenses	0.10	0.60	0.36	1.80	(0.07)
b) Income after taxes, profit-sharing and calculated expenses	(0.03)	0.12	0.35	(0.21)	(0.09)
c) Net dividend per share	0.56	0.58	0	0	⁽¹⁾
IV - PERSONNEL					
a) Average headcount during the fiscal year	449	468	516	516	500
b) Payroll expenditure for the fiscal year (in euros)	31,809,188	36,507,180	38,840,464	33,015,933	34,282,720
c) Total paid out in social benefits during the fiscal year (Social Security, welfare activities, etc.) (in euros)	15,516,065	17,061,503	17,981,229	15,996,286	16,015,858

⁽¹⁾ Subject to approval by the General Meeting of Shareholders of the proposed appropriation of 2021 earnings.

DELEGATIONS AND FINANCIAL AUTHORISATIONS

Responsibilities and powers delegated to the Executive Board by the General Meeting of Shareholders of 14 May 2020 concerning share capital increase

DESCRIPTION OF AUTHORITY DELEGATED TO THE EXECUTIVE BOARD	MAXIMUM AMOUNT AUTHORISED	PERIOD OF VALIDITY	USE MADE OF THE DELEGATION BY THE EXECUTIVE BOARD
Authorisation granted to operate in Company shares (Resolution 18)	Up to a maximum of 10% of share capital	18 months	Used as part of the liquidity contract
Authority granted to reduce the share capital by cancellation of treasury shares (Resolution 19)	Up to a maximum of 10% of share capital	18 months	Not used during the 2021 fiscal year
To increase the Company's share capital by issuing - without pre-emptive subscription rights - equity securities and/or securities giving access to equity securities to be issued by public offering with the exception of the offers referred to in Article L. 411-2 of the French Monetary and Financial Code or by an offer referred to in Article L. 411-2 of the French Monetary and Financial Code. (Resolutions 20 and 21)	€2.3 million*	14 months	Not used during the 2021 fiscal year
Authorisation to set the issue price of capital increases without pre-emptive subscription rights up to a limit of 10% of the share capital per period of 12 months (Resolution 22)	10% of the share capital per 12-month period*	14 months	Not used during the 2021 fiscal year
Decision to increase the number of equity securities to be issued (greenshoe option) as part of a capital increase with or without pre-emptive subscription rights (Resolution 23)	Maximum threshold of 15% of the initial issue and within the limit of the cap set for the issue of equity securities or securities*	14 months	Not used during the 2021 fiscal year
Decision to increase the Company's share capital by issuing equity shares or transferable securities giving access to the Company's equity capital - without pre-emptive rights - for the benefit of employees (subscriptions under a Company Savings Plan, excluding stock-options) (Resolution 24)	5% of the share capital achieved during the Executive Board's decision to carry out this increase	26 months	Not used during the 2021 fiscal year
Decision to increase the share capital by issuing equity securities or securities giving access to equity securities - without pre-emptive subscription rights: - reserved for categories of beneficiaries as part of an employee shareholding plan (Resolution 25)	5% of the share capital achieved during the Executive Board's decision to carry out this increase	18 months	Not used during the 2021 fiscal year

* Overall ceiling

Responsibilities and powers delegated to the Executive Board by the General Meeting of Shareholders of 20 May 2021 concerning share capital increase

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 17)	Up to a maximum of 10% of share capital	18 months	Used as part of the liquidity contract
Capital reduction by cancellation of treasury shares (Resolution 18)	Up to a maximum of 10% of share capital	18 months	Not used during the 2021 fiscal year
Capital increase maintaining pre-emptive subscription rights (Resolution 19)	€2.3 million*	26 months	Not used during the 2021 fiscal year
Capital increase without pre-emptive subscription rights by public offering, excluding the offers referred to in Article L. 411-2 of the French Monetary and Financial Code (Resolution 20)	€2.3 million*	26 months	Not used during the 2021 fiscal year
Capital increase without pre-emptive subscription rights through an offer referred to in Article L411-2 of the French Monetary and Financial Code (Resolution 21)	€2.3 million*	26 months	Not used during the 2021 fiscal year
Authorisation granted to the Executive Board to set the issue price of capital increases without pre-emptive subscription rights (Resolution 22)	10% of the share capital per 12-month period	26 months	Not used during the 2021 fiscal year
Greenshoe option (Resolution 23)	Maximum threshold of 15% of the initial issue and within the limit of the cap set for the issue of equity securities or securities*	26 months	Not used during the 2021 fiscal year
Capital increase to remunerate a contribution in kind (Resolution 24)	Within the limit of 10 % of the share capital	26 months	Not used during the 2021 fiscal year
Capital increase by incorporation of reserves, profits and/or premiums (Resolution 25)	€2.3 million*	26 months	Not used during the 2021 fiscal year
Allocation of share subscription or purchase options (Resolution 26)	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 2021 fiscal year
Allocation of bonus shares (Resolution 27)	0.5% of the share capital – subject to a limit of 0.08% applicable to executive corporate officers*	26 months	Used during the 2021 fiscal year: Allocation by the Executive Board on 23 July 2021 of 1,063,818 bonus shares, including 90,344 to the members of the Executive Board
Capital increase with cancellation of pre-emptive subscription rights as part of an employee savings plan (Resolution 28)	Up to 5% of the share capital	26 months	Not used during the 2021 fiscal year
Capital increase with cancellation of pre-emptive subscription rights reserved for categories of beneficiaries as part of an employee shareholding transaction (Resolution 29)	Up to 5% of the share capital	18 months	Not used during the 2021 fiscal year

* Overall ceiling

GOVERNANCE

EXECUTIVE BOARD

Composition of the Executive Board as of December 31, 2021

At 31 December 2021, the Executive Board is made up of five members appointed by the Supervisory Board: Jean-Charles Decaux (Chairman of the Executive Board), Jean-François Decaux (Managing Director), Emmanuel Bastide, David Bourg and Daniel Hofer.

Their term of office is three years.

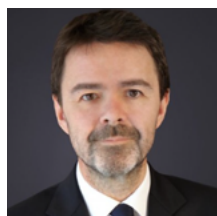
The Chairman is appointed for one year (annual rotation between Jean-François Decaux and Jean-Charles Decaux decided during the Supervisory Board following the Annual General Meeting of Shareholders). In accordance with the articles of association, the Managing Director has the same authority to represent the Company as the Chairman of the Executive Board.



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



Jean-Charles Decaux
Co-CEO



David Bourg
Group Chief Financial,
IT and Administrative Officer



Emmanuel Bastide
Managing Director Asia

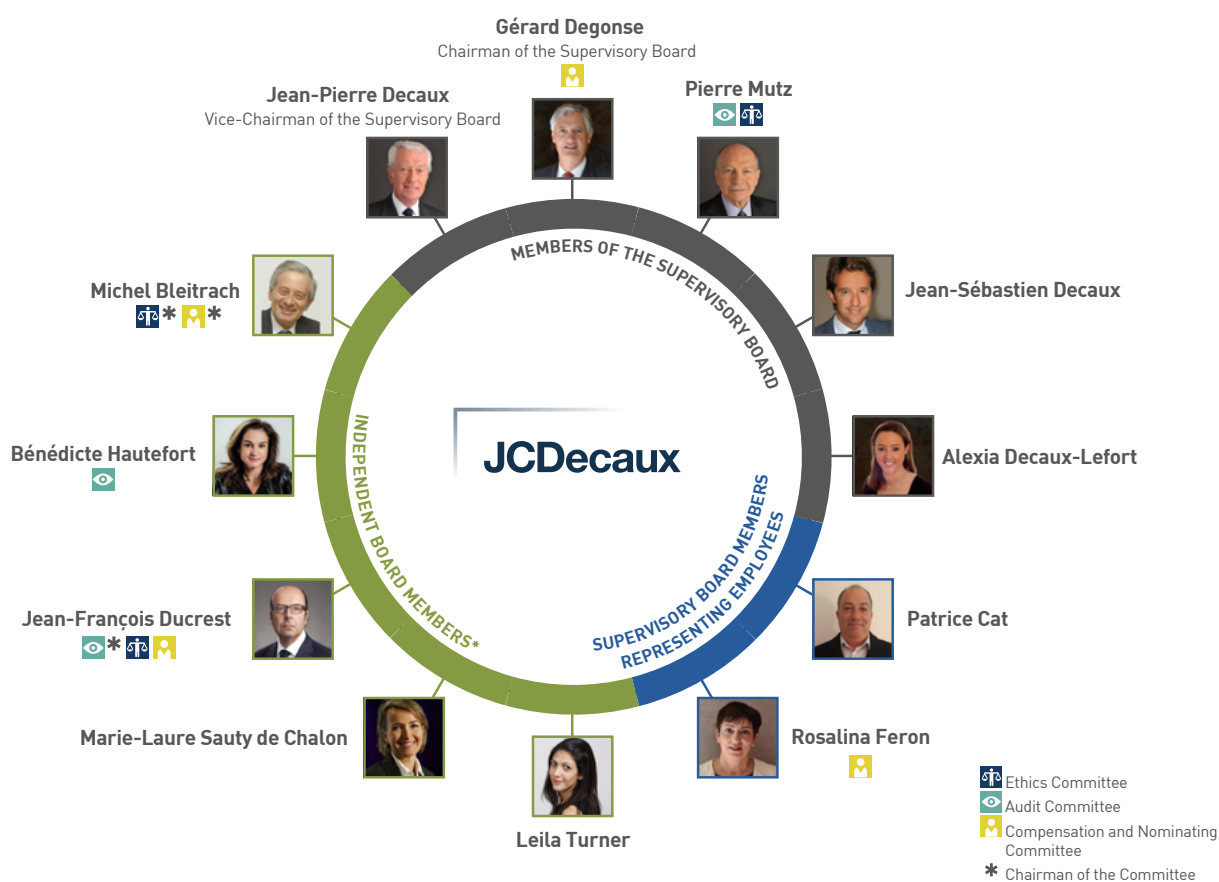


Daniel Hofer
Managing Director Germany,
Austria, Central and Eastern
Europe and Central Asia

SUPERVISORY BOARD

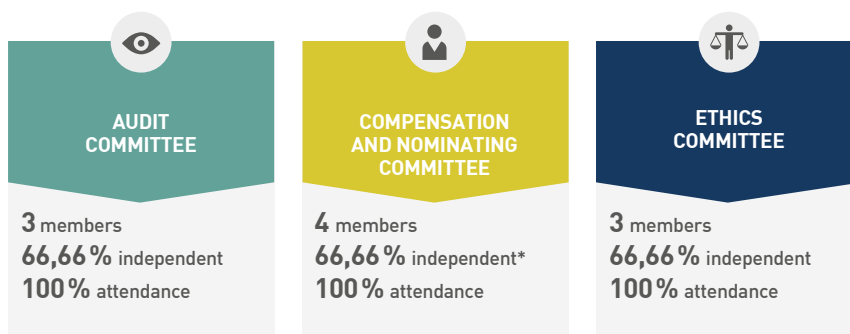
Composition of the Supervisory Board as of December 31, 2021

As of 31 December 2021, the Supervisory Board was composed of twelve members: Gérard Degonse (Chairman), Jean-Pierre Decaux (Vice-Chairman), Michel Bleitrach, Alexia Decaux-Lefort, Bénédicte Hautefort, Pierre Mutz, Jean-Sébastien Decaux, Jean-François Ducrest, Marie-Laure Sauty de Chalou, Leila Turner (appointed by the General Meeting of Shareholders), Rosalina Feron (appointed member representing employees by the Social and Economic Committee on 15 October 2020) and Patrice Cat (appointed member representing employees by the Social and Economic Committee on 30 September 2021).



Number of members	Independent Board Members*	Attendance rate	Female Board Members*	Average age	Average Tenure
12	50%	100%	40%	58 years	6,5 years

Board Committees



* Excluding Supervisory Board Members Representing Employees

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

The terms of office as member of the Supervisory Board of Mr. Gérard Degonse, Mr. Jean-Pierre Decaux, Mr. Michel Bleitrach, Ms. Alexia Decaux-Lefort and Mr. Pierre Mutz expire at the end of the General Meeting of 11 May 2022.

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

- **Mr. Gérard Degonse, for a term of 1 year***

Mr. 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 Nominating Committee.

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

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

Mr. 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%.

- **Mr. Michel Bleitrach for a term of 1 year***

Mr. Michel Bleitrach has held General Management positions in international concession groups.

He is also recognised and involved in the governance of several companies, notably listed companies. He is an independent and involved. Mr. Michel Bleitrach is also Chairman of both Compensation and Nominating Committee and Ethics Committee.

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

- **Ms. Alexia Decaux-Lefort, for a term 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 in the luxury sector in which she works (top 5 of JCDecaux's most important customer categories) to a Group with an international reputation.

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

- **Mr. Pierre Mutz, for a term of 1 year***

Mr. Pierre Mutz is advisor to the Chairman of Eiffage and has been involved in the governance of several companies, particularly listed companies. He also has a good knowledge of the public authorities sector.

He is very involved in his duties as a member of the Supervisory Board, member of the Audit Committee and member of the Ethics Committee.

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

* As Jean-Pierre Decaux, Michel Bleitrach and Pierre Mutz turned 75 in 2019, 2020 and 2017 respectively, their term of office is limited to one year in accordance with the Articles of Association. Mr. Gérard Degonse will turn 75 in 2022.

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

^{III} sur un total de 6 réunions du Conseil de surveillance en 2021

GÉRARD DEGONSE Chairman of the Supervisory Board



74 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:

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

DATE OF FIRST APPOINTMENT AS A MEMBER OF THE SUPERVISORY BOARD: 15 May 2013

DATE OF MOST RECENT RE-APPOINTMENT AS MEMBER OF THE SUPERVISORY BOARD: 16 May 2019

DATE OF EXPIRY OF THE TERM OF OFFICE AS MEMBER OF THE SUPERVISORY BOARD: Until the 2022 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2021.

HOLDS: 17,056 shares

Chairman of the Supervisory Board since 15 May 2013, the Supervisory Board, at its meeting of 16 May 2019, renewed his appointment for the duration of his membership of the Board (i.e. until the Supervisory Board meeting following the 2022 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2021).

He was Acting Chief Executive Officer of JCDecaux Holding until 30 June 2017. Before that he was Chief

Financial and Administrative Officer of the JCDecaux Group, where he also served on the Executive Board from 2000 to 2010. Before joining the JCDecaux Group, Gérard Degonse was Finance and Treasury Director with 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	POSITIONS AND OFFICES HELD
Other offices and positions held in 2021 in group companies	
None	
Other offices and positions held in 2021 in companies outside the group	
Decaux Frères Investissements (SAS) (France)	• Director (1 st appointment: 2 March 2011)
SCI CARO DES PINS (France)	• Manager (1 st appointment: 22 March 2018)
Offices expired in other companies outside the group over the past five years	
Octo Technology (France)	• Member of the Supervisory Board (until 27 September 2019)
JCDecaux Holding (SAS) (France)	• Acting Chief Executive Officer (until 30 June 2017)
Lendix (France)	• Member of the Supervisory Board (until 30 June 2017)
BDC (France)	• Director (until 30 June 2017)
HL D E (Luxembourg)	• Member of the Supervisory Board (until 30 June 2017)

SUPERVISORY BOARD ATTENDANCE RATE: 100%

COMPENSATION AND NOMINATING COMMITTEE ATTENDANCE RATE: 100%

JEAN-PIERRE DECAUX Vice chairman of the Supervisory Board



77 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:

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

DATE OF FIRST APPOINTMENT AS A MEMBER OF THE SUPERVISORY BOARD: 9 October 2000

DATE OF MOST RECENT RE-APPOINTMENT AS MEMBER OF THE SUPERVISORY BOARD: 20 May 2021

DATE OF EXPIRY OF THE TERM OF OFFICE AS MEMBER OF THE SUPERVISORY BOARD: Until the 2022 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2021.

HOLDS: 1,574 shares

Vice-Chairman of the Supervisory Board since 9 October 2000; the Supervisory Board, at its meeting of 20 May 2021, renewed his appointment for the duration of his membership on the Board (i.e. until the Supervisory Board meeting following the 2022 General Meeting of Shareholders called to approve the financial statements for the fiscal year ended 31 December 2021).

During his career with the Group, which he joined from its beginning in 1964, Jean-Pierre Decaux has held

various posts. He was notably Chairman and Chief Executive Officer of S.O.P.A.C.T. (Société de Publicité des Atribus® et des Cabines Téléphoniques) from 1975 to 1988, Chairman and Chief Executive Officer of R.P.M.U. (Régie Publicitaire de Mobilier Urbain) from 1980 to 2001, Managing Director of Decaux SA (now JCDecaux SA) from 1989 to 2000 and Chairman and Chief Executive Officer of S.E.M.U.P. (Société d'Exploitation du Mobilier Urbain Publicitaire) from 1995 to 2001.

COMPANIES	POSITIONS AND OFFICES HELD
Other offices and positions held in 2021 in group companies	
None	
Other offices and positions held in 2021 in companies outside the group	
SCI Bagavi	• Manager (1 st appointment: nd)
SCI Criluca	• Manager (1 st appointment: nd)
SCI JPJM	• Manager (1 st appointment: 15 January 2016)
Offices expired in other companies outside the group over the past five years	
None	

SUPERVISORY BOARD ATTENDANCE RATE: 100%

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

MICHEL BLEITRACH (Independent Member) Member of the Supervisory Board



76 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:

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

DATE OF FIRST APPOINTMENT:

15 May 2013

DATE OF MOST RECENT RE-APPOINTMENT:

20 May 2021

TERM EXPIRY DATE:

2022 Annual General Meeting called to approve the financial statements for the fiscal year ended 31 December 2021.

HOLDS: 1,000 shares

Michel Bleitrach is an alumnus of École Polytechnique (X65) and École Nationale des Ponts et Chaussées. He also holds a degree in Economics and an MBA from Berkeley.

He is a Director and Chairman of the Compensation and Nominating Committee of SPIE SA. Michel Bleitrach is Honorary Chairman of the Union des Transports Publics et Ferroviaires. He is Chairman of the Supervisory Board of INDIGO.

Michel Bleitrach was previously Executive Chairman of SAUR and Chairman of the Executive Board of KEOLIS.

He has also been President of the Ethics Committee since 5 December 2018 and President of the Compensation and Nominating Committee since 20 May 2021.

COMPANIES

POSITIONS AND OFFICES HELD

Other offices and positions held in 2021 in group companies

None

Other offices and positions held in 2021 in companies outside the group

SPIE SA (France) (listed company)

• Director (until 14 May 2021)

INDIGO (France)

• Chairman of the Supervisory Board (1st appointment: 2 July 2014)

Offices expired in other companies outside the group over the past five years

SOCOTEC (France)

• Director (until 31 December 2019)

ALBIOMA (France) (listed company)

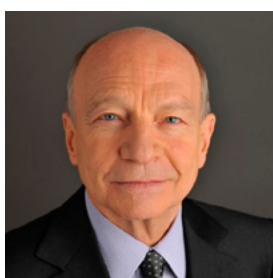
• Vice-Chairman of the Board of Directors (until 30 May 2018)

SUPERVISORY BOARD ATTENDANCE RATE: 100%

COMPENSATION AND NOMINATING COMMITTEE ATTENDANCE RATE: 100%

ETHICS COMMITTEE ATTENDANCE RATE: 100%

PIERRE MUTZ Member of the Supervisory Board



79 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:

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

DATE OF FIRST APPOINTMENT:

13 May 2009

DATE OF MOST RECENT RE-APPOINTMENT:

20 May 2021

TERM EXPIRY DATE:

2022 Annual General Meeting called to approve the financial statements for the fiscal year ended 31 December 2021.

HOLDS: 1,000 shares

A graduate from the military academy in Saint-Cyr, Pierre Mutz began his career in the Army in 1963, then joined the Prefectural Corps in 1980, where he was Chief of Cabinet to the Commissioner of Police in Paris, Executive Civil Servant, Staff Sub-Manager of the Police Headquarters and Director of Cabinet to the Commissioner of Police in Paris.

He also served as the Prefect of Essonne, from 1996 to 2000, Prefect of the Limousin region and Prefect of Haute-Vienne from 2000 to 2002, Managing Director of the National Gendarmerie from 2002 to 2004, as well as Commissioner of Police of Paris from 2004 to 2007.

He then held the office of Prefect of the Île-de-France region and Prefect of Paris between May 2007 and October 2008.

Pierre Mutz is an Honorary Regional Prefect.

Pierre Mutz is a Commander of the French Legion of Honour and a holder of the Grand Cross of the French National Order of Merit.

Pierre Mutz has also been a member of the Audit Committee since 13 May 2009, Chairman of the Compensation and Nominating Committee up to 20 May 2021 and a member of the Ethics Committee since 5 December 2018.

COMPANIES

POSITIONS AND OFFICES HELD

Other offices and positions held in 2021 in group companies

None

Other offices and positions held in 2021 in companies outside the group

Eiffage (listed company) (France)

• Advisor to the Chairman (1st appointment: 1 December 2008)

Offices expired in other companies outside the group over the past five years

Groupe Logement Français (France)

• Chairman of the Supervisory Board (until December 2016)

France Habitation (France)

• Director (until June 2016)

SUPERVISORY BOARD ATTENDANCE RATE: 100%

AUDIT COMMITTEE ATTENDANCE RATE: 100%

COMPENSATION AND NOMINATING COMMITTEE ATTENDANCE RATE: 100%

ETHICS COMMITTEE ATTENDANCE RATE: 100%

ALEXIA DECAUX-LEFORT Member of the Supervisory Board



Alexia Decaux-Lefort is a graduate of Warwick University in the UK.

Since February 2021, Alexia Decaux-Lefort has held the position of Marketing Manager High Jewellery & Exceptional Creations at Piaget, part of the Richemont International Group, where she began her career in 2008.

36 YEARS OLD - FRENCH CITIZEN

BUSINESS ADDRESS:

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

DATE OF FIRST APPOINTMENT: 15 May 2013

**DATE OF MOST RECENT
RE-APPOINTMENT:** 16 May 2019

TERM EXPIRY DATE: 2022 Annual General Meeting called to approve the financial statements for the fiscal year ended 31 December 2021.

HOLDS: 1,000 shares

COMPANIES

POSITIONS AND OFFICES HELD

Other offices and positions held in 2021 in group companies

None

Other offices and positions held in 2021 in companies outside the group

None

Offices expired in other companies outside the group over the past five years

None

SUPERVISORY BOARD ATTENDANCE RATE: 100%

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

COMPENSATION POLICY FOR CORPORATE OFFICERS

By the 10th and 11th resolutions, you are asked to approve the compensation policy for the Chairman of the Executive Board, members of the Executive Board, the Chairman of the Supervisory Board and members of the Supervisory Board, established in accordance with the French commercial code.

This policy is in line with the company's corporate interest, contributes to its sustainability and is part of its business strategy. It describes all the components of fixed and variable compensation and explains the decision-making process followed for its determination, review and implementation.

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

ÉLÉMENTS DE RÉMUNÉRATIONS VERSÉS OU ATTRIBUÉS AUX MANDATAIRES SOCIAUX EN 2021

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

By the 12th resolution, you are asked to approve the information listed in Article 22-10-9 I. of the French Commercial Code, including in particular the total compensation and benefits of any kind paid in respect of the office during the past financial year or allocated in respect of the office for the same financial year to all corporate officers (members of the Executive Board and the 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

By the 13th, 14th, 15th and 16th resolutions, you are asked to approve the information mentioned in Article L. 22-10-34 of the French commercial code, namely the fixed, variable and exceptional items making up the total compensation and benefits of all kinds paid during the past financial year or allocated for the same financial year to the Chairman of the Supervisory Board, the Chairman of the Executive Board and the other members of the Executive 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.

JEAN-FRANÇOIS DECAUX

COMPENSATION COMPONENTS PAID DURING THE 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	1,054,343	<p>For the 2021 fiscal year, the Supervisory Board of 3 December 2020, on the proposal of the Compensation and Nominating Committee, decided to restore the amount of the fixed compensation of Jean-François Decaux to the amount initially decided by the Supervisory Board for the 2020 fiscal year but which had been reduced by 25% of its gross amount due to the health situation.</p> <p>Thus, the 2021 fixed compensation for Jean-François Decaux was €1,054,343.</p>
Annual variable compensation	1,265,211	<p>It should be noted that the General Meeting of Shareholders of 20 May 2021 approved (14th resolution) the variable compensation of €316,303 granted in respect of 2020.</p> <p>The variable compensation in respect of 2021 of Jean-François Decaux is capped at 150% of his fixed compensation (of which 100% is for quantifiable objectives and 50% for qualitative objectives).</p> <p>By applying quantifiable criteria (change in the Group's consolidated adjusted EBIT in 2021 and achievement of the 2021 budget for the operating margin to revenue ratio by segment) and qualitative criteria (40% strategic achievements: signature of new contracts, company acquisitions and 10% CSR objectives), the amount of the variable compensation of Jean-François Decaux for the 2021 fiscal year was assessed by the Supervisory Board on 9 March 2022 at € 1,581,514, i.e. 150% of his annual fixed compensation. However, in view of the still negative consolidated net income of JCDecaux in 2021 due to the impact of Covid-19 on the Group's activities, Jean-François Decaux decided to waive 20% of his awarded variable compensation.</p> <p>Thus, the variable compensation went from €1,581,514 to €1,265,211.</p> <p>Fixed compensation represented 44% and variable compensation represented 53% of the total compensation of €2,392,519 granted to Jean-François Decaux in respect of fiscal year 2021.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation in 2021	0	The Supervisory Board has decided not to award any exceptional compensation to Jean-François Decaux.
Share options, performance shares or all other long-term benefits	0	<p>Stock option: NA</p> <p>Performance shares: NA</p> <p>Other allocations of securities: NA</p> <p>Jean-François Decaux has waived any share subscription or purchase options and performance shares since the Company's IPO in 2001.</p>
Compensation allocated for directorship	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	72,965	Jean-François Decaux has two company cars made available to him in the United Kingdom.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non-competition compensation	0	Jean-François Decaux is not entitled to any non-competition compensation.
Supplementary retirement scheme	0	Jean-François Decaux is not entitled to a supplementary pension.

JEAN-CHARLES DECAUX

COMPENSATION COMPONENTS PAID DURING THE 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	1,054,343	<p>For the 2021 fiscal year, the Supervisory Board of 3 December 2020, on the proposal of the Compensation and Nominating Committee, decided to restore the amount of the fixed compensation of Jean-Charles Decaux to the amount initially decided by the Supervisory Board for the 2020 fiscal year but which had been reduced by 25% of its gross amount due to the health situation.</p> <p>Thus, the 2021 fixed compensation for Jean-Charles Decaux was €1,054,343.</p>
Annual variable compensation	1,265,211	<p>It should be noted that the General Meeting of Shareholders of 20 May 2021 approved (13th resolution) the variable compensation of €316,303 granted in respect of 2020.</p> <p>The 2021 variable compensation of Jean-Charles Decaux is capped at 150% of his fixed compensation (of which 100% is for quantifiable objectives and 50% for qualitative objectives).</p> <p>Pursuant to the quantifiable criteria (consolidated adjusted Group EBIT in 2021 and achieving the 2021 budget ratios for operating margin to revenue by segment) and qualitative criteria (40% strategic achievements: signing new contracts, acquiring companies and 10% achieving CSR objectives), the amount of Jean-Charles Decaux's variable compensation in respect of the 2021 fiscal year was valued by the Supervisory Board of 9 March 2022 at €1,581,514, or 150% of his annual fixed compensation.</p> <p>However, in view of the still negative consolidated net income of JCDecaux in 2021 due to the impact of Covid-19 on the Group's activities, Jean-Charles Decaux decided to waive 20% of his variable compensation.</p> <p>Thus, the variable compensation went from €1,581,514 to €1,265,211.</p> <p>Fixed compensation represented 45% and variable compensation represented 54% of the total compensation of €2,343,592 granted to Jean-Charles Decaux in respect of fiscal year 2021.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board has decided not to award any exceptional compensation to Jean-Charles Decaux in 2021.
Share options, performance shares or all other long-term benefits	0	<p>Stock option: NA</p> <p>Performance shares: NA</p> <p>Other allocations of securities: NA</p> <p>In addition, Jean-Charles Decaux has waived the right to receive share subscription or purchase options since the Company's IPO in 2001.</p>
Compensation allocated for directorship	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	6,546	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 compensation	0	Jean-Charles Decaux is not entitled to a supplementary pension.
Supplementary retirement scheme	0	<p>Jean-Charles Decaux is not entitled to any non-competition compensation.</p> <p>However, Jean-Charles Decaux had a life insurance policy of €17,492 in 2021.</p>

EMMANUEL BASTIDE

COMPENSATION COMPONENTS PAID DURING THE 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	445,665	For the 2021 fiscal year, the Supervisory Board of 3 December 2020, on the proposal of the Compensation and Nominating Committee, decided to restore the amount of the fixed compensation of Emmanuel Bastide to the amount initially decided by the Supervisory Board for the 2020 fiscal year but which had been reduced by 25% of its gross amount due to the health situation. Thus, the 2021 fixed compensation for Emmanuel Bastide was €445,665.
Annual variable compensation	445,665	It should be noted that the General Meeting of Shareholders of 20 May 2021 approved (15th resolution) the variable compensation of €259,043 granted in respect of 2020. The 2021 variable compensation of Emmanuel Bastide is capped at 100% of his fixed compensation (of which 90% is for quantifiable objectives and 10% for qualitative objectives associated with the achievement of CSR objectives). If the cap of 90% of his fixed compensation is not reached by applying quantifiable criteria, additional variable compensation may be awarded to him for his participation in strategic achievements or the achievement of specific objectives related to the departments under his responsibility and set by Jean-Charles Decaux. Pursuant to the quantifiable criteria (changes in adjusted EBIT in the countries of his area of responsibility in 2021) and qualitative criteria (CSR objectives, strategic achievements or achievement of specific objectives linked to the countries in the area for which he is responsible, set by Jean-Charles Decaux) the amount of the variable compensation of Emmanuel Bastide, in respect of fiscal year 2021, was valued by the Supervisory Board of 9 March 2022 at €445,665, representing 100% of his annual fixed compensation. Fixed compensation represented 40.15% and variable compensation represented 40.15% of the total compensation of €1,110,114 granted to Emmanuel Bastide in respect of fiscal year 2021.
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board has decided not to award any exceptional compensation to Emmanuel Bastide in 2021.
Share options, performance shares or all other long-term benefits	571,511	Stock options: 0 Performance shares: 27,556 granted by the Executive Board on 23 July 2021 Other allocations of securities: 0
Compensation allocated for directorship	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	218,784	In Hong Kong, Emmanuel Bastide benefits from a car, company housing and the payment of his children's school fees.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non-competition compensation	0	Under a non-compete agreement covering a period of two years, 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. 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). No amounts were granted in respect of 2021.
Supplementary retirement scheme	0	Emmanuel Bastide is not entitled to a supplementary pension.

DAVID BOURG

COMPENSATION COMPONENTS PAID DURING THE 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA AND CONTROLLED ENTITIES

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	424,442	<p>For the 2021 fiscal year, the Supervisory Board of 3 December 2020, on the proposal of the Compensation and Nominating Committee, decided to restore the amount of the fixed compensation of David Bourg to the amount initially decided by the Supervisory Board for the 2020 fiscal year but which had been reduced by 25% of its gross amount due to the health situation.</p> <p>Thus, the 2021 fixed compensation for David Bourg was €424,442.</p>
Annual variable compensation	424,442	<p>It should be noted that the General Meeting of Shareholders of 20 May 2021 approved (15th resolution) the variable compensation of €246,707 granted in respect of 2020.</p> <p>The 2021 variable compensation of David Bourg is capped at 100% of his fixed compensation (of which 90% is for quantifiable objectives and 10% for qualitative objectives associated with the achievement of CSR objectives). If the 90% cap of his fixed compensation is not reached via the 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-Managing Directors.</p> <p>Pursuant to the quantifiable criteria (consolidated adjusted Group EBIT in 2021 and achieving the 2021 budget ratios for operating margin to revenue by segment) and qualitative criteria (strategic achievements or achievement of specific objectives in relation to the departments under David Bourg's responsibility and set by the Co-Managing Directors), the amount of David Bourg's variable compensation in respect of fiscal year 2021 was accordingly valued by the Supervisory Board of 9 March 2022 at €424,442, or 100% of his annual fixed compensation.</p> <p>Fixed compensation represented 48.35% and variable compensation represented 48.35% of the total compensation of €877,847 granted to David Bourg in respect of fiscal year 2021.</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 David Bourg in 2021. David Bourg receives additional compensation of €26,058 in line with the rule of one-tenth of paid leave.
Stock options, performance shares or any other long-term benefits	544,280	<p>Stock options: 0</p> <p>Performance shares: 26,243 granted by the Executive Board on 23 July 2021</p> <p>Other allocations of securities: 0</p>
Compensation allocated for directorship	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	2,905	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 compensation	0	<p>Under a non-compete agreement covering a period of two years, 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 2021.</p>
Supplementary retirement scheme	0	David Bourg is not entitled to a supplementary pension.

DANIEL HOFER**COMPENSATION COMPONENTS PAID DURING THE 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA AND CONTROLLED ENTITIES**

COMPENSATION COMPONENTS SUBMITTED TO THE VOTE	AMOUNTS AWARDED IN THE PAST FISCAL YEAR OR ACCOUNTING VALUATION (IN EUROS)	PRESENTATION
Fixed compensation	598,386	<p>For the 2021 fiscal year, the Supervisory Board of 3 December 2020, on the proposal of the Compensation and Nominating Committee, decided to restore the amount of the fixed compensation of Daniel Hofer to the amount initially decided by the Supervisory Board for the 2020 fiscal year but which had been reduced by 25% of its gross amount due to the health situation.</p> <p>As such, the 2021 fixed compensation for Daniel Hofer was €598,386.</p>
Annual variable compensation	777,901	<p>It should be noted that the General Meeting of Shareholders of 20 May 2021 approved (15th resolution) the variable compensation of €522,929 granted in respect of 2020.</p> <p>The 2021 variable compensation of Daniel Hofer is capped at 130% of his fixed compensation (of which 117% is for quantifiable objectives and 13% for qualitative objectives associated with the achievement of CSR objectives). If the 117% cap of his fixed compensation is not reached via the 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 Jean-François Decaux.</p> <p>By applying quantifiable criteria (change in adjusted EBIT for the countries of his area of responsibility in 2021) and qualitative criteria (CSR objectives, strategic achievements or achievement of specific objectives related to the departments for which Daniel Hofer is responsible and set by Jean-François Decaux), the amount of variable compensation of Daniel Hofer, in respect of the 2021 fiscal year, was assessed by the Supervisory Board of 9 March 2022, at €777,901, or 130% of his fixed compensation.</p> <p>Fixed compensation represented 40.48% and variable compensation represented 52.63% of the total compensation of €1,478,160 granted to Daniel Hofer in respect of fiscal year 2021.</p>
Long-term variable compensation	NA	The compensation policy does not provide for such a grant.
Exceptional compensation	0	The Supervisory Board has decided not to award any exceptional compensation to Daniel Hofer in 2021.
Share options, performance shares or all other long-term benefits	757,943	<p>Stock options: 0</p> <p>Performance shares: 36,545 granted by the Executive Board on 23 July 2021</p> <p>Other allocations of securities: 0</p>
Compensation allocated for directorship	NA	Members of the Executive Board cannot be members of the Supervisory Board and therefore cannot receive compensation as such.
Fringe benefits	0	Daniel Hofer did not receive any fringe benefits.
Severance pay	NA	The compensation policy does not provide for such a grant.
Non-competition compensation	0	Daniel Hofer is not entitled to any non-competition compensation.
Supplementary retirement scheme	101,873	<p>Daniel Hofer's employment contract is governed by Swiss law and was signed with JCDecaux Corporate Services Sarl (an indirectly wholly-owned Swiss subsidiary of JCDecaux SA). Pursuant to Article 7.1 of his employment contract, Daniel Hofer receives contributions from the Company to his pensions plans with two pension funds (La Bâloise and VZ), which may not exceed a set amount (approx. CHF 110,000), to be supplemented by Daniel Hofer if he deems it appropriate.</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 2021 FISCAL YEAR OR GRANTED FOR THE SAME YEAR BY JCDECAUX SA 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 fiscal year 2021.
Share options, performance shares or all other long-term benefits	NA	The compensation policy does not provide for such a grant.
Compensation allocated for directorship	47,000	Gérard Degonse receives compensation from JCDecaux SA in his capacity as the Chairman of the Supervisory Board and a 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 compensation	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.

OBJECTIVES AND PROPOSED RESOLUTIONS

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

Resolutions 1 to 3: approval of the financial statements of the year and allocation of profits

Objective:

The 1st and 2nd resolutions respectively concern the approval:

- of the Company's financial statements and transactions reflected in these statements;
- of the consolidated financial statements and transactions reflected in these statements.

The 3rd resolution concerns the allocation of profits: it is proposed to allocate the loss for the financial year amounting to -18,399,420.41 euros to the item «Retained earnings», which will thus be reduced from 0 to -18,399,420.41 euros.

• the loss for the year ended 31 December 2021 amounts to	-€18,399,420.41
• retained earnings amounts to	€0
• the legal reserve amounts to	€341,555.75
• other reserves amount to	€40,769,867.60
• issue, merger and contribution premiums amount to	€726,429,385.18

And decides, on the proposal of the Management Board, to allocate the loss for the previous financial year to «Retained earnings», bringing its amount from €0 to -€18,399,420.41

The General Meeting decides to allocate the loss for the financial year amounting to -18,399,420.41 euros, to the item «Retained earnings», which will thus be reduced from 0 to -18,399,420.41 euros.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the table below shows the amount of dividends and other income distributed in respect of the previous three financial years, as well as their possible eligibility for the 40% reduction resulting from the provisions of Article 158 3-2° of the General Tax Code, which, if applicable, benefit individuals who are tax residents in France.

FOR FINANCIAL YEAR	DIVIDENDS DISTRIBUTED	TOTAL AMOUNT OF DIVIDENDS DISTRIBUTED*
2018	€0.58 per share	€123,430,003
2019	0	€0
2020	0	€0

* these dividends were eligible in their entirety for the 40% rebate provided for in Article 158 3-2 of the General Tax Code, when they were paid to individual shareholders who are tax residents in France.

FIRST RESOLUTION

(Approval of the financial statements for the year ended 31 December 2021 - Approval of expenses non-deductible for tax purposes)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Management Board and Supervisory Board, and the Statutory Auditors' reports, approves the financial statements of the year ended 31 December 2021 including the balance sheet, income statement and notes, as presented to it, and which show a loss of -18,399,420.41 euros, as well as the transactions reflected in these statements and summarised in these reports.

The General Meeting especially approves the total amount, of 146,808 euros, for expenses and charges referred to in 4 of Article 39 of the General Tax Code, and the corresponding tax.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the financial year ended 31 December 2021)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the reports of the Management Board and Supervisory Board, and the Statutory Auditors' reports, approves the consolidated financial statements of the year ended 31 December 2021 including the balance sheet, income statement and notes, as presented to it, and which show a net result (group share) of -14.5 million euros, as well as the transactions reflected in these statements and summarised in these reports.

THIRD RESOLUTION

(Allocation of profits for the financial year ended 31 December 2021)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, notes that:

Resolution 4 : regulated agreements and commitments

Objective:

No regulated agreements or regulated commitments were concluded during financial year 2021.

The Statutory Auditor's special report on regulated agreements and commitments is contained in the Universal Registration Document and on the Company's website.

The 4th resolution proposes that you acknowledge the lack of new agreements.

FOURTH RESOLUTION

(Statutory Auditor's special report on the agreements referred to in Articles L. 225-86 et seq. of the Commercial Code - Acknowledgement of the lack of new agreements)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, after having reviewed the Statutory Auditors' special report mentioning the lack of any new agreements of the kind referred to in Articles L. 225-86 et seq. of the Commercial Code, takes note of this fact.

Resolutions 5 to 9 : reappointment of five members of the Supervisory Board

Objective:

By the 5th to 9th resolutions, it is proposed that you reappoint as members of the Supervisory Board:

- Ms. Alexia Decaux-Lefort, for 3 years;
- Messrs. Gérard Degonse, Jean-Pierre Decaux, Michel Bleitrach and Pierre Mutz, for 1 year.

If you approve all these resolutions, the Supervisory Board will have 10 members (excluding the 2 members of the Supervisory Board representing the employees), of which 4 women, 6 men and 5 independent members.

FIFTH RESOLUTION

(Reappointment of Mr. Gérard Degonse as member of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board and Article 16-1 of the Articles of Association, noting that the term as member of the Supervisory Board of Mr. Georges Degonse is to expire this day, decides to renew it for a period of one year expiring at the end of the General Meeting held in 2023 to approve the financial statements of the previous year.

Mr. Georges Degonse has indicated that he accepts this office and is not affected by any measure likely to prevent him from performing it.

SIXTH RESOLUTION

(Reappointment of Mr. Jean-Pierre Decaux as member of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board and Article 16-1 of the Articles of Association, noting that the term as member of the Supervisory Board of Mr. Jean-Pierre Decaux is to expire this day, decides to renew it for a period of one year expiring at the end of the General Meeting held in 2023 to approve the financial statements of the previous year.

Mr. Jean-Pierre Decaux has indicated that he accepts this office and is not affected by any measure likely to prevent him from performing it.

SEVENTH RESOLUTION

(Reappointment of Mr. Michel Bleitrach as member of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board, noting that the term as member of the Supervisory Board of Mr. Michel Bleitrach is to expire this day, decides to renew it for a period of one year expiring at the end of the General Meeting held in 2023 to approve the financial statements of the previous year.

Mr. Michel Bleitrach has indicated that he accepts the renewal of his term of office and that he is not affected by any measure likely to prevent him from performing it.

EIGHTH RESOLUTION

(Reappointment of Ms. Alexia Decaux-Lefort as member of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board and Article 16-1 of the Articles of Association, noting that the term of office as member of the Supervisory Board of Ms. Alexia Decaux-Lefort expires this day, decides to renew it for three years which will expire at the end of the General Meeting held in 2025 to approve the financial statements of the previous year.

Ms. Alexia Decaux-Lefort has indicated that she accepts this office and is not affected by any measure likely to prevent her from performing it.

NINTH RESOLUTION

(Reappointment of Mr. Pierre Mutz as member of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board and Article 16-1 of the Articles of Association, noting that the term as member of the Supervisory Board of Mr. Pierre Mutz is to expire this day, decides to renew it for a period of one year expiring at the end of the General Meeting held in 2023 to approve the financial statements of the previous year.

Mr. Pierre Mutz has indicated that he accepts this office and is not affected by any measure likely to prevent him from performing it.

Resolutions 10 to 16: compensation of corporate officers

Objective:

In the 10th and 11th resolutions, you are asked to approve the remuneration policy (ex ante vote) for the Chairman of the Management Board, the members of the Management Board, the Chairman of the Supervisory Board and the members of the Supervisory Board, in accordance with the provisions of the Commercial Code.

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

In the 12th, 13th, 14th, 15th and 16th resolutions, you are asked to approve the compensation paid or awarded for the financial year ended 31 December 2021 to all corporate officers, the Chairman of the Management Board, the Chief Executive Officer, the members of the Management Board and the Chairman of the Supervisory Board (ex post vote) in accordance with the provisions of the Commercial Code.

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

TENTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-68 of the Commercial Code describing the elements of the remuneration policy for corporate officers, approves, pursuant to Article L. 22-10-26 II of the Commercial Code, the remuneration policy for the Chairman of the Management Board and the members of the Management Board as presented in the 2021 Universal Registration Document, in the Corporate Governance chapter.

ELEVENTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.25-68 of the Commercial Code describing the elements of the remuneration policy for corporate officers, approves, pursuant to Article L. 22-10-26 II of the Commercial Code, the remuneration policy for the Chairman of the Supervisory Board and the members of the Supervisory Board as presented in the 2021 Universal Registration Document, in the Corporate Governance chapter.

TWELFTH RESOLUTION

(Approval of the elements of remuneration paid or awarded for the financial year ended 31 December 2021 to all corporate officers (members of the Management Board and of the Supervisory Board))

The General Meeting, voting under the quorum and majority conditions for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L.225-68 of the Commercial Code, approves, pursuant to Article L. 22-10-34 II of the Commercial Code, the information mentioned in Article L. 22-10-9 I. of the Commercial Code presented therein relating to the compensation paid or awarded to the corporate officers for the financial year ending 31 December 2021, as set out in the 2021 Universal Registration Document, in the Corporate Governance chapter.

THIRTEEN RESOLUTION

(Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Jean-François Decaux, Chairman of the Management Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L. 225-68 of the Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted in respect of the financial year ending 31 December 2021 to Mr. Jean-François Decaux, Chairman of the Management Board, as set out in the 2021 Universal Registration Document, in the Corporate Governance chapter.

FOURTEENTH RESOLUTION

(Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Jean-Charles Decaux, member of the Management Board and Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L. 225-68 of the Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted in respect of the financial year ended 31 December 2021 to Mr. Jean-Charles Decaux, member of the Management Board and Chief Executive Officer, as set forth in the 2021 Universal Registration Document, in the Corporate Governance chapter.

FIFTEENTH RESOLUTION

(Approval of the elements of remuneration due or awarded for the year ended 31 December 2021 to Messrs. Emmanuel Bastide, David Bourg and Daniel Hofer, members of the Management)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L. 225-68 of the Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted in respect of the financial year ending 31 December 2021 to Messrs. Emmanuel Bastide, David Bourg and Daniel Hofer, members of the Management Board, as set out in the 2021 Universal Registration Document, in the Corporate Governance chapter.

SIXTEENTH RESOLUTION

(Approval of the elements of remuneration paid or awarded for the year ended 31 December 2021 to Mr. Gérard Degnose, Chairman of the Supervisory Board)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report on corporate governance referred to in Article L. 225-68 of the Commercial Code, approves, pursuant to Article L. 22-10-34 II. of the Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted in respect of the financial year ending 31 December 2021 to Mr. Gérard Degnose, Chairman of the Supervisory Board, as set out in the 2021 Universal Registration Document, in the Corporate Governance chapter.

Resolution 17: buyback programme**Objective:**

The 17th resolution authorises the Management Board, with the power to sub-delegate, to redeem the Company's shares in the following conditions:

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

This authorisation will be granted for a period of 18 months.

SEVENTEENTH RESOLUTION

(Authorisation to be granted to the Management Board to trade in the Company's shares under the terms of Article L. 22-10-62 of the Commercial Code, duration of the authorisation, purposes, terms, ceiling)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the report of the Management Board and in accordance with the provisions of Articles L. 22-10-62 et seq. of the Commercial Code,

1. Authorises the Management Board, with the power to sub-delegate as provided 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 AMF, as well as any other provisions that may become applicable, to purchase the Company's shares or have them purchased, in particular for:

- the implementation of any Company stock option plan under the provisions of Articles L. 225-177 et seq. of the Commercial Code or of any similar plan; and/or
 - the allocation or assignment of shares to employees within the context of profit-sharing or the implementation of any company or group savings plan (or similar plan) as provided by law, in particular Articles L. 3332-1 et seq. of the Labour Code; and/or
 - the allocation of bonus shares under the provisions of Articles L. 225-197-1 et seq. of the Commercial Code; and/or
 - generally, to fulfil the obligations related to stock option programmes or other allocations of shares to employees or corporate officers of the issuer or an associated company; and/or
 - the delivery of shares upon exercise of the rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a warrant or in any other manner; and/or
 - the cancellation of all or part of the securities thus redeemed, in accordance with Article L. 22-10-62 paragraph 4 of the Commercial Code, subject to the approval to be given by this Meeting in the eighteenth extraordinary resolution; and/or
 - the conservation and subsequent delivery of shares (as an exchange, payment or otherwise) within the context of acquisitions, mergers, demergers or contributions; and/or
 - operations concerning the secondary market or the liquidity of the JCDecaux SA share by an investment services provider within the context of a liquidity contract in accordance with the practice allowed by the regulations; and/or
 - the implementation of any market practice that is admitted or which may be admitted by the market authorities.
2. Decides that this programme is also intended to enable the Company to pursue any other purpose authorised or which may be authorised by the law or regulations in force. In this case, the Company will inform its shareholders through a press release..
 3. Decides that purchases of the Company's shares may involve a number of shares such that, on the date of each purchase, the total number of shares purchased by the Company since the beginning of the buyback programme (including those subject to said buyback) does not exceed 10% of the total number of shares making up the Company's share capital at that date, this percentage shall apply to a capital adjusted according to transactions affecting it after this General Meeting (i.e., as an indication, as at 31 December 2021, a buyback ceiling of 21,290,281 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 transaction may not exceed 5% of its share capital and (ii) when shares are redeemed to promote liquidity under the conditions defined by the General Regulations of the AMF, the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares redeemed, minus the number of shares resold for the duration of the authorisation.
 4. Decides that the acquisition, assignment or transfer of shares may be carried out at any time, including during a public offer, within the limits authorised by the laws and regulations in force and by any means, on regulated markets, multilateral trading systems, with systematic internalisers or over the counter, including by acquisition or sale of block shares (without limiting the portion of the buyback programme that may be carried out by this means), by public offering or exchange, or by use of stock options or other forward financial instruments traded on regulated markets, multilateral trading systems, with systematic internalisers or over the counter, or by delivery of shares following an issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or otherwise, either directly or indirectly through an investment services provider.
 5. Sets (i) the maximum purchase price of shares under this resolution at 50 euros per share, excluding acquisition costs (or the equivalent thereof in any other currency on the same date), and (ii) in accordance with the provisions of Article R. 225-151 of the Commercial Code, the total amount allocated to the share buyback programme subject to this authorisation at 1,064,514,050 euros, corresponding to a maximum number of 21,290,281 shares acquired on the basis of the maximum unit price of 50 euros authorised above.
 6. Delegates to the Management Board, with the power to sub-delegate as provided by law, in case of transactions on the share capital, in particular modification of the par value of the share, capital increase by incorporation of reserves, the free allocation of shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital or any other transaction affecting equity, the power to adjust the maximum purchase price indicated above to reflect the impact of such transactions on the share value.
 7. Confers on the Management Board, with the power to sub-delegate, all powers to:
 - implement this authorisation,
 - specify, if necessary, the terms and to determine the conditions,
 - carry out the purchase programme, and in particular to place any stock exchange order, conclude any agreement, assign or reassign the shares acquired for the purposes pursued in accordance with the applicable legal and regulatory conditions,
 - set the terms and conditions according to which the preservation of the rights of holders of transferable securities or options will be ensured, in accordance with the legal, regulatory or contractual provisions,
 - make all declarations to the French Financial Markets Authority (Autorité des Marchés Financiers) and any other competent authority and any other formalities,
 - do the necessary in such matters.
 8. Recalls that, pursuant to the first paragraph of Article L. 22-10-62 of the Commercial Code, the Company's Social and Economic Committee will be informed of this authorisation.
 9. Sets at eighteen months, from the date of this General Meeting, the duration of this authorisation, and notes that it supersedes, from this same date, any previous authorisation for the same purpose.

RESOLUTIONS FALLING WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

Resolution 18: cancellation of treasury**Objective:**

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

This authorisation will be granted for a period of 18 months.

EIGHTEENTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Management Board and the Statutory Auditor's special report:

1. Authorises the Management Board to reduce the share capital, on one or more occasions, in the amounts and at the time it decides, by cancelling any number of treasury shares at its discretion to the extent permitted 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 period of twenty-four months preceding said cancellation, including the shares subject to said cancellation, may not exceed 10% of the shares making up the Company's share capital on this date, (i.e., for information, at 31 December 2021, a ceiling of 21,290,281 shares); it being recalled that this limit applies to an amount of the Company's capital which, if necessary, will be adjusted to reflect transactions affecting the share capital subsequent to this General Meeting.
3. Confers on the Management Board, with the power to sub-delegate, all powers to:
 - carry out the cancellation or reduction of capital that may be carried out pursuant to this authorisation,
 - amend the Articles of Association accordingly,
 - do the necessary in such matters.
4. Sets at eighteen months, from the date of this General Meeting, the duration of this authorisation, and notes that it supersedes, from this same date, any previous authorisation for the same purpose.

Resolution 19: award of bonus shares**Objective:**

The 19th resolution enables the Management Board to proceed with the free allocation of existing or new shares, for the benefit of the Group's employees or corporate officers, within the limit of 1% of the share capital on the date of the decision of the General Meeting. The total number of bonus shares that may be allocated to the Company's executive officers may not exceed 0.16% of the capital within this budget.

This authorisation will be granted for a period of 14 months.

NINETEENTH RESOLUTION

(Authorisation to the Management Board to proceed with free allocations of existing shares or new shares with cancellation of the preferential subscription right in favour of the Group's salaried employees and corporate officers or some of them, duration of the authorisation, ceiling, duration of the vesting periods, in particular in case of disability and retention periods)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Management Board and the Statutory Auditor's special report:

1. Authorises the Management Board, under the provisions of Articles L. 225-197-1 L. 225-197-2 and L.22-10-59 et L.22-10-60 of the Commercial Code, to proceed on one or more occasions with the allocation of the Company's ordinary shares, existing or to be issued, for the benefit of:
 - on the one hand, the employees or some of them, or certain categories of staff, of JCDECAUX SA and, where applicable, the companies or economic interest groups related to it under the conditions of Article L.225-197-2 of the Commercial Code; and/or
 - on the other hand, corporate officers that meet the conditions laid down by Article L.225-197-1 of the Commercial Code.

The total number of bonus shares thus allocated by the Management Board under this authorisation may not exceed 1% of the share capital on the date of the decision of this Meeting. The total number of shares that may be granted free of charge to the Company's executive officers may not exceed 0.16% of the share capital within this budget, 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 Management Board will determine, under the legal conditions, on each allocation decision, the vesting period, the period after which the allocation of shares will become final. The vesting period may not be less than one year from the date of allocation of the shares.

3. Decides that the Management Board will determine, under the legal decisions, on each allocation decision, the mandatory period of retention of the Company's shares by the beneficiaries, which starts to run from the final allocation of the shares. The retention period may not be less than one year. However, if the vesting period is greater than or equal to two years, the retention period may be removed by the Management Board.

Exceptionally, the final allocation will take place before the end of the vesting period in case of disability of the beneficiary corresponding to a classification in the second and third 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 shall be acquired by the Company within the context of the share buyback programme authorised by the seventeenth ordinary resolution adopted by this Meeting under Article L. 22-10-62 of the Commercial Code or any share buyback programme applicable previously or subsequent to the adoption of this resolution.

5. Acknowledges that this authorisation automatically implies, for the benefit of the beneficiaries of the allocations of bonus shares, a waiver by the shareholders of their preferential right to subscribe for the ordinary shares that will be issued as and when the allocation of shares becomes final, and will entail, where appropriate at the end of the vesting period, a capital increase by incorporation of reserves, profits or premiums in favour of the beneficiaries of said shares allocated free of charge and a corresponding waiver by the shareholders in favour of the beneficiaries of the shares allocated free of charge to the portion of reserves, profits and premiums thus incorporated.

6. Confers on the Management Board, with the power to sub-delegate, all powers to:

- set the conditions and, if applicable, the criteria for allocation of the shares;
- determine the list or categories of beneficiaries as provided for above and the number of shares allocated to each of them;
- determine the impact on beneficiaries' rights, of operations modifying the capital or likely to affect the value of the shares allocated and performed during the vesting and holding periods and, accordingly, to modify or adjust, if necessary, the number of shares allocated to preserve beneficiaries' rights;
- determine, within the limits set by this resolution, the duration of the vesting and, where applicable, retention period of bonus shares;
- where applicable:
 - note the existence of sufficient reserves and proceed during each allocation with the transfer to an unavailable reserve account of the necessary amounts to pay the new shares to be allocated,

- decide, when the time comes, any capital increase(s) by incorporation of reserves, premiums or profits as a result of the issue of new shares allocated free of charge,
- proceed with the necessary share acquisitions under the share buyback programme and assign them to the allocation plan,
- take all appropriate measures to ensure compliance with the retention period imposed on the beneficiaries,
- and, generally, within the framework of the laws in force, do all that is required by the implementation of this authorisation.

7. Sets at fourteen months, from the date of this General Meeting, the duration of this delegation, and notes that it supersedes, from this same date, any previous delegation for the same purpose.

Resolutions 20 and 21: capital increases reserved for employees

Objective:

The 20th and 21st resolutions give authority to the Management Board to decide to increase the share capital through the issue of shares or securities giving access to equity securities to be issued reserved for members of an employee savings plan (PEE) or reserved for categories of beneficiaries within the limit of a maximum amount of 5% of the share capital.

These authorisations will be granted for a period of 14 months and 18 months.

TWENTIETH RESOLUTION

(Delegation of authority to the Management Board to decide to increase the share capital by issuing shares or securities giving access to securities to be issued reserved for members of savings plans, with cancellation of the preferential subscription right in favour of these members)

The General Meeting, voting under the quorum and majority conditions for Extraordinary General Meetings, having reviewed the Management Board's report and the Statutory Auditor's special report, ruling in accordance with Articles L.225-129-6, L.225-138-1 and L. 228-92 of the Commercial Code and L.3332-18 et seq. of the Labour Code:

1. Delegates its authority to the Management Board in order, if it deems appropriate, at its sole discretion, to increase the share capital on one or more occasions by the issue of ordinary shares or securities giving access to equity securities to be issued by the Company in favour of members of one or more company or group savings plans established by the Company and/or the French or foreign companies related to it under the conditions of Article L. 225-180 of the Commercial Code and Article L. 3344-1 of the Labour Code.
2. Cancels in favour of these persons the preferential right to subscribe to the shares that may be issued pursuant to this authorisation.

3. Limits the maximum nominal amount of the increase(s) that may be performed under this delegation to 5% of the amount of the share capital reached at the time of the decision of the Management Board to perform this increase, it being specified that the maximum nominal amount of capital increases that can be carried out immediately or in the future under this authorisation will be charged to the amount of the overall ceiling under paragraph 2 of the nineteenth resolution of the General Meeting of 20 May 2021 or, where applicable, to the amount of the overall ceiling stipulated by any similar resolution that may supersede said resolution during the period of validity of this delegation. Where applicable, the additional amount of the ordinary shares to be issued will be added to this ceiling to preserve, in accordance with the law and any contractual provisions provided for other cases of adjustment, the rights of holders of securities giving access to shares 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 by the plan pursuant to Articles L.3332- 25 and L.3332-26 of the Labour Code is equal to or greater than ten years, than the average share price during the 20 trading sessions preceding the day of the decision setting the opening date of the subscription, nor greater than this average.
5. Decides, pursuant to Article L. 3332-21 of the Labour Code, that the Management Board may allocate to the beneficiaries defined in paragraph 1 of this resolution, free of charge, shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued, under (i) the employer's contribution to the savings plan that may be paid pursuant to the regulations of the company or group savings plans, and/or (ii) where applicable, the discount.
6. Confers on the Management Board, with the option to sub-delegate, all powers to implement this delegation, in particular:
 - Determine, within the limits set above, the characteristics, amounts and terms and conditions of the issues or allocations carried out pursuant to this delegation, and more particularly determine the opening and closing dates for subscriptions, as well as the subscription price of the shares to be issued;
 - Decide that the issues or allocations may be made directly to the beneficiaries or through collective bodies;
 - Draw up a list of companies whose employees will benefit from the issues or allocations carried out under this delegation;
 - Take all measures and carry out all formalities required for the proper performance of each capital increase, record the completion thereof and amend the Articles of Association accordingly.
7. Set at fourteen months, from the date of this General Meeting, the duration of this delegation, and notes that it supersedes, from this same date, any previous delegation for the same purpose.

TWENTY-FIRST RESOLUTION

(Delegation of authority to be given to the Management Board to decide to increase the share capital by issuing shares or securities giving access to securities to be issued reserved for categories of beneficiaries within the context of an employee shareholding operation, with cancellation of the preferential subscription right in favour of these beneficiaries)

The General Meeting, voting under the quorum and majority conditions for Extraordinary General Meetings, having reviewed the Management Board's report and the Statutory Auditor's special report, ruling in accordance with the provisions of Articles L. 225-129 et seq. and L. 225-138 of the Commercial Code:

1. Delegates its authority to the Management Board in order, if it deems appropriate, at its sole discretion, to increase the share capital on one or more occasions by issuing ordinary shares or securities giving access to equity securities to be issued by the Company in favour of (i) employees and corporate officers of companies related to the Company under the conditions of Article L. 225-180 of the Commercial Code, (ii) UCITS or other entities, regardless of their legal personality, employee share ownership invested in the Company's shares whose unitholders or shareholders will be composed of persons mentioned in (i) this paragraph and (iii) any banking institution or controlled subsidiary of such an institution, or any entity under French or foreign law, with or without a legal personality, intervening at the request of the Company for the purposes of setting up an employee share ownership plan, to the extent that this is necessary or desirable to enable employees to benefit from shareholder or employee savings formulas equivalent to or similar in terms of economic advantage to those of other employees in the group, in particular in accordance with the twentieth resolution of this General Meeting, it being specified that this resolution may be used to implement leveraged formulas.
2. Cancels in favour of these persons the preferential right to subscribe to the shares that may be issued pursuant to this authorisation.
3. Limits the maximum nominal amount of the increase(s) that may be performed under this delegation to 5% of the amount of the share capital reached at the time of the decision of the Management Board to perform this increase, it being specified that the maximum nominal amount of capital increases that can be carried out immediately or in the future under this authorisation will be charged (i) to the amount of the overall ceiling provided for in paragraph 3 of the twentieth resolution of this General Meeting, and (ii) to the amount of the overall ceiling under paragraph 2 of the nineteenth resolution of the General Meeting of 20 May 2021 or, where applicable, to the amount of the overall ceiling stipulated by any similar resolution that may supersede said resolution during the period of validity of this delegation. Where applicable, the additional amount of the ordinary shares to be issued will be added to this ceiling to preserve, in accordance with the law and any contractual provisions provided for other cases of adjustment, the rights of holders of securities giving access to shares of the Company.

4. Decides that the price of the shares to be issued, pursuant to paragraph 1 of this resolution, (a) shall not be less than or greater than 30% of the average listed share price during the 20 trading sessions preceding the day of the decision setting the opening date of the subscription, nor greater than this average or (b) shall be equal to the price of shares issued as part of the capital increase for employees who are members of a company savings plan, pursuant to the twentieth resolution of this General Meeting.
5. Confers on the Management Board, with the option to sub-delegate, all powers to implement this delegation, in particular:
 - Determine, within the limits set above, the characteristics, amounts and terms and conditions of any issue carried out pursuant to this delegation, and more particularly determine the opening and closing dates for subscriptions, as well as the subscription price of the shares;
 - Draw up the list of beneficiaries within the aforementioned category, as well as the number of shares to be subscribed by him or each of them;
 - Take all measures and carry out all formalities required for the proper performance of each capital increase, record the completion thereof and amend the Articles of Association accordingly.
6. Sets at eighteen months, from the date of this General Meeting, the duration of this delegation, and note that it supersedes, from this same date, any previous delegation for the same purpose.

Resolution 22: delegation to the supervisory board to bring the articles of association into compliance with the legal and regulatory provisions

Objective:

The 22th resolution aims to give all powers to the Supervisory Board in order to bring the Articles of Association into compliance with the legal and regulatory provisions, subject to ratification of these amendments by the next Extraordinary General Meeting.

TWENTY-SECOND RESOLUTION

(Delegation to be given to the Supervisory Board to bring the Company's Articles of Association into compliance with the legal and regulatory provisions)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Management Board's report, gives full powers to the Board to bring the Articles of Association into compliance with the legal and regulatory provisions, subject to ratification of these amendments by the next Extraordinary General Meeting.

Resolution 23: powers

Objective:

The 23rd resolution gives all powers to perform and complete the necessary formalities.

TWENTY-THIRD RESOLUTION

(Powers to carry out formalities)

The General Meeting grants all powers to the bearer of an original, copy or extract of the minutes of its deliberations to perform all filings and formalities required by law.

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: BNP Paribas Securities Services
 CTO Assemblées Générales
 Grands Moulins de Pantin
 9 rue du Débarcadère
 93761 PANTIN 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 SA, a public limited company with an Executive Board and Supervisory Board (société anonyme à Directoire et Conseil de Surveillance) with a capital of 3 245 684,82€, whose registered office is at 17, rue Soyer 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 11, 2022 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 11, 2022, 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..... 2022

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 SA
Registered office: 17 rue Soyot - 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

A public limited company with an executive board and supervisory board (société anonyme à directoire et conseil de surveillance)
with a capital of 3 245 684,82 € - 307 570 747 RCS Nanterre - FR 44307570747

JCDecaux