Ipsos 2017

REFERENCE DOCUMENT & FINANCIAL REPORT

General Summary

Reference document

This Reference document was filed with the Autorité des Marchés Financiers on 23 March 2018 in accordance with Article 212-13 of the AMF's General Regulations. It may be used in support of a financial transaction, provided it is accompanied by a transaction note approved by the Autorité des Marchés Financiers. The document has been prepared by the issuer and its signatories incur liability in this regard. The document has been prepared by the issuer and its signatories incur liability in this regard.

This Reference document contains an annual financial report in accordance with Article L.451-1-2 of the French Commercial Code and a management report in accordance with Articles L.225-100 et seq. of the French Commercial Code. Finally, this document corresponds to the annual report that will be submitted to the shareholders at the General Meeting of 4 May 2018.

This Reference document is available from Ipsos SA, 35 rue du Val de Marne – 75013 Paris as well as on the Ipsos website: www.ipsos.com and on the website of the Autorité des Marchés Financiers: www.amf-france.org

GAME CHANGERS

« Game Changers » is the Ipsos signature.

At Ipsos we are passionately curious about people, markets, brands and society.
We make our changing world easier and faster to navigate and inspire clients to make smarter decisions.
We deliver with security, simplicity, speed and substance.
We are Game Changers.

www.ipsos.com

Message **from the President**

Ipsos’ performance in 2017 is encouraging: once again, Ipsos has proved its capability to grow faster than its direct competitors.

The New Way programme, announced in July 2014 and deployed over the last three years, has been a success. Its signature “Game Changers” is the expression of its ambition, to make Ipsos the preferred partner for its clients’ transformation. With the New Way, Ipsos has renewed its approach to the market, its organisation, its tools and its products. As part of this programme, 17 New Services were created which meet the criteria of the 4S’s: Security, Simplicity, Speed and Substance.

The Group's entire organic growth over the period 2015-2017 comes from the New Services.

The market is growing and continues to transform itself with the multiplication of information sources, offers and technologies. The New Way programme was a first response to these trends and Ipsos has demonstrated that it has the scientific and technical resources, the operational experience and highly qualified teams, with each employee adhering to its 5 values: Integrity, Curiosity, Collaboration, Client first, Entrepreneurial spirit.

The Total Understanding project is different in the sense that it does not set what is “new” against past services, or make distinctions between the “traditional” and the technological. It’s a growth project for all our activities over the period 2018-2020 and beyond.
Its ambition is to make Ipsos the preferred partner of its clients for understanding Society, markets and people, supported by the trilogy of “Science, Technology and Know-how”, and with its professional teams at the core.
Ipsos’ offer will be henceforth organized and structured around specific services needed by clients to make their own decisions. These services will be grouped around themes, through 20 Service Lines.

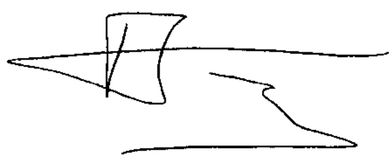
The main objective of Ipsos is to be competitive in each of the Service Lines, to combine them to answer clients’ business questions and to focus on four Service Lines that together show how Ipsos is uniquely equipped to provide a “Total Understanding », of Society, markets and people.

The Total Understanding project is a project for growth, made possible by the success of the New Way. It will succeed because Ipsos’ staff are involved with its development.
Aiming for excellence in all the services, the Total Understanding project will require a targeted acquisition plan.

2018 will be the year of implementation of the Total Understanding project in the different markets where Ipsos operates. Its operational launch date is 1 July 2018.
In 2018, Ipsos can be expected to grow at a pace similar to that observed in 2016 and 2017.

Paris, 23 March 2018

Didier Truchot



Preliminary Note

In accordance with Article 28 of the European regulation No.809/2004/EC of 29 April 2004, the present Reference document incorporates by reference the following information to which the reader is invited to refer to:

- the consolidated financial statements and the Auditors' report on the consolidated financial statements for the year ended 31 December 2016 as presented respectively in Parts 20.2 (p.161) and 20.1 (p.159) of the 2016 Reference document filed with the *Autorité des Marchés Financiers* on 6 April 2017 under number D.17-0338;
- the parent-company financial statements and the Auditors' report on the parent-company financial statements for the year ended 31 December 2016 as presented respectively in Parts 20.4 (p.215) and 20.3 (p.214) of the 2016 Reference document filed with the *Autorité des Marchés Financiers* on 6 April 2017 under number D.17-0338;
- the Auditors' special report on related-party agreements for the year ended 31 December 2016 as presented in Part 19.2 (p.154) of the 2016 Reference document filed with the *Autorité des Marchés Financiers* on 6 April 2017 under number D.17-0338;
- Chapter 3 "Selected financial information" of the 2016 Reference document (p.11) filed with the *Autorité des Marchés* Financiers on 6 April 2017 under number D.17-0338;
- the consolidated financial statements and the Auditors' report on the consolidated financial statements for the year ended 31 December 2015 as presented respectively in Parts 20.2 (p.160) and 20.1 (p.192) of the 2015 Reference document filed with the *Autorité des Marchés Financiers* on 31 March 2016 under number D.16-0251;
- the parent-company financial statements and the Auditors' report on the parent-company financial statements for the year ended 31 December 2015 as presented respectively in Parts 20.4 (p.215) and 20.3 (p.214) of the 2015 Reference document filed with the *Autorité des Marchés Financiers* on 31 March 2016 under number D.16-0251;
- the Auditors' special report on related-party agreements for the year ended 31 December 2015 as presented in Part 19.2 (p.155) of the 2015 Reference document filed with the *Autorité des Marchés Financiers* on 31 March 2016 under number D.16-0251;
- Chapter 3 "Selected financial information" of the 2015 Reference document (p.11) filed with the *Autorité des Marchés* Financiers on 31 March 2016 under number D.16-0251;

Parts not included by reference to the 2015 and 2016 Reference documents are either of no relevance to investors or are covered by another Section of this Reference document.
The 2015 and 2016 Reference documents are available on the Ipsos website www.ipsos.com and in French only on the *Autorité des Marchés Financiers* website (www.amf-france.org).

Persons responsible

for the Reference document, the audit of financial statements and the financial information

1. Persons responsible

1.1. Persons responsible for the information

Mr Didier Truchot Chairman and CEO of Ipsos SA.

1.2. Declaration by the persons responsible

I hereby confirm that, to the best of my knowledge, and having taken all reasonable measures to that effect, the information contained in this Reference document is correct and that there is no omission that would affect its meaning. I certify that, to the best of my knowledge, the financial statements have been drawn up in accordance with applicable accounting standards and give an accurate image of the assets, financial situation and results of Ipsos SA and of all the companies included in the scope of consolidation; and that the management report, whose different topics are listed in Section 27 of this Reference document ("*Document de référence*"), gives a faithful account of development in the business, results and financial position of Ipsos SA and of all companies included in the scope of consolidation, as well as a description of the main risks and uncertainties faced by these companies. I have received a letter of completion of work from the Statutory Auditors in which they state that they verified the information concerning the financial position and the accounts contained in this document and read the entire document.

The consolidated financial statements for the year ended 31 December 2017 presented in this document were approved without reservation in a report by the Statutory Auditors.

Paris, 21 March 2018

Didier Truchot

2. Principal Statutory Auditors

Mazars

Member of the Versailles Regional Association of Statutory Auditors
Represented by Isabelle Massa
61, rue Henri Régnault – Tour Exaltis – 92075 Paris La Défense Cedex

- First appointed: 28 April 2017 (to replace PricewaterhouseCoopers Audit, which has resigned).
- Date of expiration of current term of office: Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2021.

Grant Thornton

Member of the Paris Regional Association of Statutory Auditors
Represented by Gilles Hengoat
100, rue de Courcelles – 75017 Paris

- First appointed: 31 May 2006.
- Renewal date: General Meeting of 28 April 2017.
- Date of expiration of current term of office: Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2022.

A research leader

to understand the world

3. Selected financial information

The selected financial information presented below was established on the basis of the consolidated financial statements of Ipsos for the year ending on 31 December 2015, 2016 and 2017.

In million of euros	2017	2016	2015
Revenue	1,780.5	1,782.7	1,785.3
Gross profit	1,156.7	1,160.4	1,149.7
Operating Margin	182.3	180.1	178.2
Adjusted net profit, attributable to the Group[1]	127.4	121.7	126.5
Net profit, attributable to the Group	128.5	106.9	92.9
Workforce as of 31 December	16,664	16,598	16,450

[1]Please refer to note 4.8.2 “Adjusted earnings per share” of the consolidated financial statement at Part 20.2 of the present Reference document

Financial situation

In million of euros	2017	2016	2015
Total shareholders' equity	966.5	939.4	945.3
Financial debt	602.9	712.8	708.6
Cash and cash equivalent	137.3	164.9	151.6
Net debt[1]	464.2	544.5	552.4
Net gearing[2]	48.03%	57.96 %	58.44 %
Total from balance sheet	**2,140.8**	**2,293.7**	**2,283.4**

[1]Please refer to note 5.9.1 “Net financial debt” of the consolidated financial statements at Part 20.2 of the present Reference document.

[2]Net gearing: net debt/total shareholders’ equity.

4. Main risks factors and uncertainties facing the Ipsos group

We draw your attention to the risks described below. These risks could have a material adverse effect on the Ipsos group's business, financial position or results (or its ability to achieve its targets or forecasts) or share price. The below description of risks is not exhaustive. In addition, other risks and uncertainties that are currently unknown to us or that we may currently regard as minor may in the future have a material impact on our business, financial position, consolidated net income or cash flows.

A number of risks described below are naturally inherent in our business and the economic, competitive and regulatory framework in which we operate. In view of the many eventualities and uncertainties relating to these risks, management is not always able to quantify their impact with any degree of accuracy.

If the risks described here result in quantifiable financial consequences and/or material contingent liabilities, these financial consequences and/or contingent liabilities will be reflected in the Group's consolidated financial statements in accordance with applicable IFRS. The purpose of this risk presentation is to reflect the Executive Management's current view of the potential consequences of each risk for the Group. Although Executive Management allocates resources on an ongoing basis to managing risk, the Group's risk management activities, like any control system, are subject to limits that are inherent to these activities and cannot provide absolute certainty or protect the Group against all of the risks described in section 4 of the Reference document or losses that may be caused by these risks.

4.1. Sector and operational risks

4.1.1. Sensitivity to macroeconomic conditions

The various markets in which the Ipsos group operates are sensitive to changes in the economic situation. However, in the history of the industry, economic fluctuations have not had any long-lasting impact on the market research industry. Economic uncertainty has customarily generated an increased demand for information viewed as necessary to help decision-makers in making decisions. Today, this trend has nevertheless weakened due to the effects of market change. In recent years the market for market research has recorded growth below expectations, in particular in the retail sector. At the moment it is driven mainly by emerging countries, certain industries, such as pharmaceuticals, and new research services such as EFM (Enterprise Feedback Management). Slower growth in a high number of industries directly impacts our clients, whose demand can fall in some cases (see Paragraph 4.1.3 below).

The Ipsos group believes that, except in the case of a significant economic downturn in a major country, the geographical footprint of its operations in 89 countries, and its multi-specialist positioning, together offer resistance against deterioration in any local economic situation.

A significant part of the revenue of the Ipsos group is generated by contracts either with a term of less than one year or that are made up of short-term projects. In the event of a deterioration of macro-economic conditions and a decision of the clients of the Ipsos group to control their variable costs, some projects allocated to the Ipsos group may be delayed or cancelled and orders for new projects may be less numerous than anticipated. The level of activity generated from any given client may vary from one year to the next, and these evolutions may adversely impact or contribute to a variation in the operating profit and net profit of the Ipsos group.

Although the occurrence of such external risks is beyond the control of the Ipsos group, Ipsos has nevertheless implemented measures to monitor and assess the level of these risks and their impact. To this end, summaries consisting of financial data and macro-economic indicators are regularly prepared by the Country Managers, regional management and specialisation teams and submitted for review to the management of the Ipsos group.

This data and these indicators are integrated into the budget process and can translate into measures aimed at adapting the strategy of the Group to the macro-economic evolutions.

4.1.2. Seasonality of revenue and results

Traditionally, the Ipsos group posts higher revenue in the second half of the financial year, as is the case with most market research agencies. Half-year results generally represent less than 50% of the full year revenue and operating margin. Consequently, the operating profit and cash flow of the Group can vary significantly over any given financial year.

The Ipsos group periodically assesses the cash flow of the Group and its subsidiaries, notably through the implementation of a programme aimed at optimising cash flow throughout all the entities of the Group. This programme, which is internally known as "Max Cash", is monitored by the Group treasury department.

4.1.3. Client risk

The Ipsos group works with numerous clients (more than 5,000) operating in a wide variety of sectors and in a large number of countries (89). The top ten clients, all of whom have global operations and work with Ipsos group in several local markets, represent 17% of the revenue of the Group. The largest client represented less than 3% of the Group's 2017 revenue.

To maintain and develop its relationship with its key clients, Ipsos group introduced a dedicated client programme in the late 1990s called "Global PartneRing". The programme is a key component of the future security and development of the Group's business.

In addition, several measures have been implemented to oversee client relationships and optimise the quality of our services, particularly through reinforced training programmes for its staff, and a survey conducted once a year with main clients of the Ipsos group. In addition, a survey review system is systematically triggered at the end of each survey to allow us to identify and rectify any problems. Ipsos also strives to adapt to the new needs of its clients, who are facing a difficult economic period (see paragraph 4.1.1), questioning their working and development methods. The emergence of new information collection technology, sometimes developed in-house by the clients, may also lead to a more limited need for market research, or at least modify this need. Ipsos has implemented programmes to adapt to these changes and provide its clients with the best possible support in this new environment.

4.1.4. Competition risk

The market for market research is characterised by very strong competitive intensity at both the global and local levels. At an international level, the Ipsos group competes with other players such as Nielsen, the Kantar group, GfK, IMS Health, Information Resources (in the United States and Western Europe), and Intage (Asia). These companies, although not all operating in the same market segments may either develop their offering (to the extent it is competitive) or acquire companies operating in market segments similar to those of the Ipsos group, in either such case thus reinforcing or expanding their offering to gain market share. Moreover, the development of social networks and other new communication tools, in particular digital ones, may allow new entrants to acquire certain positions or reach certain clients of the Ipsos group and consequently gain new market share.

In order to limit the competitive risk inherent in its business, the Ipsos group aims to be a top ranking player in its market by continually innovating its product offering, growing the market segments in which it operates, enhancing specific client programmes (see Paragraph 4.1.3 "Client risk" of this Reference document), pursuing its strategy of targeted acquisitions and always seeking to adapt its offer of services to the clients' expectations, while remaining competitive in terms of price, notably through the use of technological innovation programmes (see Paragraphs 4.1.8 of the Reference document).

Finally, international or regional players or new entrants may attempt to hire employees of the Ipsos group, especially in sales or development functions, which may have an adverse effect on operations.

The Group has adopted and implemented a retention policy for its key managers to reduce this risk (see paragraph 4.1.6 "Risk of loss of revenue linked to the departure of key managers" of this Reference document).

4.1.5. Risks related to the Group's international presence

The Group operates in a large number of countries, including emerging countries. The Group could face greater operational risks in some countries owing to social, political or economic instability or the existence of vague, contradictory or arbitrary local regulations. Such risks, if they materialise, are likely to adversely affect the Group's business and results, as well as its image, particularly in the event of any media coverage. However, the impact at a Group level can only be marginal. Not only are these risks minor, but they are also highly localized, and can thus be monitored to some degree. In addition, region and country officers, in consultation with the Executive Management, continually analyse the Group's exposure to business risks in countries that could be particularly unstable. They have a duty to report any increase in those risks.

4.1.6. Risk of loss of revenue linked to the departure of key managers

Like all business-to-business service providers, the sales relationships of the Ipsos group primarily depend on the quality and the continuity of the relationships developed by its managers with their contacts at the client companies. The departure of an important key sales manager or account director may therefore lead to the loss by the Group of certain clients.

The Ipsos group believes that this risk is minimised by the Group's revenue distribution, as explained in Paragraph 4.1.3 "Client risk" above.

In order to limit this risk, in collaboration with the Group's human resources department, the Group identifies the key staff, offers them a good compensation package including a long-term incentive plan and includes them in the Group's long-term benefit sharing schemes in order to maintain their loyalty. For example, the IPF 2020 long-term incentive plan was implemented in 2012 to replace a similar plan launched in 2002. This plan is described in more detail in paragraph 21.1.4.2 of this Reference document.

The Group's human resources department also carries out "Talent Reviews" to identify internally high potential people.

4.1.7. Risks relating to the integration of new acquisitions

In recent years, the Ipsos group has made numerous acquisitions, including the acquisition of Synovate that was finalised in October 2011. External growth through acquisitions remains a key pillar of the Ipsos group strategy. The identification of acquisition and investment candidates is difficult, and there is always the possibility of misjudging the risks of any given acquisition or investment. In addition, while the Ipsos group has in the past successfully integrated the companies and businesses it has acquired, new acquisitions may be concluded on terms that are less favourable than anticipated, and the newly acquired companies may either fail to be successfully integrated into Ipsos' existing operations and culture or fail to generate the synergies or other benefits that were expected. Such cases could have negative consequences for the Group's earnings and profitability.

To limit acquisition risks, the Ipsos group has put in place a specific process for monitoring its acquisitions and their integration:

(i) each acquisition project is reviewed by an acquisition review committee, which meets on a monthly basis to review the feasibility of each acquisition and any potential issues surrounding the project, (ii) each acquisition project is reviewed by the Board of Directors of Ipsos SA for approval, and (iii) during the acquisition process, the Ipsos group works with specialist advisors.

In evaluating a potential acquisition target, the Ipsos group places particular emphasis on preparing for the acquisition's integration into the Group and analysing the target's compatibility with the Group's culture. For middle-sized acquisitions, primarily regional ones, the regional management teams are responsible for organising and supervising a successful integration in coordination with the corporate teams. Also, for all acquisitions, a follow-up process of contractual commitments has been put in place centrally.

Regarding the acquisition of Synovate, there were various disagreements between Ipsos and Aegis, notably over the acquisition price. However, the proceedings – which were settled on 10 February 2016 (for details of this settlement, see Note 4.4 to Ipsos' consolidated financial statements for the year ended 31 December 2016) – did not undermine the relevance of the Synovate acquisition, nor our positive assessment of the Better Ipsos combination plan, implemented by the Ipsos and Synovate teams in recent years.

4.1.8. Risks linked to technological changes

Certain market segments in which the Ipsos group operates are highly competitive. The Ipsos group's continued success will depend on its ability to enhance the effectiveness and reliability of its services in such segments. The Ipsos group could encounter difficulties that might delay or prevent the successful development, launch or marketing of new services and could also bear costs higher than expected should its services and infrastructures need to be adapted to any such technological changes at a quicker pace than planned.

In order to prevent such risk, the Ipsos group dedicates significant resources to the research and development of innovative methods and solutions for its surveys. Ipsos continues to explore and develop new methods and solutions for surveys using the study of neurosciences and the exploitation of information through social networks or new digital technologies.

In 2012, Ipsos established the Ipsos Science Centre, with a view to conducting analytical R&D and expanding Ipsos' technical offerings, providing value-added analytical services and consultation directly to clients (particularly Big Data analysis) (for more information on these innovations, see section 6 of the Reference document). Based in Cape Town, South Africa, Ipsos Group Laboratories carries out product research for the Group's various business lines.

Lastly, one of the key elements of The New Way multi-year programme aimed to transform the Ipsos organisational structure to ensure it can develop, market and sell new services, while maintaining a high level of performance for its clients.

One of the main objectives of the new Total Understanding project, which will be implemented between 2018 and

2020, will be to simplify all service offerings, particularly in line with technological and scientific developments.

4.1.9. Risk linked to information systems

The operations of the Ipsos group are heavily reliant on information systems. Any malfunctioning of the information systems of the Group may have negative consequences (loss of the results of a survey, inability to access databases, etc.). In practice, the Group aims to limit this risk by using off-the-shelf systems and software that are dispatched over several locations, and by implementing back-up procedures and replications of crucial databases. If a problem occurs concerning a particular system or site, the Ipsos group has procedures in place to transfer operations to other sites.

The Ipsos group network uses security equipment from first-tier suppliers based on Cisco technologies. This equipment ensures that our network remains coherent and minimises the risks of intrusion. The majority of our sites are hooked up to the Ipsos group data centre using encrypted communications protocols over the Internet based on VPN technology (Virtual Private Network). This is currently being expanded to all the Ipsos group companies worldwide.

The Ipsos group has introduced a policy of automatic security and antivirus software updates on all its computers. In addition, each Internet access point at Ipsos group sites is protected by a firewall.

4.1.10. Risk of reputation

Given its international presence and visibility, the Ipsos group is exposed to attacks of various natures against its reputation, notably through communication means such as the Internet or social networks – the occurrence of which may have an adverse effect on its financial situation and profitability.

In order to limit such risk, the Group raises its employees' awareness through the dissemination of its principles and values (e.g., the Green Book - the Ipsos professional code of conduct), its communication rules (in particular on Internet and social networks), and also implements a watch plan. In addition, the Ipsos group launched a whistle-blowing System in early 2013. This system, which is in line with the standards set out in the Green Book, makes it possible for any employee of the Group to report any ethical, risk or behavioural problems that may significantly affect the commercial activity of Ipsos or that are fraudulent in nature.

4.2. Legal and regulatory risks

4.2.1. Risks relating to the regulations applicable to the activity

All of the Ipsos group companies are exclusively dedicated to market research or ancillary operations or to its underlying operations. Its teams have a detailed knowledge of the laws and regulations applicable to market research, particularly concerning data protection and the dissemination of opinion polls. Ipsos group companies take the utmost care when processing personal data, which is done in strict compliance with the relevant laws and regulations. To satisfy the new regulatory requirements under Regulation (EU) 2016/679 (the General Data Protection Regulation, or "GDPR" for short), which will enter into force throughout the European Economic Area on 25 May 2018, Ipsos embarked on a major programme to update its internal policies and procedures in 2017. Furthermore, Ipsos has always applied the ICC/ESOMAR International Code on Market, Opinion and Social Research and Data Analytics, which sets out the principles for the protection of respondents.

However, there is no guarantee that the procedures put in place by Group companies will always protect them against infringements of applicable legislation.

In the future, the Ipsos group businesses could also be affected by the introduction of privacy legislation, similar to the legislation allowing consumers to protect themselves against unsolicited telemarketing. Legislation relating to unsolicited telemarketing calls has, in particular, been introduced in the United States, Canada and Australia (Do Not Call List) and in most European countries. In other countries, existing legislation tends to be interpreted narrowly by courts. Similar rules exist concerning unsolicited e-mails (spam). While in general these telemarketing regulations do not cover market research, new laws or regulations or a change of interpretation of the existing laws and regulations by courts could extend this system to market research. In the event that such regulations are extended to market research, there could be a negative impact on the operating profit of the Ipsos group.

Historically, the impact of such regulations on Ipsos group activity has not been material.

4.2.2. Risk of change in employment law

The Ipsos group employs a large number of temporary workers to administer its questionnaires. In some countries, depending on the local employment legislation, such staff may be considered employees. In a number of countries where the Ipsos group is active, there is a trend towards providing more protection for temporary staff as a result of employment law or its interpretation. This exposes the Group to two risks:

- a legal risk if the Group does not offer its temporary workers the same benefits it currently provides to permanent employees, which would place it in a position of defying the law;
- a financial risk if the Group were unable to pass on any increase in labour costs caused by such developments. The Ipsos group believes that this risk should be kept in perspective since it applies to the entire industry and, therefore, does not affect the Group's competitive position.

In order to anticipate and limit such risk, the local teams of the Ipsos group are in charge of monitoring the relevant legislation and anticipating its evolution. Moreover, once a year, as at 31 December, a report on existing and threatened litigation is sent to the finance and legal teams of the Ipsos group (see Paragraph 4.2.3 "Risks relating to pending litigation" of this Reference document).

4.2.3. Risks relating to pending litigation

Ipsos is not in a significant procedure or litigation as it's mentioned in the note 6.4.4 consolidated financial statements of Ipsos for the financial year ended 31 December 2017. See also the notes 4.4 and 5.10 in the consolidated financial statements for the financial year ended 31 December 2017. (found in paragraph 20.2 of this Reference document).

For the period running from 1 January 2017 until the current date, Ipsos group has no knowledge of any other litigation or governmental, judicial or arbitration proceedings concerning it (nor any threat of such proceedings) that may have or has recently had any material effect on the financial situation or profitability of Ipsos SA and/or the Ipsos group.

We cannot guarantee that no new claims or litigation may emerge as a result of circumstances or facts that are not known and whose risk is not determinable or quantifiable as of the date of this Reference document. Such proceedings may have an adverse effect on the financial situation or profitability of Ipsos SA and/or the Ipsos group.

4.3. Market risks

4.3.1. Interest rate risk

Ipsos' exposure to risk arising from changes in market interest rates relates to its long-term debt. The Group's policy is to manage interest expenses by using a combination of fixed and floating rate borrowings.

Around 61,5% of the €600 million in gross bank borrowings at 31 December 2017 (excluding accrued interest and the fair value of derivative instruments) was floating rate loans (after taking into account swap contracts and tunnels). A 1% increase in short-term interest rates would have a €3.7 million negative impact on the Group's financial expense for the financial year 2017.

In September 2010, interest rate swap contracts were implemented as part of the US bond issue conducted by the Group.

In July 2012, interest rate swap contracts were implemented within the framework of the syndicated loan agreement dated 2011. In April 2014, interest rate swap contracts were implemented within the framework of the syndicated loan agreement dated 2013. The management of interest rate risk is centralised at the headquarters of the Group under the responsibility of the Group Treasurer.

For more details on interest rate risk, refer to Note 6.2.1 to the consolidated financial statements of Ipsos for the financial year ended 31 December 2017 (Part 20.2 of this Reference document).

4.3.2. Exchange rate risk

The Group has little exposure to transaction-related exchange rate risk, since its subsidiaries almost always invoice in their local currency, and since operating costs are also denominated in the local currency. As a result, the Group does not usually hedge its exchange rate exposure. The transactional exchange rate risk for the Ipsos group is limited primarily to trademark licence royalties and payments for services or technical assistance charged by Ipsos SA or Ipsos group GIE to subsidiaries in local currencies.

However, because of the expansion of its international activities, a substantial and growing portion of the revenue of Ipsos group (84% of revenue) and its operating charges is generated in currencies other than the euro. Changes in exchange rates can thus have a negative impact on the financial position of Ipsos group and its operating income over the course of a given year and can make it difficult to compare financial statements from one year to the next.

However, the Ipsos group tries, whenever possible, to have a percentage breakdown between cash equivalent denominated in foreign currency and financing denominated in foreign currency, while these fluctuated in the same proportions.

For more information on the exposure to the exchange rate risk, please refer to Note 6.2.2 to the consolidated financial statements of Ipsos for the financial year ended 31 December 2017 (Part 20.2 of this Reference document).

4.3.3. Liquidity risk

The Group's objective is to manage its financing in order to have less than 20% of borrowings maturing within one year. The Group is committed to attaining certain financial ratios. As at 31 December 2016 and 31 December 2017, the Group fulfilled these commitments.

For more details on the Group's financial debt as of 31 December 2017, please refer to Note 5.9 to the consolidated financial statements of Ipsos for the financial year ended 31 December 2017 (Part 20.2 of this Reference document).

The Company has made a specific review of its liquidity risk and it considers that it is able to pay its debts when it may fall due.

For more details on liquidity risk exposure, refer to Note 6.2.5 to the consolidated financial statements of Ipsos for the financial year ended 31 December 2017 (Part 20.2 of this Reference document).

4.3.4. Counterparty risk

The counterparty risk and the system used to manage this risk are described in Notes 6.2.3 and 6.2.4 to the consolidated financial statements of Ipsos for the financial year ended 31 December 2017 (Part 20.2 of this Reference document).

4.3.5. Equity risk

With the exception of Ipsos treasury shares[1], Ipsos group does not hold, as of the date of this management report, any interests in listed companies. Consequently, Ipsos group believes that it is not subject to any risk in relation to shares of listed companies.

Additionally, Ipsos SA has granted share subscription options and bonus shares to its employees and directors of the Group. As at 31 December 2017, outstanding options not yet exercised could result in the subscription of up to 953,206 shares at an exercise price of €24.63 per share. Vested bonus shares represent a maximum of 814,019 shares. If some or all of those shares were to be sold on the market over a short period of time – which is unlikely given that the stock options can be exercised until 2020 – the price of Ipsos group shares could fall if the market were unable to absorb those shares at the market price. For more information on the maximum potential dilution, please refer to Paragraph 21.1.4.2.3 of this Reference document.

4.4. Risks relating to the possible depreciation of goodwill

External growth operations such as the acquisition of Synovate are treated as business combinations and lead to the recognition of goodwill (for more information on goodwill and the sensitivity of values in use, please refer to Note 5.1 to Ipsos' consolidated financial statements for the financial year ended 31 December 2017, in paragraph 20.2 of this Reference document).

Pursuant to IFRS, goodwill is not amortised but subject to impairment testing at least once a year and whenever there is an indication of a potential impairment. If the recoverable amount is less than the book value, loss of goodwill is recorded as impairment, in particular in the occurrence of events or circumstances including a material adverse change of a lasting nature that affects the economic environment or assumptions or objectives held at the acquisition date.

The Company cannot guarantee that events or adverse circumstances will not occur in the future that might lead to a review of the book value of goodwill and impairment losses being recorded that could have significant adverse effects on the Group's revenues.

In addition, goodwill is allocated to cash generating units identified within the Group as part of impairment testing. Subsequent changes in the Group's organisation or amendments to IFRS could also lead to impairment losses and have a negative impact on the Group's revenues.

4.5. Financial risks related to climate change

Given the nature of its activities, Ipsos has not identified any material financial risks related to the effects of climate change.

Considering the importance of digital technology, major climatic events (e.g. typhoons, cyclones, floods, etc.) could

[1] As at 31 December 2017, Ipsos group held 1,350,841 of its treasury shares, of which 16,857 are under a liquidity agreement entered into with BP2S – Exane. For more information on the use of the liquidity agreement, please refer to paragraph 21.1.3 of this Reference document.

disrupt the operation of some office equipment or IT systems. However, the Group is committed to ensuring that its backup systems are effective and that it is able to maintain continuity of service through year-round testing and monitoring.

The Executive Management and the Board of Directors also ensure that all the necessary actions to reduce the Group's carbon footprint are implemented globally, in particular by reducing business travel and encouraging online meetings (See Chairman's message and paragraphs 8.10 and 8.16 of this Reference document).

4.6. Insurance

Ipsos group activity generates no industrial or environmental risks. Moreover, as explained in Paragraph 4.1.8 of this Reference document, in terms of information systems, risk coverage goes primarily through the distribution of activity across multiple sites, setting up backup systems and security.

Ipsos SA has taken out insurance coverage for directors and officers to insure the Ipsos group and its officers and directors against damage resulting from the professional misconduct of officers or directors of Group companies in the exercise of their duties.

Other than the insurance policies and internal programme set forth above, there are currently no centralised or global insurance programmes or policies.

Group companies locally subscribe to compulsory insurance and other insurance policies customary in the countries and markets in which they operate. Insurance policies and coverage amounts are regularly reviewed in light of developments in the business of a specific company and/or the risks faced by that company. Certain Group companies, especially those operating in key countries, have insurance policies that provide the following types of coverage: business liability, professional liability, premises, computer hardware, and operating losses.

5. Information about the issuer

5.1. History and evolution of the Company

5.1.1. Company name

Ipsos

5.1.2. Registration of the issuer

The Company is listed on the Paris Trade and Companies Register under the following number 304 555 634 RCS Paris (Code APE 7010Z – Holding company activities).

5.1.3. Date of incorporation

The Company was incorporated on 14 November 1975, for a period of 99 years from the date of its first registration in the Trade and Companies Register, barring early dissolution or extension.

5.1.4. Registered office/Legal structure

Head office: 35 rue du Val de Marne – 75013 Paris.

Tel.: +33 1 41 98 90 00.

Legal form: Société anonyme (French public limited company) with a Board of Directors, governed by Book II of the French Commercial Code.

5.1.5. Significant events in the development of Ipsos activities

Ipsos has a strong presence in all of the major markets. With operations in 89 countries, Ipsos currently has 16,664 employees working with over 5,000 clients worldwide. Its 2017 consolidated revenue stood at €1,780.5 million.

In July 2014, Ipsos decided to launch the New Way programme for the 2015-2017 period. It was Ipsos' response to major technological changes which have created a more volatile, competitive and fragmented environment for its clients. Its ambition is to make Ipsos the preferred partner in its clients' transformation. Ipsos has renewed its market approach, organisation, tools and offerings with 17 New Services that are in line with the 4S's (Security, Simplicity, Speed, Substance). Ipsos has adopted a new signature to symbolise its intention: GAME CHANGERS.

The New Way programme is a success. The New Way has given rise to New Services, which are classified into four categories: measuring differently, having the data in real time, analysing big data and offering client support-based services. New Services' portion of revenue almost doubled over the 2015-2017 period. The growth of New Services accounts for all of the Group's organic growth over the same period.

Because client needs continue to evolve, Ipsos decided to launch the Total Understanding project to work on the offering and structure it into a large number of Service Lines. With this project, Ipsos aims to be its clients' partner in understand the Company, markets and people: this is Total Understanding.

All Services sold by Ipsos are grouped into Service Lines that must be competitive in their market segment and can be combined in response to questions that clients may have about their business. Emphasis will be placed on 4 Service Lines that together prove that Ipsos is the specialist in Total Understanding.

With the Total Understanding project, Ipsos reaffirms its advantages:

- **Science**

Ipsos applies science to better understand individuals, whether they are consumers, clients, citizens or employees.

- **Technology**

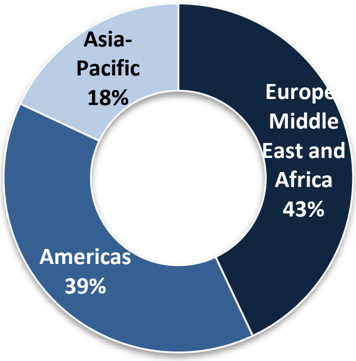
Ipsos uses the latest technologies to process all types of data and provide clients with speed and efficiency.

- **Know-How**

With its 42-year history, presence in 89 countries and 200 cities and 5,000 clients, Ipsos' know-how is unquestionable. In addition, Ipsos is an independent and therefore neutral company.

- **Teams**

Ipsos' 16,664 Ipsos employees adhere to the five values that have been redefined in the New Way program (Integrity, Curiosity, Collaboration, Client First, and Entrepreneurial Spirit). Ipsos' multicultural teams are trained in the latest knowledge and expertise. Ipsos has many assets that attract new talent.



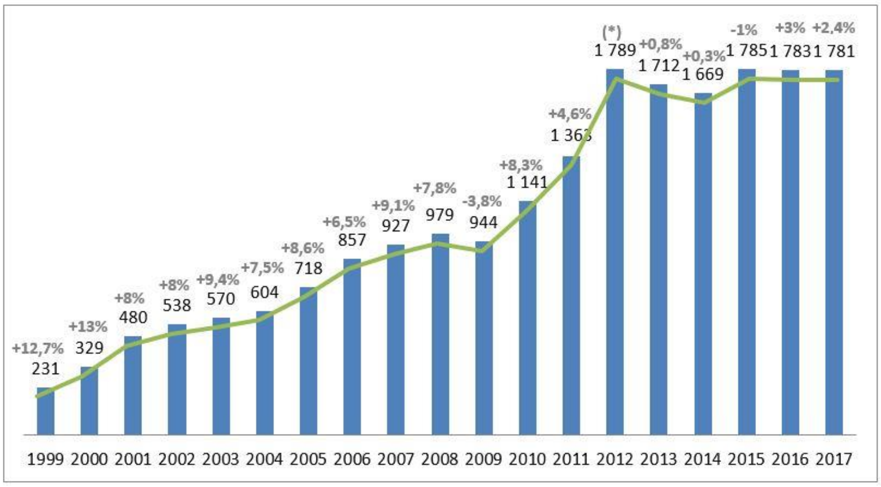
Contribution to the consolidated revenues by region

In millions of euros	2017	2016	Change 2017/2016	Organic growth
Europe, Middle East and Africa	767.6	760.3	1%	3.5%
Americas	688.5	711.3	-3.2%	-0.5%
Asia-Pacific	324.4	311.1	4.3%	6.5%
Full-year revenues	**1,780.5**	**1,782.7**	**-0.1%**	**2.4%**

Contribution to the operating profit by region*

In thousand euros	2017	2016	2015
Operating profit Europe, Middle East and Africa	71,861	66,069	86,097
Operating profit Americas	84,331	92,764	78,393
Operating profit Asia-Pacific	30,353	26,960	21,353
Operating profit Other	(4,269)	(5,713)	-7,627
Total operating profit	**182,275**	**180,080**	**178,215**

*Operating margin is calculated by subtracting from the turnover external direct costs related to the execution of contracts, payroll, general operating expenses and other operating income and expenses.



* For the first nine months of 2012, it was not possible to calculate organic growth for Ipsos's former scope of consolidation, as some existing or new services were covered by different legal entities as at 1 January 2012 included in Ipsos's former scope or the former scope of Synovate, depending on the type of contract.

Ipsos has always been different

Ipsos was founded in 1975 in Paris by Didier Truchot, who brought a fresh approach to the research industry. His objective was to offer clients high quality information with significant added value, i.e. information that is both thorough and reliable, along with immediately actionable explanations and advice.

Rapid development

In the 1980's, the Company had a period of growth. The start of this period coincided with the arrival of Jean-Marc Lech, formerly Chairman of IFOP.

The Company benefited from the tremendous boom of the French communication sector in the 1980s. The advertising industry was buoyant, the professional press (economic and trade publications) developed, and the period of alternating governments was accompanied by the emergence of political communication and politicians' growing awareness of the challenges of managing their public image.
Ipsos quickly acquired a reputation for excellence, particularly in the media, advertising research, public opinion and social research fields. In 1989, Ipsos achieved revenue of 100 million francs (€15 million) and was the fifth largest company in the French market, behind Nielsen, Secodip, Sofres and BVA.
Nevertheless, large multinational groups, keen to expand to all large markets, wanted to work with the same research company worldwide in order to have consistent and comparable data from one country to the next. Ipsos' management understood this development and therefore decided to expand beyond France in order to meet its clients' needs abroad.

Expansion in Europe

In the early 1990s, Ipsos established itself in major European countries (Southern Europe, Germany, United Kingdom). The companies approached by Ipsos had to be prepared to sell all their capital, since Ipsos's objective was to set up a truly integrated Group; the target companies had to be major players in their markets (i.e., in the top three or four), and the management had to understand and endorse Ipsos's strategic plan. The takeovers were friendly, with managers expected to stay at the helm of the new subsidiaries. Finally, the company's research activity had to be related to at least one of the Group's main areas of research.

The Group expanded rapidly, which required large amounts of capital and an increase in the Group's equity base. Up to that point, Ipsos had been two-thirds owned by the Co-Chairmen and one-third by its managers. However, in July 1992 it brought in several financial investors, replaced in September 1997 by the Artemis group (François Pinault), through its Kurun fund, and the Amstar fund (Walter Butler).

Formation of a world-class Group and IPO

In 1999, to gain access to the resources needed to build a global Group whilst also retaining its independence, Ipsos decided to list its shares on the stock market.
Its listing on the Nouveau Marché of the Paris Stock Exchange was carried out successfully on 1 July 1999.
In total, 2,539,533 Ipsos shares were issued at a price of €33.50 (prior to the division by four of the par value on 4 July 2006), through a guaranteed placement. The operation was oversubscribed 12.6 times. The success of this transaction strengthened the Group's position with its major international clients and competitors that were already listed.
Ipsos is now listed on Euronext SBF 120 (Compartment A).

Ipsos steps up its acquisition policy in all major markets

Ipsos has specified its acquisition policy. Its aim is to enlarge its areas of expertise and enhance its geographical coverage across all of the major as well as emerging or developing markets, such as the Asia-Pacific region, Latin America, Eastern Europe and Africa. Ipsos therefore carries out targeted acquisitions, based on developments in the research market highlighting new business segments, and technological developments leading to changes in the business and requiring heavy investment.

From 2000 onwards, the performance of Ipsos was characterised by a combination of strong organic growth and a stepping up of the Group's acquisitions policy. Ipsos made 12 acquisitions in North America, including Angus Reid, No. 1 in Canada; 12 acquisitions in Western Europe, including MORI, the leader in social research and opinion polling in the UK; 10 in Latin America, and 8 in the Middle East. In these last two regions, Ipsos became the market leader in survey-based research.

Finally, in the Asia-Pacific region, Ipsos made 12 acquisitions and established solid positions in China, South-East Asia, Japan and South Korea. In 2010, Ipsos made a major acquisition by purchasing OTX in the United States, thus strengthening Ipsos' expertise in online research and social networks. Moreover, Ipsos acquired Apeme in Portugal and opened two offices in Malaysia and Nigeria.

Synovate acquisition

In 2011, Ipsos acquired Synovate, the Aegis group's market research branch. The Group thus consolidated its position in the Market Research market, making it No. 3. This acquisition – the largest ever made by Ipsos – has enabled it to increase its presence in the Asia-Pacific region, North America and Northern Europe in particular, in both the main developed markets and emerging markets. The integration of Synovate's highly qualified staff has also enabled the Group to enlarge its intellectual and commercial offering and add new areas of expertise to its portfolio, such as the healthcare sector.

2012 was a year of stabilisation, during which the teams at Ipsos and Synovate learned to work together in order to create a larger Group with a broader skills base covering more fields. Because of this stabilisation stage, the rate of acquisitions has slowed down. However, a new office was opened in Kazakhstan in November 2012.

In 2013, Ipsos bought Herrarte in El Salvador, also operating in Honduras and Nicaragua. In Ecuador we also have another company, Consultor Apoyo, which was consolidated late in 2013.
In 2014, Ipsos acquired Market Watch, a leading research company based in Israel.

In July 2015, Ipsos acquired RDA group, thereby consolidating its leadership in quality monitoring for the automotive industry. Based in the United States, the RDA group is a global provider of quality measurement and customer satisfaction research on behalf of the world's major automotive manufacturers.

Since December 2017, Ipsos has had a presence in 89 countries since it opened a new office in Senegal.

External growth operations

North America
ASI, USA (1998)
Angus Reid, Canada, USA (2000)
Tandemar, Canada (2000)
NPD (Marketing Research Division), USA, Canada (2001)
Riehle Research, USA (2001)
AC Nielsen Vantis, USA (2002)
Marketing Metrics, USA (2003)
Descarie & Complices, Canada (2005)
Shifrin Research, USA (2005)
Understanding UnLtd, USA (2005)
Camelford Graham, Canada (2006)
Monroe Mendelsohn, USA (2008)
Forward Research, USA (2008)
OTX, USA (2010)
RDA, USA (2015)

Asia-Pacific
Marketing for Change, Australia (1999)
Link Survey, China (2000)
Novaction, Japan, Australia (2001)
Feng & Associates Marketing Services, China (2002)
Partner Market Research, Taiwan (2003)
NCS Pearson, Australia (2003)
The Mackay Report, Australia (2003)
TQA Research, Australia (2004)
Japan Statistics and Research Co Ltd, Japan (2004)
Active Insights, Korea (2004)
Guangdong General Marketing Research Company Ltd, China (2005)
Creation of an Ipsos office in the Philippines (2005)
Joint-Venture in Thailand (2005)
Indica Research, India (2007)
Eureka, Australia (2007)
Joint-Venture in Indonesia (2008)
B-Thinking, China (2008)
Creation of an office in Malaysia (2010)
CBI, Vietnam (2011)

Central and Eastern Europe, Middle East and Africa
Szonda, Hungary (1990)
Stat, Lebanon (1993) and creation of Ipsos Stat in Jordan and the Gulf countries (2001)
Demoskop, Poland (2001)
New Media Research, Romania (2002)
F. Squared, Russia, Poland, Ukraine (2002)
Tambor Market Research & Consulting, Czech Republic Slovakia (2006)
IMI (Research Division), Egypt (2006)
IDRS, Iraq (2006)
KMG Research, Turkey (2007)
Markinor, South Africa (2007)
Strategic Puls, Serbia, Croatia, Slovenia, Albania, Bosnia Herzegovina, Macedonia, Montenegro (2008)
Creation of an office in Morocco (2009)
Creation of an office in Nigeria (2010)
Creation of an office in Kenya (2011)
Creation of an office in Pakistan (2011)
Creation of an office in Kazakhstan (2012)
Market Watch, Israel (2014)
Creation of an office in Austria (2016)
Creation of an office in Senegal (2017)

Latin America
Metrica, Argentina (1996)
Novaction, Argentina, Brazil, Mexico (1997)
Bimsa, Mexico (2000)
Search Marketing, Chile (2001)
Mora y Araujo, Argentina (2001)
Marplan, Brazil (2001)
Creation of an office Ipsos ASI Andina, Colombia (2002)
Creation of an office in Venezuela (2002)
Hispania Research Corporation, Puerto Rico, Panama, Costa Rica (2004)
Napoleon Franco, Colombia (2005)
Apoyo Opinion y Mercado, Peru (2006)
Livra, Argentina (2008)
Alfacom, Brazil (2008)
Punto de Vista, Chile (2009)
Observer, Argentina (2010)
TMG, Panama & Guatemala (2011)
Herrarte, El Salvador (2013)
Servicios Ecuatorianos Aticos, Ecuador (2014)

Western Europe
RSL Research Services Ltd, United Kingdom (1991)
Makrotest, Italy (1991)
GFM-GETAS, Germany (1992)
ECO Consulting, Spain (1992)
Insight, France, Belgium (1993)
WBA, Germany (1993)
Explorer, Italy (1993)
Creation of an Ipsos office in Portugal (1995)
Research in Focus, United Kingdom (2000)
Médiangles, France (2000)
Novaction, France (2001), Italy, Germany (2005)
Imri, Sweden (2002)
Eureka Marknadsfakta, Sweden (2002)
Intervjubolaget, Sweden (2002)
Sample-INRA, Germany, Spain (2002)
INA, Belgium (2003)
MORI, United Kingdom, Ireland (2005)
ResearchPartner, Norway (2007)
MRBI, Ireland (2009)
Apeme, Portugal (2010)
Espaces TV, France (2011)

5.2. Investments

5.2.1. Main Investments

The amount of consolidated investments in material, titles or activities over the past three years is as follows:

In millions of euros	2017	2016	2015
Property, plant and equipment	8.9	9.8	16.4
Intangible fixed assets	8.3	5.5	3.5
Research and development costs	2.9	3.2	3.7
A -Total investment in equipment	**20.1**	**18.5**	**23.6**
Securities and consolidated activities	15.0	9.4	50
B -Total investment in securities and consolidated activities	**15.0**	**9.4**	**50**
C -Total investment: A + B	**35.1**	**27.9**	**73.6**

Tangible fixed assets consist primarily of computer hardware and fixtures. Ipsos has a global infrastructure (telecommunications, networks, security equipment, servers, data centres, personal computers and handheld devices), which supports the daily work-related activities of staff, as well as communication and exchanges of information between the various companies, employees and clients. The infrastructure plays a key role in the integration of acquired companies and guarantees the fluidity of information within the wider business.

Intangible assets consist mainly of off-the-shelf software, as well as applications developed specifically for Ipsos, as the survey methods and technologies specific to Ipsos' business require the use of standard and specialised software and hardware suitable for the Group's needs.

Ipsos also develops its own software used by its researchers, some of which is sold to clients. Ipsos believes that this software adds substantial value to its research by enabling clients to import the data produced by Ipsos into their own management systems.

In terms of innovation, in 2018, we will continue to invest in our Mobile offerings, and in our work to integrate our systems to provide a single global platform. We have finalised the strategy to transform our IT Infrastructure in order to provide service delivery streams that will provide services that can be managed through our IT systems.

Ipsos regularly engages in external growth activities that result in investments in securities or consolidated activities. Investments made over the past three years are described in Chapter 20.2 (Note 2 – Changes in the scope of consolidation) of this Reference document.

Tangible and intangible assets are financed either from the Group's own resources or under finance lease agreements. Finance leases are restated in the Group's consolidated financial statements.

In 2016, Ipsos underwent a number of relocations and team consolidations, which made it possible to continue to improve the efficiency and delivery of services.

The plan to migrate platforms, applications and in-house systems to our private cloud, and, if required, the public cloud is under way, and across Ipsos this will create a more flexible, robust and progressive infrastructure.

Investments made during the 2017 financial year, which were funded by cash, are described in paragraphs 6.1.2 "Cash relating to investing activities" and 6.1.3 "Cash relating to acquisitions and consolidated activities" in section 20.2 of this Reference document.

5.2.2. Main on-going investments

5.2.2.1. Acquisition-related commitments

Undertakings to purchase minority interests, deferred payments and earn-out payments recorded in other current and non-current liabilities at 31 December 2017 reach a total amount of €26.5 million. For more information on these undertakings, please refer to Note 6.4.3 of the consolidated financial statements in Section 20.2 of this reference document.

5.2.2.2. Information systems and IT

Ipsos consistently strives to develop and improve its products through innovative actions carried out by the specialisms in close cooperation with the IT teams. To this end, Ipsos strives to work collaboratively with software developers with a view to integrating additional features in standard programmes. The software development effort is either in-house or outsourced, but always carried out in cooperation between the IT teams and specialists, and in close liaison with teams in charge of operations to increase productivity of the Group's production systems. For more detail, please refer to Sections 4.1.8 and 4.1.9 relating to risks linked to technological changes and information systems of this Reference document.

5.2.2.3. Panels

Ipsos continuously invests in maintaining and building its online access panel (refer to Section 6.1.1.5 "Ipsos Interactive Services / Ipsos Operations" of this Reference document). The relatively high recruitment cost of panellists is capitalised when incurred, and consequently written off once the panellist leaves the panel. The steady cycle of joiners and leavers creates a continuous stream of cost amortisation and so the panel asset at any one time represents the value of the current pool of active panellists.

5.2.3. Main investments planned

As at 31 December 2017, no significant investments other than those mentioned in Note 6.4.3 "Acquisition-related commitments" of the consolidated financial statements in Section 20.2 of this Reference document have been the subject of a firm and definitive commitment with a third party.

During 2018 Ipsos will continue to make productivity improvements, harnessing the latest technological advances to maintain and improve the level of service and delivery it provides to clients and internal users. The work on harmonisation and integration of platforms continues, as does the implementation of technical platforms to support new software and enhance Ipsos' performance.

Innovation initiatives will continue to improve data collection methodologies. Panels are an important part of Ipsos' business, and the Group will seek to develop this further with continuing work on the consolidation of global panels. Further developments will be undertaken in specialised customer related databases to utilise technological advances and provide an improved offering to our clients.

5.3. Important tangible assets

The Group has rental agreements for all of the buildings it uses for its operations, including its head office, except for those located in Japan which has a carrying amount of €1.2 million and, since the acquisition of Synovate, of a building in Belgium with a carrying amount of €0.4 million and in Italy for €0.5 million. There is no significant expense in relation to these buildings. There are no links between the Group's various lessors and Directors and Officers of Ipsos SA.

5.4. Shareholding structure

Unlike the 2016 financial year, the Company's shareholder structure did not undergo any major changes in 2017.

In 2016, two major transactions detailed in the 2016 Reference document (see pages 25, 26, and 147 to 149) and summarized below had a significant impact on the distribution of share capital: the merger of LT Participations with Ipsos finalised on 29 December 2016, and the creation of Ipsos Partners at the end of September 2016.

Creation of Ipsos Partners - In late September 2016, 144 Ipsos mid-level and senior managers took part in the creation of Ipsos Partners SAS. This creation marks the culmination of a process initiated in early 2015 to continue the plan of the Group's Co-Chairmen, Didier Truchot, the Group's founder, and Jean-Marc Lech, his business partner who suddenly died in December 2014, to ensure the Group's independence and to encourage the transfer of their shares among the members of Ipsos Partners SAS rather than a transfer of assets that could have resulted in the sale of the Group. The amounts invested by the managers with Ipsos Partners allowed them to subscribe to a capital increase for DT & Partners, Didier Truchot's personal holding company.

Following the capital increase, Ipsos Partners holds 19% of the share capital and voting rights of DT & Partners.

Merger of LT Participations into Ipsos - The Extraordinary General Meetings of Ipsos and LT Participations, which were held on 29 December 2016, gave their respective 99.92% and 100.0% approvals of the proposed Merger between the two companies. The transaction was effective immediately.

As a result of the merger, DT & Partners, which controlled LT Participations, became the new main shareholder of Ipsos, and now holds approximately 9.91% of share capital and 10.08% of the voting rights of Ipsos as at 31 December 2016.

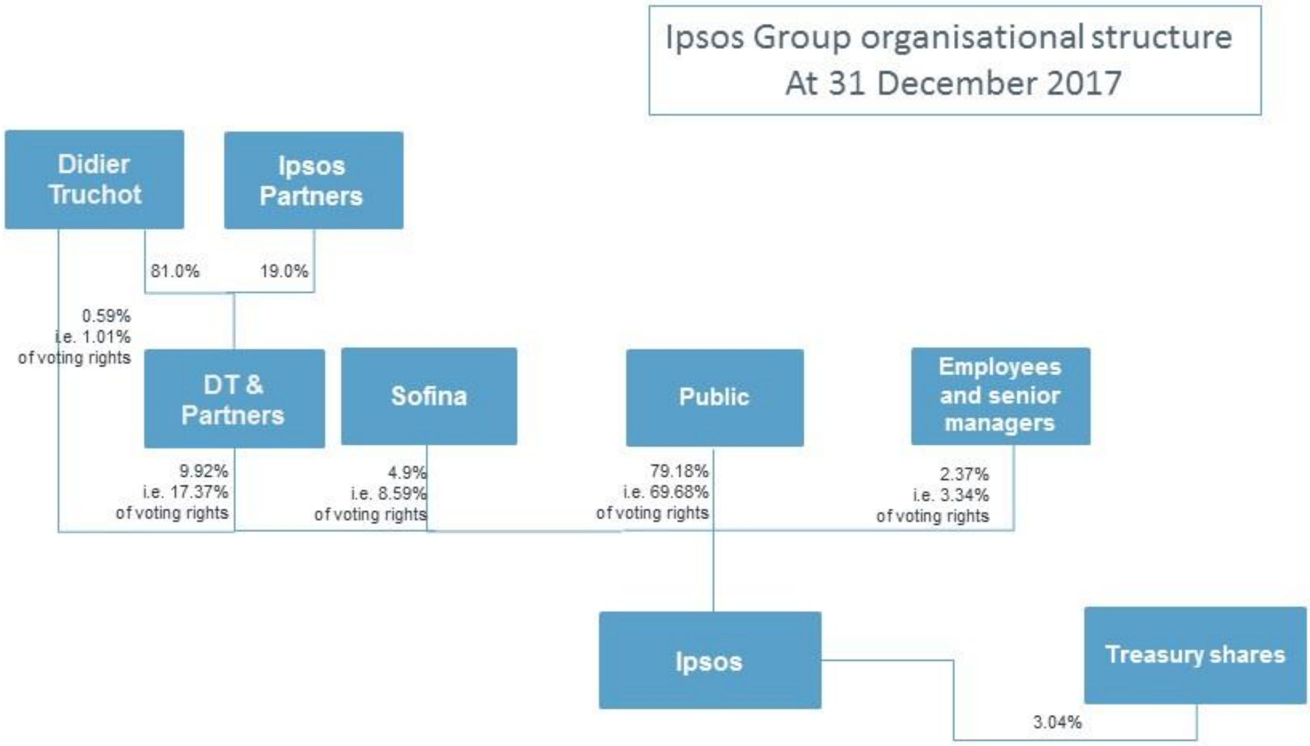
This transaction also gave the former shareholders of LT Participations direct access to the share capital of Ipsos, thus enabling them to benefit from any potential liquidity.

The completion of this merger, which had no impact on the consolidated shareholders' equity or the number of shares that comprise the share capital, streamlined Ipsos' shareholding structure by removing a non-essential layer and offering better market readability, to the benefit of all shareholders.

Divestment from FFP Invest - During the 2017 financial year, FFP Invest, one of the former shareholders of LT

Participations and financial partner of Ipsos, which supported the Group in the acquisition of Synovate in 2011, wanted to take advantage of the liquidity offered by the aforementioned merger and sell its 2.1% stake in Ipsos. As a result, the stake was sold on the market in the first half 2017, and the sale was finalised on 23 June 2017.

Changes in voting rights - In addition, another important event that occurred in 2017 involves changes in voting rights. As at 30 June 2017, former LT Participations shareholders who held double voting rights in that Company were given double voting rights for the Ipsos shares they were issued during the merger, in proportion to the quantity received that they still held in registered form as at that date. This was also the case for DT & Partners, whose voting rights at 31 December 2017 rose to 17.37%.

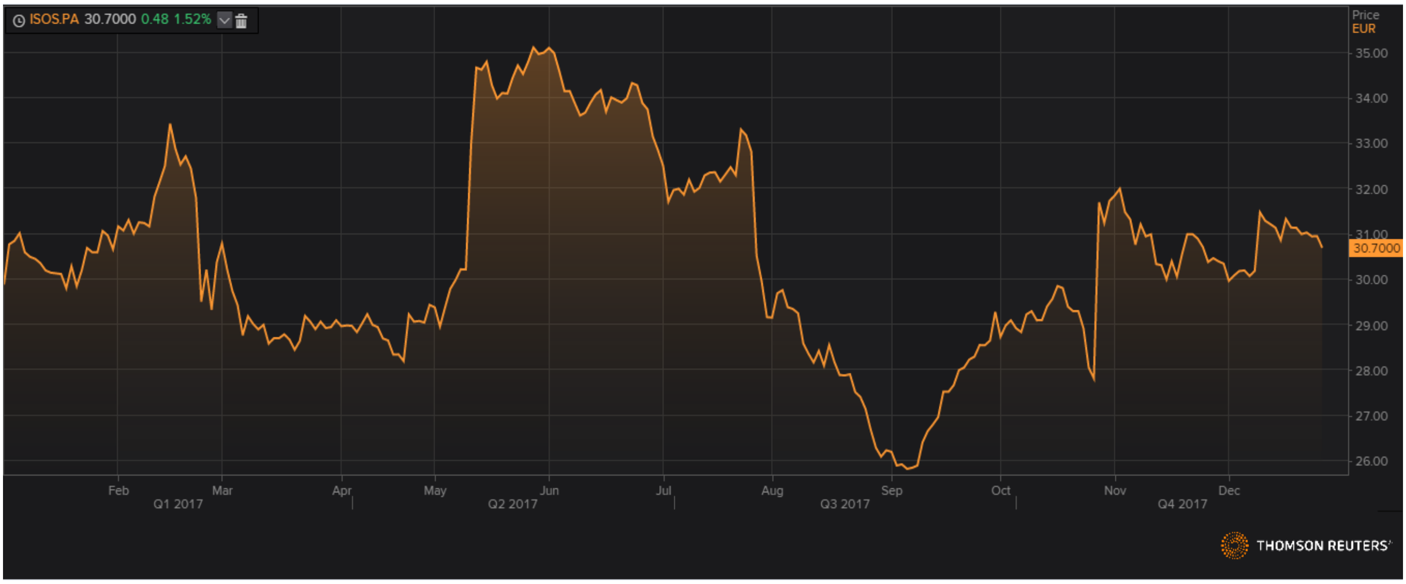


5.5. Evolution of the share price

Ipsos is listed on Euronext Paris on compartment A, with a market capitalisation of over 1 billion euros. It is part of the SBF 120 and the CAC Mid-60 index. The graph below illustrates the performance of the Ipsos SA share between 31 December 2016 and 31 December 2017.

Ratings

Ipsos is not rated by rating agencies.



6. Activities at a glance

6.1. Ipsos' activities

Ipsos' mission is to fulfil clients' greater need for accurate and relevant information which is easy to use.

Ipsos works with local clients but also with global clients willing to conduct multi-country research.

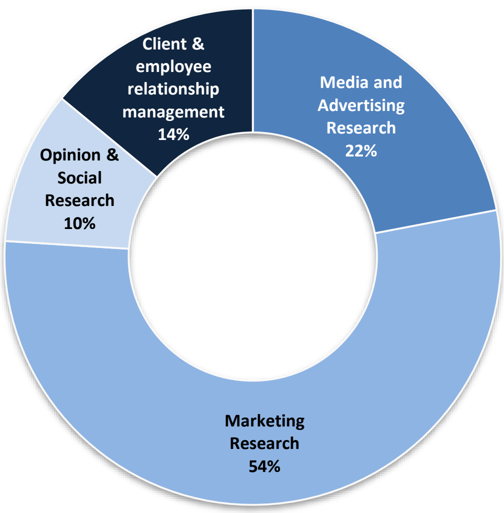
To this end, Ipsos uses all possible methods to access, sort analyse and interpret data. These include:

- methods that may be termed as active: qualitative, quantitative, online, mobile surveys, face-to-face or over the phone

- methods that may be termed as passive: these refer to data analysis with a large number of data already available on the internet (Big Data or Data analytics) and on social media. Other methods as neurosciences (Facial Coding for instance) are used

Ipsos has a panel with an active community of 3.8 million members. This panel gives the opportunity to conduct local and global research.

Irrespective of the method it chooses, Ipsos develops ways to access the data quickly by using customised dashboards to present and track real-time results. Furthermore, Ipsos has improved internal processes in order to shorten the timeline with services called "overnight services" (24-hour turnaround from the beginning to the delivery of the results).



Consolidated revenue by business line	2017	2016	Change 2017/2016	Organic growth
Media and Advertising Research	385.7	388.1	-0.6%	1.5%
Marketing Research	944.9	961.5	-1.7%	1%
Opinion & Social Research	189.1	177.2	6.7%	9%
Client and employee relationship management	260.8	255.9	1.9%	3.5%
Full-Year Revenues	**1,780.5**	**1,782.7**	**-0.1%**	**2.4%**

6.1.1. One business, 5 specialisations

6.1.1.1. Ipsos Connect: media and advertising research

Ipsos Connect focuses on helping clients understand brands, advertising and media in order to optimise their communication and its content, to build great campaigns and strengthen their brand success.

Mission:

- Help clients better embrace the modern complexity of the fragmentation of brand communications, advertising and media
- Identify and analyse the changing aspects in the marketing landscape for the clients: advertisers, brands and media owners
- Help clients manage strategy for brands, content, communications and media

Areas of expertise:

Audience measurement and optimisation
Ipsos Connect has developed audience measurement and optimisation solutions including 70 audience measurement programmes and a flagship service: MediaCell. These solutions provide critical information for advertisers needing to target their messages, to media owners pricing their advertising inventory and to the agencies that plan and buy media on behalf of advertisers.

Content and communications testing
Ipsos Connect helps clients by:

- Testing their content and communications to refine and optimise before launch

- Improving their communications campaigns with early stage communications research to empower the creation of multi-touchpoint and brand-building campaigns with relevant insights about how to allocate funds across paid touchpoints

Brands and communications performance and effectiveness
Ipsos Connect provides intelligent Brand and Communication tracking programmes leveraging survey, social and passive data to drive brand and communications strategy to help clients to make decisions with confidence that will drive brand growth and efficiency of creative across media.

Key facts:

Helping Brands Understand their Digital Communications Performance
Digital platforms have put users firmly in control, allowing them to skip, scroll or avoid advertising altogether. Ipsos Connect's latest innovation, Connect:Digital, developed in combination with Moat measurement, helps clients understand if their digital ads earn the right to be viewed and build brand desire.

Audience measurement for all types of media
Ipsos Connect's innovation "MediaCell" measures radio and television audiences leveraging the latest technologies in meters and mobile through passive data collection.

6.1.1.2. *Ipsos Marketing: Innovation & Brand Strategy*

Ipsos Marketing helps clients to define their marketing strategy, identify new opportunities, understand buying behaviour, develop brands, services and products and optimise the allocation of their marketing expenditures.

Ipsos Marketing includes several service lines:
1. MarketQuest (Market & Brand Growth)
2. InnoQuest (Innovation & Forecasting)
3. ProductQuest (Product & Pack Testing)
4. Path to Purchase
5. Ipsos UU (Qualitative)
6. Ipsos Healthcare (Healthcare)

1. MarketQuest

Mission:

- Uncover, size and prioritise growth opportunities in the market
- Identify innovation platforms
- Optimise clients' brand positioning
- Manage clients' brand portfolio

Area of expertise:

Understand people, brands and markets to drive business growth
MarketQuest helps clients build stronger brands. Its solutions are linked to business outcomes, through advanced analytics and activation workshops.

2. InnoQuest

Mission:
- Help clients to kick-start their innovation processes;
- Uncover deep consumer insights
- Quantify business potential

Areas of expertise:

Accelerate innovation and maximise the return on investment
InnoQuest offers end-to-end innovation and forecasting solutions, enabling clients to maximise the return on investment of their innovation initiatives and product research and development. Its expertise relies on innovative approaches, including overnight and device agnostic surveys, neuroscience.

3. ProductQuest

Mission:

Helping clients:
- Develop new products
- Improve existing products
- Maximise product's life and profitability
- Optimise their packaging

Area of expertise:

World's largest product testing advisor
ProductQuest tests 7,000+ products annually and has successfully launched 20,000+ products.
With unparalleled global reach, ProductQuest offer scalable solutions, robust simulators and flexible, innovative approaches from the earliest stages of exploration and optimisation through validation, benchmarking and cost savings.

4. Path to Purchase

Mission:
- Help clients develop winning strategies at point of sale
- Evaluate the touchpoints along the path to purchase and find out when, where and how to engage with shoppers
- Help clients understand the impact of e-commerce and digital information

Area of expertise:

Solutions adapted to the path to purchase and shopper
Ipsos offers an integrated set of Qualitative & Quantitative business solutions aligned to the shopper path to purchase. It delivers insights that are strongly connected to the shopper science of decision making, including emotional and non-conscious drivers.

5. *Ipsos UU*

Mission:
- Offer qualitative research expertise
- Get closer to people and their eco-system of influences
- Explore real life in real time

Area of expertise:

Connect clients to people's lives
With 1000 world-class researchers in over 80 countries, Ipsos UU is the world's leading qualitative community. Its expertise is to make sense of our increasingly complex and fragmented world by becoming closer to people, with HOT and COLD approaches allowing to research in the context of life, as it is being lived. Ipsos UU develops ethnography, social media listening, insight curation and activation workshops.

6. *Ipsos Healthcare*

Mission:

Helping clients throughout the brand lifecycle:
- Commercial Strategy
- Launch Excellence
- Performance Optimisation
- Patient Patient Journey

Area of expertise:

Inspiring better Healthcare
With 600 experts operating in over 40 countries, Ipsos Healthcare uses integrated approaches, therapeutic expertise and market knowledge to support clients throughout the brand lifecycle – from early-stage strategy, to launch, to performance optimisation.

6.1.1.3. Ipsos Public Affairs: Opinion and social research

Ipsos Public Affairs conducts research on public policy issues, on the evolution and behaviours of citizens and consumers, on client reputation and on public, elite stakeholder, corporate, and media opinion.

Mission:
- Help companies and institutions understand the evolutions, advance reputations, determine and pinpoint shifts in attitudes and opinions and enhance communications
- Conduct political opinion surveys and voting intention forecasts

Areas of expertise:

Reputation research
As the world's #1 reputation practice, Ipsos Public Affairs helps clients unlock the value of their reputation across stakeholder groups and around the world. Ipsos offer encompasses reputation tracking and benchmarking as well as crisis management, consulting, and syndicated (or semi-syndicated) studies. For business leaders who aspire to better decision-making in reputation, corporate communications and corporate policy development, the Ipsos Global Reputation Centre is the insight industry's most trusted source of specialist research and guidance. We guide our clients through on-going tracking and driver analysis, issues management, communication testing, CSR evaluation and equity flow analysis.

Social research
The Social Research Institute helps decision makers better understand the full range of public policy issues, the perceptions of citizens, public service users and other stakeholders, including employees, donors, health professionals and voters. We help design, monitor and evaluate the impact of public policy across all areas of government and not-for-profit activity.

Public opinion polling
Ipsos Public Affairs' specialist teams constantly survey the political climate around the world. They also produce voting intention forecasts, and take part in election-night media coverage in many countries, including: Australia, Canada, Colombia, France, Germany, Ireland, Italy, Malta, New Zealand, the Netherlands, Norway, Peru, Serbia, South Africa, Spain, Turkey, the UK, and the United States.

Ipsos Public Affairs maintains active partnerships with media and academic partners, and produces numerous analyses of current events. For instance, Ipsos Public Affairs is the media polling supplier to Reuters News, the world's leading source of intelligent information for businesses and professionals.

Key fact:

Perceptions are not reality: what the world gets wrong
In Dec 2017, Ipsos released the 4th edition of their "Perils of Perceptions" annual survey. The survey highlights the gap between perception and reality across 38 countries.

This annual campaign receives a phenomenal echo in scale and quality around the world: across the whole program, our report on SlideShare has been viewed around 4 million times, and generated more than 500 articles online and in print in more than 30 countries, including BBC News, Le Monde, and The Guardian.

Global data on social issues
In addition to releasing new topical data each month, Ipsos releases two regular major syndicated reports: The Ipsos Consumer Confidence Index (a comprehensive, monthly, measure of consumer attitudes in 24 countries regarding the current and future state of local economies, personal finances, savings, and confidence to make large investments), and What Worries the World (a bi-monthly examination of citizen opinion of country direction, and issues of most concern around the world).

6.1.1.4. Ipsos Loyalty: Client and employee research management

Ipsos Loyalty is the global leader in designing and delivering Customer Experience Management (CEM) programmes. It is the world's leading authority on optimising customer interaction, specialising in measuring, managing and improving how customers experience clients' businesses.

Mission:

- Help clients manage the experiences they deliver in a way that maximises the value of both customers and employees to their organisation with a focus on 3 areas: customer understanding, performance management and organisational alignment
- Invest in new approaches and products that help clients to not only meet their customers' expectations, but to anticipate and exceed them

Areas of expertise:

Customer Journey Mapping
Ideal Customer Experience (ICE) is Ipsos Loyalty's market-leading customer journey mapping solution, founded upon decades of research in neuroscience, psychology and social science. Using its own innovative tools, Ipsos Loyalty captures details of businesses' customers' experiences, attitudes and behaviours and provide distinctive, synthesised maps to guide customer experience improvement.

Customer Relationships Surveys
Ipsos Loyalty's Customer Relationship programmes evaluate the overall brand relationship strength and identify which parts of the overall customer experience need to be improved and which will provide the greatest return on investment.

Enterprise Feedback Management (EFM)
Ipsos Loyalty's Enterprise Feedback Management (EFM) service collects customer feedback and combines it with related data – from social media to operational metrics – providing real-time insight and predictive analysis tailored to individual roles in a client organisation. Its specialist team helps organisations to dive deeper into the data provided to implement real change in your customer experience strategy and enable employees to make a difference at every interaction.

> *Text Analytics, accelerating the insight generation process*
> Ipsos Loyalty's approach to Text Analytics combines advanced machine technology with deep analytical expertise. The capability is increasingly being deployed in real-time as part of Enterprise Feedback Management programmes and enables organisations to drive KPIs and business performance, providing alerts for key issues. This method helps organisations better listen to and act on the voice of the customer across multiple data sources.

Mystery Shopping
Ipsos Loyalty Mystery Shopping is a highly efficient way for business leaders to understand the customer experience, and obtain objective feedback on all customer touch-points. When used effectively, Mystery Shopping research can be a powerful performance management tool that creates awareness around important standards and initiatives while driving improved organisational behaviour.

Quality Management
Ipsos Loyalty offers deep-dive customer experience surveys and benchmark studies for automotive clients from sales experience at a dealer, after sales experience at a dealer and user experience of the vehicle.

Employee Experience Management
Ipsos Loyalty develops activation solutions to support clients' strategic business transformation, through the development of managerial practices and a consistent, inclusive organisational culture. Ipsos creates:

- programmes that assess, benchmark and develop the level of engagement of clients' employees and,
- solutions which help design an inspiring and relevant leadership style and empower managers.

Key fact:

Mystery shopping panels
Ipsos Loyalty Mystery Shopping has delivered double-digit growth for the past three years. It continuously operates in more than 100 countries, with some past projects covering close to 200 countries. It is the largest Mystery Shopping offer in the world.

6.1.1.5. Ipsos Interactive Services / Ipsos Operations

At the core of Ipsos' activities, Ipsos Interactive Services (online/mobile) and Ipsos Operations (offline) teams are under the same strategic leadership. This ensures the alignment across all data collection methods and brings the same values, expertise and consistency in all areas of delivery across the world.

This global scheme also extends to the topics of quality and innovation, together with a strong respondent-centric approach ensuring engagement across different population profiles, countries and programmes.

Ipsos has both the scale and the experience to deliver industry leading research with access to a great pool of respondents in both developed and developing markets addressing clients' needs in terms of any consumer target. It gives access to 150 countries, in North America, Europe, Latin America, Asia-Pacific, Middle East and Africa.

Ipsos Interactive Services is specialised in online and mobile data collection and runs more than 22 million online/mobile interviews per year in 100 countries. Ipsos Interactive Services offers integrated services and device agnostic solutions (online surveys adapted to laptops, smartphones and tablets screens) ensuring efficiency, speed, respondent engagement, large coverage and competitiveness. Ipsos develops the best customised approaches to address all clients' needs and employs online and mobile data collection techniques as an important improvement factor of survey methods through industry leading initiatives such as device agnostic research, programmatic sampling and digitally-enabled face-to-face interviewing.

Ipsos' online and mobile solutions give continuous access to people wherever they are, at home, on the go or in store. It allows Ipsos to go beyond traditional methods and get closer to consumers, assessing inputs and emotions:

- by collecting in-the-moment responses, visuals/ videos
- by enhancing survey responses with passive measurement

<u>Area of expertise:</u>

Access to respondents

Ipsos gives access to a pool of respondents through one of the most robust coverage in the world with an active community of 3.8 million members across 52 countries, giving access to over 2 million mobile users. Ipsos panellists are profiled on 200+ variables which provide access to the most specific targets. Ipsos also uses other respondent sources such as Online and Mobile Real time sampling which broadens reach and representativity, increasing sample capacity especially with targets which are normally more difficult to reach through panels.

Ipsos Operations is dedicated to collecting, processing and delivering offline quantitative survey data across all Ipsos markets.

<u>Areas of expertise:</u>

Face-to-face interviews (F2F) in home or in central location

Ipsos' global network of 15,000 face to face interviewers delivers Computer Assisted Personal Interviewing services and runs 12 million interviews per year in 100 countries: at home, in central locations, in places or work, on transport and via street or mall intercepts. Ipsos provides a full suite of in person interviewing services including data collection using random probability sampling and is able to reach niche sample groups not contactable by other means.

Ipsos has developed the solution "iField", a fully integrated scripting and field management platform that enables full control and visibility of fieldwork at sample point level. It integrates GPS tracking, voice recording, real time data checking and interview timing. iField helps delivery better data, faster, to clients and enriches the insights collected (video and audio records, photographs…). It allows Ipsos to bridge the digital and on-the-ground actual environment, enabling a joined-up perspective of what consumers are actually doing and thinking.

Telephone interviews, Computer Assisted Telephone Interviewing:

Ipsos' call centres offers to clients the opportunity to speak to random samples of consumers, senior business decision makers or clients' customers and employees. With 12 million interviews delivered annually in around 70 countries, Ipsos operates with a scale and expertise not found elsewhere in research.

Scripting and data processing centres of expertise

Ipsos ensures the simplification, the quality and the efficiency of the data processing requirements through:
- the deployment of expert teams in lower cost hubs on top of local teams
- the use of consistent database structures across geographies
- common platform strategy for data collection and processing across all data collection modes
- a workflow system that allows continuous monitoring and control of a project's progress

Ipsos Observer

Ipsos Observer specialises in survey management, data collection & delivery for clients. Ipsos Observer works with client, who have a need for high quality data but who already have their own in-house expertise to analyse and interpret the results. Ipsos Observer offers this service at market competitive rates, and in formats which allow clients to make decisions quickly and accurately. It enables our clients to gain direct access to Ipsos' extensive data collection capabilities in developed and developing markets. The combination of our operational assets and the teams' research expertise means our focus is always on recommending the most appropriate methodology to answer the key business questions on every project conducted.

Ipsos Observer offers a full range of data collection solutions to meet clients' needs, available locally and internationally and catering for all budgets.

- Field and Delivery using all data collection methods - online & mobile, face-to-face, telephone, post/mail and mixed-mode approaches when required.
- I-Instant, an online/mobile first overnight solution ensuring speed without compromising quality
- Omnibus Services using online & mobile, face-to-face and telephone, as well as sector specialist tools such as Navigator (for the automotive sector).
Custom panels building dedicated panels for specific clients giving them the ability to speak directly to their client segments.
- Smart delivery using powerful data processing capabilities, offering from standard to advanced data delivery options: dashboards, data visualisation, automated report etc.

6.1.2. Knowledge

Ipsos has a solid tradition of innovation expressed by new methodological developments and a range of products continuously renewed. Ipsos has three specialised business lines dedicated to innovation:

Laboratories
Science Centre
Neuro Behavioural Sciences

And one entity dedicated to knowledge sharing:

Knowledge Centre

6.1.2.1. Laboratories

Laboratories is a specialised business conducting Research & Development, deploying new products and improvements.

Mission:

- Conduct Research & Development from building automated reporting platforms that allow research executives to build rapidly strategic and insightful reports for their clients; to diving into Ipsos databases for insights on consumers that can be shared with clients
- Build competitive advantage for Ipsos
- Focus on products and intellectual property
- Secure cost efficiencies, uncompromise quality and value generation

6.1.2.2. Ipsos Science Centre

The Ipsos Science Centre develops and delivers industry leading Data Science analytic offerings leveraging advanced statistics, machine learning and computational modelling.

Missions:

Conducting analytic R&D and expanding Ipsos's technical offerings to identify and create new solutions for client questions.

- Transforming Ipsos offerings for greater competitive differentiation by enhancing traditional marketing science analytics and creating fundamentally new capabilities
- Creating new business opportunities, by entering new domains for Ipsos, more data science services are tapping client needs in additional business areas
- Executing world class and innovative analytics for clients by executing the Data Science solutions developed by the R&D team for complex client problems
- Providing enhanced value for clients through Data Science Analytics:
    - Machine Learning, Data Mining & Pattern Recognition
    - Computational Modelling and Simulation in the healthcare, automotive and tech sectors
    - Expansion in New Data Domains: Behavioural, Unstructured and Big Data Analysis including text and image, as well as behavioral and client databases

Major extensions of R&D work by the Ipsos Science Centre include its Bayesian network analysis, agent based modelling, data science segmentation methods, text and image analysis, data integration, fusion, and Big Data analytics.

6.1.2.3. Neuro Behavioural Sciences

The Neuro Behavioural Sciences provides scientific and applied expertise for understanding nonconscious and emotional reactions in context of how they influence consumer perceptions and decision making.

Mission:

- Develop methods and research solutions for measuring consumer reactions at the nonconscious and emotional level (e.g. Facial coding, Implicit Reaction Time, EEG, Biometrics, Eye Tracking, etc.)

- Application, piloting and validation of new methods, products, services and partnerships (including hardware, software, scientific and academic partners, validation, analytics, methodology, internal training, speeches and papers)
- Create new research offers and solutions to enhance the capabilities of clients to more comprehensively understand human behaviour, decision making and consumer response to all types of marketing elements

6.1.2.4. Knowledge Centre

Created as part of the New Way Programme, the Knowledge Centre is dedicated to defining, organising and sharing Ipsos' expertise with the teams and with the clients.

Mission:

- Bring together the best content created across Ipsos
- Develop the Ipsos' community of experts – acknowledged specialists in across the market research disciplines
- Create new, content which can be used by the client around the world – focusing on research approaches and clients' business challenges
- Internally: share this content with Ipsos teams, with a focus on encouraging collaboration and conversations
- Externally: develop a publications programme to put Ipsos' latest work in the limelight:
  - The Ipsos Encyclopedia, a comprehensive glossary of terms written by Ipsos' experts
  - A programme of edited thought leadership
  - Ipsos Update, a monthly review of the "Best of Ipsos"

6.1.3. Ipsos, client's partner

Ipsos serves over 5,000 clients around the world, including national and international companies and public bodies.

At a time of great change in market research, the expectations of these clients are evolving. As a leading research company Ipsos wants to define and shape the industry's responses to this changing set of needs.

The resources are considerable: Ipsos' services, expertise and capabilities are unsurpassed by any other research organisation. The mission is to use these resources to orchestrate and deliver a truly differentiated experience for Ipsos' global clients.

Working with global client organisations

Ipsos global clients have specific needs requiring a tailored approach. Thus, Ipsos has created two global programmes dedicated to a limited number of global clients.

These partner relationships help participate in the clients' business and create opportunity to set a true long-term partnership within the particular client organisation.

Selection criteria for the client programmes

The criteria are multi-faceted but they do fall into two broad areas: scale and predisposition.

• In terms of multi market scale: global clients who recognise the need for global suppliers; who already have scale in their current Ipsos turnover; who work with Ipsos around the world; who are prestigious organisations with whom we would want to be associated;
• In terms of predisposition: global clients to be able to genuinely and tangibly illustrate their propensity to partner with Ipsos.

Main client programmes

These global clients are serviced via two main programmes: **Ipsos Global PartneRing (IGP)**; and the **Partnering Relationships Programme (PRP)**.

The two client programmes have a slightly different emphasis: **IGP** works with our largest 18 relationships whilst **PRP** works with 20 relationships of scale or high potential.

The programmes deliver a number of benefits to the clients including specified client leaders.

To develop profitable and lasting relationships with major clients, Ipsos has developed a clear approach to client leadership. Ipsos' Chief Client Director are responsible to identify client needs through ongoing dialogue, to bring issues and opportunities to the attention of the business and to act as conduit for problem resolution.

Benefits for the clients of participation in partnering

The programmes are really motivating for the clients who receive a combination of benefits from investments in partnering.

These may include but are not limited to bespoke service structure configured to suit the clients' needs, tailored engagement models, prioritisation of resources, unique financial reporting tools, training and early access to innovation.

Overall these programmes represent a significant commitment by Ipsos – it is an investment which is appreciated by Ipsos' clients and creates real traction in the business result.

In France, the following French legal norms apply to market research companies and their activities:

Protection of personal data

- General Data Protection Regulation No. 2016/679, also known as the "GDPR", will apply to all countries of the European Economic Area and will repeal European Directive 95/46/EC of 24 October 1995 as from 25 May 2018. The GDPR will be directly applicable in France. Act 78-17 of 6 January 1978 concerning computers, files and freedom is currently being revised to transpose certain provisions of the GDPR.

- In 2017, Ipsos launched a major GDPR compliance programme for all of its subsidiaries. In particular, Ipsos has appointed a chief privacy officer at Group level as well as data protection officers in each country.

Publication and distribution of opinion polls

- Act 77-808 of 19 July 1977 concerning the publication and dissemination of some opinion polls, as amended inter alia by the Act of 20 January 2017.
- The general recommendations of the *Autorité de Régulation Professionnelle de la Publicité* (ARPP, the French advertising self-regulating organisation) regarding in particular the publication of market and opinion research findings.

Protection of intellectual property rights

- The provisions of the French Intellectual Property Code concerning artistic and literary work.

6.1.4. Operating Organisation

The architecture of the Group is designed around a matrix organisation with two main dimensions: specialisations and territories.

The Ipsos specialisations are organised into 5 pillars: Ipsos Connect; Ipsos Marketing; Ipsos Loyalty, Ipsos Public Affairs; Ipsos Interactive Services / Ipsos Operations.

The Ipsos territories are organised around three regions, among which 88 countries – Americas; Europe, Middle East & Africa; Asia-Pacific. The United Kingdom, China and France report directly to the Chairman and Chief Executive Officer and are managed as regions.
Ipsos operates in 89 countries merged into 56 territories (including 12 clusters covering small or medium scale countries).

The client programmes (Section 6.1.3), the structure dedicated to Knowledge (Section 6.1.2) and the support functions, entitled Global Headquarter Services, complete the organisational matrix of the Group.

Chairman & Chief Executive Officer
Executive Committee (the "Management Board Executive Committee" "MBEC")

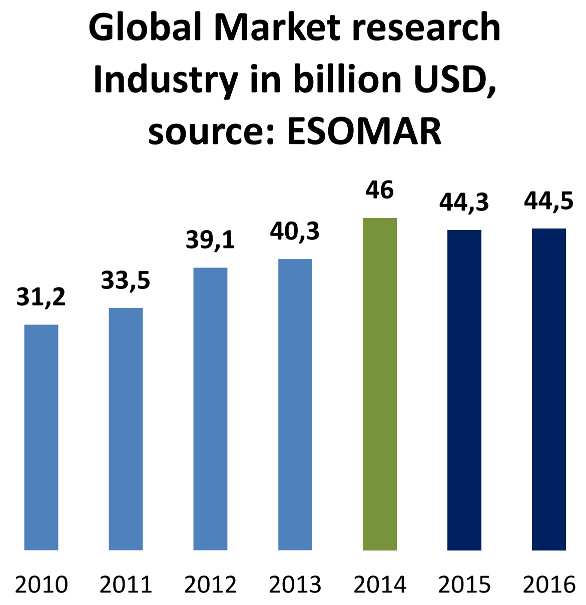
Specialisations	Territories (56 territories with 89 countries)		
	Americas	EMEA	Asia-Pacific
Ipsos Connect Media and Advertising Research Ipsos Marketing Marketing Research Ipsos Loyalty Client and employee relationship management Ipsos Public Affairs Opinion & Social Research Ipsos Interactive Services / Ipsos Operations	**North America** Canada, United States **Latin America** Brazil, Mexico Andina Cluster (Colombia, Ecuador, Venezuela) Caribbean Central America Cluster (Costa Rica, Dominican Republic, El Salvador, Guatemala, Panama, Puerto Rico) South Cone Cluster (Argentina, Bolivia, Chile, Peru)	Algeria, Belgium, Cyprus, Denmark, Egypt, France, Germany, Greece, Italy, Iraq, Ireland, Israel, Jordan, Lebanon, Morocco, Netherlands, Norway, Pakistan, Poland, Portugal, Saudi Arabia, Senegal, South Africa, Spain, Sweden, Switzerland, Tunisia, Turkey, United Arab Emirates, United Kingdom Adria Cluster (Albania, Bosnia Herzegovina, Croatia, Kosovo, Macedonia, Montenegro, Serbia, Slovenia) Central Europe Cluster (Austria, Czech Republic, Hungary, Slovakia) CIS Cluster (Kazakhstan, Russia, Ukraine) Southeast Europe Cluster (Bulgaria, Romania) Lower Gulf Cluster (Bahrain, Kuwait, Qatar) East Africa Cluster (Kenya, Mozambique, Tanzania, Uganda, Zambia) West Africa Cluster (Ghana, Ivory Coast, Nigeria)	China, Hong Kong, India, Indonesia, Japan, Philippines, South Korea, Taiwan, Thailand, Vietnam, Australia/New Zealand Cluster (Australia, New Zealand) SiMa Cluster (Malaysia, Singapore)

Client programmes	Knowledge	Support functions
Ipsos Global PartneRing (IGP) Partnering Relationships Programme (PRP)	Laboratories, Science Centre, Neuro Behavioural Sciences, Knowledge Centre.	Global Headquarter Services

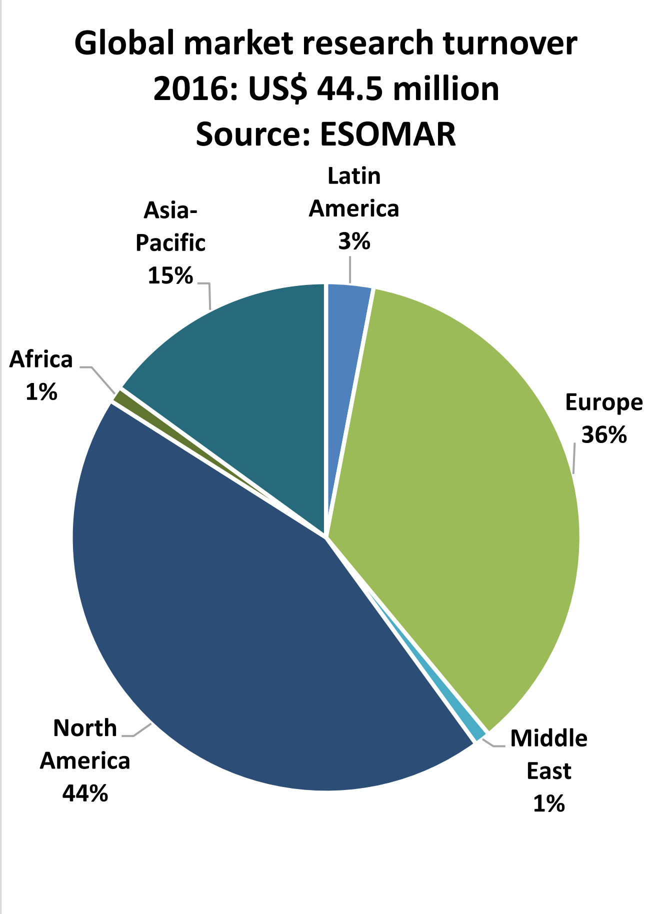
6.2. Main markets

According to the ESOMAR Global Market Research 2017 report, the global market research turnover grew steadily in 2016 reaching US$ 44,5 million, representing an absolute growth of 3.7% (compared to 3.5% in 2015).

- Africa becomes the world's fastest growing region (+22.7%), followed by Asia (+7.8%), and Middle East (+3.1%).
- North America recorded growth of 0.8% (consistent across the USA and Canada).
- Within Asia-Pacific (+7.8%), Japan overtakes China to regain the position of 5the largest market globally.
- The Middle East (3.1%) improved its growth. Pakistain remains the strongest growth (+17.3%).



Research market excluding advisory services
Research market *including advisory services since 2012*
(In the 2016 ESOMAR report: +3 billion USD have been added to the estimation of 2014)
Research market *Including data for the analytics sector*



Regulatory framework of the research market

The industry's activity is not regulated by any specific, clearly established legal norms on an international basis. It is however subject to a set of professional standards implemented by the companies grouped into professional organisations.

These mainly include the ICC/ESOMAR International Code on Market, Opinion and Social Research and Data Analytics, which was conceived as a self-regulatory framework. This Code sets forth essential standards of ethical and professional conduct for the maintenance of public confidence in research while requiring strict compliance with applicable laws and regulations. Accordingly, this Code places particular emphasis on the need to be transparent to respondents regarding the information that researchers intend to collect and the purpose of the research. Researchers must also take care to protect the data collected and to preserve the anonymity of respondents, unless they have agreed to waive their anonymity.

6.3. Dependence with regard to patents, licences and contracts

Given the nature of its business, the Ipsos group has no activity relating to R&D that would engender patenting.

Ipsos' policy relating to intellectual property is to protect the Ipsos trademark and its domain names, the majority of which are derived from the Ipsos brand. Ipsos SA thus carries out local, regional or international deposits or reservations in order to cover all countries where it operates or seriously plans to operate, whenever necessary for domain names with broad vocation.

6.4. Competitive positioning

According to the ESOMAR ranking based on 2016 revenue, Ipsos is No. 5 worldwide in the research market, behind US companies Nielsen, QuintilesIMS and Gartner. InC. and UK company Kantar (WPP Group).
These companies stand out from the rest in terms of their size, which enables them to work with the largest clients in all major markets.
Together, the Top 10 reprensent 47% of the total market in 2016.

Nielsen is the world's leading market research group, created through the merger of AC Nielsen and Nielsen Media Research and organised around two major offers:
- the WATCH division (51% of sales)
  - media audience measurement and analytics
- the BUY division (49% of sales)
  - consumer's purchasing measurement and analytics
  - insights on consumer behaviour.

In 2017, Nielsen's revenue amounted to US$ 6,752 million (vs US$ 6,309 million in 2016).

The Kantar Group is the holding company managing the WPP subsidiaries in market research and information management. The Kantar Group includes the research's brands, i.e. Kantar, Millward Brown and TNS and the panels divisions.

WPP does not communicate the results for The Kantar Group, but those of its Data Investment Management division which incorporates both research and consultancy services. In 2017, Data Investment Management posted revenue of 2,691 million pounds (vs 2,661 million pounds in 2016), representing 17.6% of total Group revenue.

IMS Health was merged in October 2016 with Quintiles IMS Holdings, becoming IQVIA, an integrated information and technology-enabled healthcare service provider. QuintilesIMS is structured around 3 segments: Commercial Solutions, Research & Development Solutions and Integrated Engagement Services. In 2016, its revenue amounted to US$ 3,515 million in the Commercial Solutions segment.

GfK is a major player in information systems for consumer durables and international market tracking. The 2005 acquisition of NOP expanded the German company's scope in the United Kingdom and the United States and brought with it new areas of expertise – media research, automotive and pharmaceutical industry research. In 2016, KKR launched a voluntary public tender offer on GfK, which has been accepted in February 2017 by GfK's shareholders.

IRI is a US based company that specialises in the collection of marketing information based on scanner technology (sales measurement of durable consumer goods in the distribution sector). It competes directly with The Nielsen Company. In 2016, Symphony IRI's revenue amounted to 1,027 million US dollars.

Westat is an American company whose share is owned by its employees. It originally specialised in statistical research, but has since developed know-how in research for government departments. In 2016, it posted revenue of US$ 512 million.

Dunnhumby is a twenty-year company specialised in customer behaviour comprehension and loyalty. It's a British company with some presence in Europe, Asia, North and Latin America. It entered the sector top ten in 2014. In 2016, Dunnhumby's revenue amounted to US$ 429 million.

Intage is a Japanese company specialising in marketing research (consumer panels, retail, ad hoc research). In 2016, it posted revenue of US$ 341 million.

2016 Top 10 Global research organisations

2016	Company	2016 Revenues US$ million
1	The Nielsen Company	6,309
2	QuintilesIMS	3,301
3	Kantar	3,847
4	Gartner. Inc.	2,445
5	Ipsos SA	1,962
6	GfK	1,677
7	IRI	1,027
8	Westat Inc.	512
9	dunhumby Ltd.	429
10	INTAGE Inc.	341
Total Top Ten 2016		**21,2**
% total market		**47%**

Source: ESOMAR Global Market Research 2017 report
[1]Includes video Research Ltd.
[2]Estimated
[3]For fiscal year ending March 2016

7. Organisational structure

7.1. Ipsos SA – Ipsos group

Ipsos SA is the parent company of the Ipsos group, present in eighty-nine countries.

It has no commercial activity. Ipsos SA defines the direction and strategy of the Ipsos group; its role is to manage its shareholdings. Ipsos SA is the head of the French tax group established on 30 October 1997.

Ipsos SA is the owner of the Ipsos trademark and logo and grants licences for their use to its subsidiaries in consideration of a royalty established in a trademark licence agreement. The amount of this royalty in 2017 was €32.12 million.

The Ipsos group is made up of Ipsos SA and its subsidiaries. The operational activities of the Ipsos group are exercised via Ipsos SA's subsidiaries with an organisation by business line and by geographic zone (refer to Section 6.1.4 of this Reference document).

7.2. Main subsidiaries

The principal direct and indirect subsidiaries of Ipsos SA, i.e. those subsidiaries representing more than 3% of the revenue of the Ipsos group, are presented below. None of these subsidiaries owns any strategic assets of the Ipsos group. Sectorial information, by business line and by geographic sector can be found in Section 9.2 "Group results" and in Note 3 of the consolidated financial statements in Section 20.2 of this Reference document.

Ipsos (France) is a French simplified stock corporation with a share capital of €43,710,320, having its registered office at 35 rue du Val de Marne, 75013 Paris, registered in the Trade and Companies Register of Paris under number 392 901 856. Ipsos SA holds 100% of the capital of Ipsos (France). Ipsos (France) performs survey-based market research in all business lines of the Ipsos group.

Ipsos Mori UK Ltd is a limited company registered in England with a share capital of £1,300,001, whose registered office is located at 3 Thomas More Square E1W 1YW London, United Kingdom, listed in the British Trade and Companies Register under number 01640855. Ipsos SA directly and indirectly holds 100% of Ipsos Mori UK Ltd. Ipsos Mori UK Ltd performs survey-based market research in all business lines of the Ipsos group.

Market and Opinion Research International Ltd is a limited company registered in England with a share capital of £1,040, whose registered office is located at 3 Thomas More Square E1W 1YW London, United Kingdom, listed under number 00948470. Ipsos SA indirectly holds 100% of Market and Opinion Research International Ltd. Market and Opinion Research International Ltd performs survey-based market research in all business lines of the Ipsos group.

Ipsos Insight LLC is an American limited liability company with its principal place of business located at 1600 Stewart Ave., Suite 500, Westbury, NY 11590, New York, United States. Ipsos SA indirectly holds 100% of Ipsos Insight LLC. Ipsos Insight LLC performs survey-based market research in all business lines of the Ipsos group.

Beijing Ipsos Market Consulting Co. Ltd. is a limited company under Chinese law, whose registered office is located at Room 201,202, No.2 Building, Chengzixi Avenue, Mentougou District, Beijing, China. Ipsos SA indirectly holds 87% of Beijing Ipsos Market Consulting Co. Ltd. Beijing Ipsos Market Consulting Co. Ltd performs survey-based market research in all business lines of the Ipsos group.

Ipsos Limited Partnership is a Canadian company with its principal place of business at 1285 West Pender Street, Vancouver, British Columbia V6E 4B1. Ipsos SA indirectly holds 100% of Ipsos Limited Partnership's share capital. Ipsos Limited Partnership performs survey-based market research in all business lines of the Ipsos group.

Ipsos Public Affairs, LLC is a Delaware corporation whose registered office is at 301 Merritt 7, Norwalk, CT 06851. Ipsos SA indirectly holds 100% of Ipsos Public Affairs, LLC. Ipsos Public Affairs, LLC performs survey-based market research in all business lines of the Ipsos group.

Certain holding and operational companies hold all or part of the Ipsos group's interests in France (Ipsos France), in Europe (Ipsos EMEA Holdings Ltd.), in the United States of America (Ipsos America Inc.), in the Middle East (Ipsos Stat), in Latin America (Ipsos Corp.), in Central America (Ipsos CCA, Inc.) and in Asia (Ipsos Asia Ltd., Synovate Holdings BV). Ipsos SA directly and indirectly holds 100% of Ipsos (France), Ipsos EMEA Holdings Ltd., Ipsos America Inc., Ipsos corp., Ipsos Asia Ltd., Synovate Holdings BV and Ipsos CCA, Inc. and 52,67% of Ipsos Stat.

The financial elements concerning Ipsos SA and its subsidiaries with a turnover representing more than 3% of its consolidated revenues are described in the table below:

In thousands of euros	Revenue	Non-current assets	Financial liabilities outside the Group	Cash	Cash flow from operating activities
Ipsos (France) SAS	85,046	55,671	406	0	3,206
Ipsos MORI UK Ltd.	130,408	28,653	0	8,042	-224
Market & Opinion Research International Ltd	69,617	4,880	0	953	-1,141
Ipsos Insight LLC	374,318	261,596	0	(835)	45,681
Beijing Ipsos Market Consulting Co. Ltd	100,865	6,671	0	13,688	-351
Ipsos Limited Partnership	74,249	102,502	0	3,850	4,838
Ipsos Public Affairs, LLC	53,153	278,219	0	514	9,921
Other subsidiaries and consolidation eliminations	892,796	556,943	602,553	111,054	37,261
Group total	1,780,453	1,295,136	602,959	137,267	99,191

Dividends paid during the 2017 financial year to the parent company are described in Note 4.1.3 “List of subsidiaries and equity interests” of the parent company financial statements in Section 20.4 of this Reference document.

Lastly, Ipsos Group GIE is a French Economic Interest Grouping with its head office at 35 rue du Val de Marne, 75013 Paris, registered in the Paris Trade and Companies Register under number 401 915 608. Ipsos Group GIE centralises the central management functions as well as the management of the support functions and the business lines. Ipsos Group GIE has entered into service agreements with certain subsidiaries of the Ipsos group pursuant to which Ipsos group provides management, strategy, financing, human resource management, legal, Global PartneRing and other services at a global level or by specialisation.

7.3. List of subsidiaries

The list of subsidiaries and equity interests owned by Ipsos SA (stating in particular share capital, equity, the percentage interest owned by Ipsos SA and the percentage of revenue) is provided in Note 4.1.3 “List of subsidiaries and equity interests” of the Ipsos SA parent company financial statements in Section 20.4 of this Reference document.

The list of subsidiaries consolidated by Ipsos SA is provided in Note 7.1 “Scope of consolidation” of the consolidated financial statements in Section 20.2 of this Reference document. Information concerning changes in Ipsos's scope of consolidation is indicated in Note 2, "Changes to the scope of consolidation" of the Ipsos SA consolidated financial statements in Section 20.2 of this Reference document.

A socially responsible Group

MESSAGE FROM THE PRESIDENT

At the time of reading Ipsos will have been on its journey of Corporate Social Responsibility and Sustainability for ten years. In that time I am delighted at the progress that has been made, both collectively and individually, to improve the lives of those around us from both an environmental and societal perspective. When the journey started in 2008 very little of what is now in place was present. One of our first actions was to join the United Nations Global Compact (UNGC). We were the first global market research company to do so and I remain fully committed to the UNGC and I am delighted that we are now at the 'Advanced' level of reporting to the UNGC with fully compliance through the Communication on Progress (CoP).

As a global market research company it is important for us to track and measure what is happening around us, in business, politics, and community, both collectively and individually. As a result, we introduced our own Taking Responsibility Survey to measure our activities societal, social and environmental. This was soon followed by the introduction of the GreenHouse Gas (GHG) Emissions Report. These two reports not only tell us where we are but also guide as to where we need to go.

Ipsos commenced the measurement of its GreenHouse Gas emissions in 2012. We started by measuring our largest 16 countries (which on a combined basis accounted for over 73% of our total business). In 2013, this was expanded to 22 countries and then in 2015 it was increased to 26 countries. This year over 90% of our business is now measured through our GreenHouse Gas Emissions Report by expanding countries, once again, to 30 countries. In addition to expanding the number of countries, Ipsos has also been successful in driving down our total carbon footprint. In the first year of measurement in 2012, Ipsos created 40,456 tonnes of CO_2 emissions (which covered 16 countries). In 2013 (when we covered 22 countries) it increased to 50,383 tonnes of CO_2. In 2015, even with the expansion to 26 countries, we reduced our footprint to 44,476 tonnes. This progression has continued into our latest set of information for 2017 which shows further reduction, despite the increase to 30 countries, to just over 40,000 tonnes CO_2 (40,597). At the same time, we also actively measure the CO_2 footprint per employee. This has also successfully decreased, each year, from a high of 5.1 tonnes in 2012, to 4.8 tonnes in 2013, 4.3 tonnes in 2014, 3.6 tonnes in 2015, 3.3 in 2016 and now 3.0 tonnes in 2017. All of the work that has been invested in our CSR and Sustainability has also been reflected in our CDP Climate Change score. In November 2017, we were awarded our highest ever score of B by CDP. Participating in CDP (and other third party reporting systems like Sedex, Ecovadis) is very important for our employees, clients and investors. This latter group becomes even more important with the advent of low-carbon indices (from S&P; STOXX) to help investors direct their investments toward sustainable companies.

The Ipsos approach to CSR has always incorporated three critical elements – Social, Societal and Environmental. This information not only gives us insight into benchmarking our performance, around the world, but also provides a basis for our improvement. Through the two initiatives highlighted above (the Taking Responsibility Survey and the Ipsos GreenHouse Gas (GHG) Emissions Report) we are able to respond to the increasingly detailed questions that relate to CSR and Sustainability, from our investors, our clients and indeed our employees. As each year passes we are seeing a growing interest and uptake, both by Ipsos employees and by Ipsos countries; in becoming more firmly involved with influencing the world around us in a positive fashion. One demonstration of this is our CSR training programme which has now been completed by more than 3,000 of our employees. Whether it be environmentally or community based (or most frequently both of these), Ipsos is delighted to see this happening and will continue to promote and support this.

Our last three-year plan (2014-2017) showed an overall reduction in our GHG emissions, on a proforma basis, of 14.1% compared to our target of 10%.

In addition, Ipsos, this year, is implementing clear targets for 2020 on eleven Key Performance Indicators (KPIs). These are shown in more detail in the table within the Annual Report but they cover three critical areas of Planet, Sustainability and People. These are set against our base year of 2017 (although I am delighted to report solid progress compared to 2016).

Ipsos adheres to the Ten Principles of the United Nations Global Compact and we continue to advance our policies in support of them. As highlighted above, in this current year we have again extended the scope of reporting by covering the largest number of countries, ever, as part of our GreenHouse Gas Emissions Report. This GHG Emissions Report is also supported by our internal Taking Responsibility Survey which is completed by more than 75 of our countries (representing well over 98% of our total business and employees). Our Whistle-Blowing Policy, which Ipsos introduced in 2013 as part of our commitment to these Principles, continues to be an effective part of both our compliance and our strategic governance (and is reported on, more fully, later in the report).

During the last year, we have seen our GHG emissions fall, again, in total by 4% on a like for like basis. Meanwhile, the GHG emissions per headcount have also fallen from 3.3 tonnes per head in 2016 to 3.0 tonnes per head in 2017, a decrease of 7.3% overall and 3.9% on a like for like basis.

The decline in GHG emissions over the last year has been primarily due to three factors:

- Firstly, an ever-growing accuracy in reporting on fuel and electricity usage through our offices (historically this has been a problem particularly in those office premises where we are only leasing part of the building);
- The second reason is the increasing use of Business Skype and video conferencing which is starting to reduce the need for business travel on a global basis. Both of these factors are then enhanced by a significant number of local actions being taken in our key countries to reduce their own GHG emissions;
- Thirdly, and most importantly, the continuing rationalisation and improved efficiency of our buildings after the Ipsos/Synovate combination.

Ipsos continues to take its responsibilities in this area very seriously. The widespread adoption of the Sustainable Development Goals (SDGs) combined with the unprecedented speed of ratification of the Paris Agreement all point to the urgency of addressing the need to limit global temperature rise to well below 2°C. This is a challenge that is being met by governments, companies and individuals working in concert.

However, all of the scientific evidence is continuing to point towards the on-going threat of climate warming. As a result, we have a duty to our clients, our people and our communities to do all we can to limit the impact that we may have, as a company, on this threat. This is also part of the reason for us to launch our 2020 KPI initiative.

Ipsos also believes that a critical part of our approach to Sustainability is to enable education for all, and particularly for the most disadvantaged in our society. We believe that equipping all citizens with the basic skills of reading, writing and arithmetic is a prerequisite for removing any obstacles that would prevent their active participation in society. As a result, I am delighted to report that in January 2015 the Ipsos Foundation ‘opened for business’. The mission of the Ipsos Foundation is to provide a global outreach programme that “supports, develops and implements the education of disadvantaged children and youth worldwide”. The Ipsos Foundation is now established in France, the United Kingdom, and the United States.

Since 2015, the Ipsos Foundation Board has reviewed a number of proposals and applications from different parts of the Ipsos world. Of nearly 80 applications submitted, the Ipsos Foundation is now funding over 40 different ventures, all of which are targeted to help disadvantaged children and youth with education in one form or another. 2017 was the best year ever for the Foundation where we not only reviewed the most applications we have ever received, but we also funded the largest number of charities and utilised over €500,000 to do so. The applications approved cover charities right across the globe from Brazil to Haiti, Kenya to France, India to South Africa and Kazakhstan to Pakistan. The Ipsos Foundation looks forward to continuing to grow the help it provides and, in 2018, will be looking to employees of Ipsos to support the Foundation financially through either direct giving or fundraising.

In 2014, Ipsos established a CSR Committee to review and oversee our progress. This committee comprises (among others) two independent board members (Florence von Erb and Mary Dupont-Madinier). The CSR Committee meets twice a year to assess the strategic direction of our CSR and Sustainability approach and to review all aspects of progress.

Finally, I would just like to reiterate that, as Chairman and CEO of Ipsos, our support of the United Nations Global Compact is clearly stated in the goals of our Vision Statement, namely:

1. To maintain excellence in all aspects of our client relations; regularly follow up on their points of view;

2. To create and maintain an organisation where learning and personal development are actively promoted; where people are recognised in line with their contributions; and employee enrichment programmes are developed to support our vision, values and initiatives;

3. To pursue a strategy of growth with our clients through the integration of the finest talent; to inject a certain sense of urgency and proactiveness into furthering our development to boost profitability and strengthen our organisation;

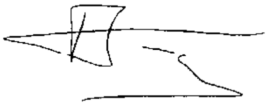
4. To communicate the implications of our strategic plan; to create a culture sharing and working together throughout the Ipsos community;

5. To develop responsibly, taking care to make the best use of the Ipsos means and resource;

6. To maintain solid financial performance.

As highlighted above, and as we continue to move forwards, we will further translate our Corporate Social Responsibility commitments into increased organisational vision and action, and remain wholly committed to the UNGC Principles.

Didier Truchot
Chairman & Chief Executive Officer



8. Social and environmental information

COMMITED TO BUILD A BETTER WORLD

INTRODUCTION

'Proud to be Ipsos' is the long–term, but still accurate, Ipsos Vision Statement and is an excellent summary of the Company's intention to grow in a sustainable manner as it continues to broaden and build.

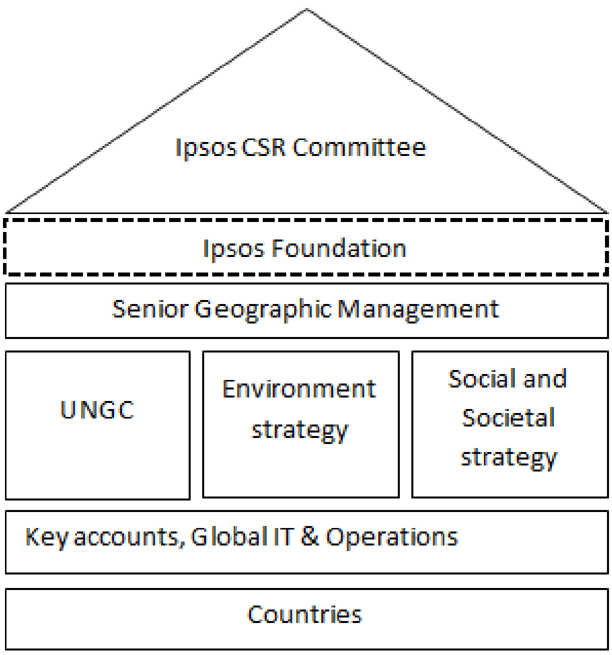
Alongside the Ipsos Vision 'Taking Responsibility', the umbrella for all Corporate Social Responsibility (CSR) action within Ipsos, is intended to compliment this Vision and ensure it is embedded throughout the company to enable Ipsos to maximise its positive contribution to the world in which it operates by:

- Actively supporting the ten principles of the United Nations Global Compact;
- Having a Global Corporate Social Responsibility Framework to implement the Taking Responsibility mission and to support and enhance the Ipsos in-country CSR actions;
- Minimising the environmental impact and carbon footprint of Ipsos;
- Creating a fair and engaging approach within which Ipsos operates in relation to its social and societal community;
- Linking to, and deepening, the Ipsos Vision, in the respect of the ICC/ESOMAR International Code on Market and Social Reasearch, defining the main rules of professional conduct.

Taking Responsibility Mission Statement

- Be the Global Framework and platform for Ipsos group Corporate Social Responsibility initiatives;
- Build upon the existing Taking Responsibility pillars and in-country actions by providing a consistent global framework to support and enhance these activities;
- Provide guidance and international networks to develop our global and domestic Corporate Social Responsibility actions to ensure a "Better Ipsos".

Taking Responsibility Structure



KEY ACHIEVEMENTS

2008 First market research company joining the United Nations Global Compact (UNGC)

2012 Creation of a Global Head of Corporate Responsibility and Sustainability position

2013 Launching of the Ipsos Whistle-Blowing System

Awarded by the Carbon Disclosure Project (CDP) as the French company that has most improved its disclosure.

The Carbon Disclosure Project is an international, not for profit, organisation providing the only global system for companies to measure, disclose, manage and share vital environmental information.

2014 Launching of the Ipsos Foundation

Launching of the CSR Committee

2015 Ipsos' programme moved to the UNGC Advanced Level

2016 Launching of the CSR training programme

2017 Improvement of Ipsos' performance:

- Greater societal engagement than ever
- Lowest GHG emissions figure ever
  - Awarded "B", highest level of performance by CDP
  - Awarded "Silver" by Ecovadis

GOVERNANCE

Governance and Ipsos Governing Bodies are key matters for Ipsos. As it is expressly mentioned in the 4th update of the Global Reporting Initiative (GRI) Sustainability Reporting Guidelines to which the UN Global Compact refers (cf G4-34 and seq.). Ipsos has focused the reporting process on these topics that are material for its business and key stakeholders.

In recognition of the increasing importance of Corporate Social Responsibility, Ipsos has established in 2014 a new specialised Committee within its Board of Directors: the Ipsos CSR Committee. This committee is chaired by one of Ipsos' independent Board members, Florence von Erb. The committee comprises Mary Dupont-Madinier (Independent Board member), Jennifer Hubber (Director), Richard Silman (Group Head of CSR) and Didier Truchot (Chairman & CEO); Antoine Lagoutte (President, Corporate Finance) assists the meetings. The CSR Committee usually meets twice per annum. Its main objective is to review the progress on our Key Performance Indicators relating to CSR.

In 2017, the CSR Committee held two meetings, one in January and the other in July. Hereunder some of the items of its agenda: Remuneration: parity men/women; Presentation about the CSR reporting and TR Survey and review of the draft of 2016 CSR report; KPMG presentation of 2016 CSR audit results which highlighted that Ipsos are was performing in the level 'best in class'; Preparation of 2017 report; Agreement of KPIs.

NEXT GOALS

The Ipsos CSR Board is committed, not only to report on all aspects of our social and environmental work, but also to the ongoing reduction of any negative impact that our business may have on the environment, our communities and our people.

As a result, the Ipsos CSR Board has agreed to publish our ongoing progress, through to 2020, on eleven of our most important initiatives that address the key issues of protection of the planet, ensuring a long term sustainable business and building upon the strong foundation of our people.

This is shown in the table below.

Segment	Sub-segment	CSR KPI No.	CSR KPI name	Target	Reporting frequency	Scope	Base - 2017
Planet	Climate	1	GHG Emission	Reduction of total tonnage of CO2 equivalent emission of Scope 1, 2 and business travels in Scope 3 by 10% in 2020.	Annual	30 GHG countries	37,086 tons of CO2e
	Climate	2	GHG emission per employee	Reduction of average tonnage of CO2 equivalent emission of Scope 1, 2 and business travels in Scope 3 by 10% in 2020	Annual	30 GHG countries	3.01 tons CO2e/employee
	Climate	3	Paper direct purchase	Reduction of paper direct purchase by 10% in 2020	Annual	30 GHG countries	360 tons
	Circular Economy	4	Paper recycling %	100% of paper available for recycling is actually recycled in2020	Annual	30 GHG countries	62,4%
Sustainability	Sustainability	5	Number of suppliers who are UNGC member	Increase the number of suppliers with CSR adherence to 50 in 2020.	Annual	Group level	35
	Ethics	6	% of countries with CSR policy	All countries with more than 20 HC have CSR policyin 2020	Annual	Countries with > 20 HC	78%
People	Engagement	7	Employee engagement level	Increase employees engagement level - exceed the RED (Representative Employee Data) benchmark by 2 points in 2020.	Annual	Group level	Ipsos score is the same as the RED
	Engagement	8	Employee turnover ratio	Group staff turnover below 17% in 2020	Monthly	Group level	20,7%
	Engagement	9	TR Survey response rate	100% response to TR survey by countries with more than 20 HC in 2020	Annual	Countries with > 20 HC	96%
	Gender equality	10	Gender equality - % of female member in Partnership Group	Gender equality in Partnership Group - increase female members % to 35% in 2020	Annual	Group level	27,6%
	Gender equality	11	Gender equality - % of female member in Business Leadership Group	Gender equality in Business Leaders Group - increase female members % to 45% in 2020	Annual	Group level	41,7%

METHODS USED IN SOCIAL AND ENVIRONMENTAL REPORTING

The 2017 CSR report is intended to adhere to the UN Global Compact Communication on Progress (CoP) requirements and as such the report is structured around the Global Reporting Initiative (GRI) Sustainability Reporting Guidelines and the UN Global Compact Principles. Teams are closely involved at local level, particularly during the preparation phase for the collection of data. Communication is coordinated by the Head of CSR.

Indicator selection

- The selection of indicators and other qualitative information contained in this report are aligned with Ipsos CSR strategy and based both on the requirements of the Articles L.225-102-1, R.225-105-1 and R.225-105 of the French Commercial Code and the GRI indicators.
- Please note that as Ipsos is a professional services organisation, not all GRI Disclosure Sections are felt to be relevant so only those with a direct relevance to an organization of this nature are highlighted in this report.
- The requirements of the French Commercial Code and the GRI table index can be found in this section of the report. They state which subjects have been considered applicable and then included in the report, or not applicable with the reasons for their exclusion.

The Taking Responsibility Survey

Since 2010, this online survey serves as a follow up of all of the CSR activities being conducted globally, and results in a dedicated analysis and report. The Taking Responsibility Survey requested Country Managers, or a duly authorised delegate to complete the survey online or on hardcopy. The collection, analysis and consolidation process of the data coming from the survey is under the responsibility of the Group Head of CSR.

In 2017, the Taking Responsibility Survey was sent to all Ipsos' countries and was covering activities undertaken between October 2016 and September 2017. Interviewing was completed from November 1st to November 15th, 2017. In 2017, 77 countries participated in the survey, our highest level of participation, with a response rate of 89% (96% for countries with headcount > 20).

- In 2015, the survey represented data compiled from 73 countries, accounting for over 92% of Ipsos turnover;
- In 2016, this survey represents data compiled from the 75 responding Ipsos Country Managers who were invited to submit responses to the on-line questionnaire, this accounts for over 95% of Ipsos turnover;
- In 2017, a total of 77 countries responded, representing over 99% of all employees;
- The countries who participated in the 2016 and 2017 Taking Responsibility Surveys are highlighted below.

Albania	El Salvador	Kuwait	Serbia
Algeria	France	Lebanon	Singapore
Argentina	Germany	Macedonia	Slovak Republic
Austria	Ghana	Malaysia	Slovenia
Australia	Greece	Mexico	South Africa
Bahrain	Guatemala	Montenegro	Spain
Belgium	Hong Kong	Morocco	Sweden
Bolivia	Hungary	Mozambique	Switzerland
Bosnia	India	Netherlands	Taiwan
Brazil	Indonesia	New Zealand	Tanzania
Bulgaria	Iraq	Nigeria	Thailand
Canada	Ireland	Norway	Tunisia
Chile	Israel	Pakistan	Turkey
China	Italy	Panama	UAE
Colombia	Ivory Coast	Peru	Uganda
Costa Rica	Japan	Philippines	UK
Croatia	Jordan	Poland	Ukraine
Czech Republic	Kazakhstan	Portugal	USA
Denmark	Kenya	Puerto Rico	Venezuela
Dominican Republic	Korea	Qatar	Vietnam
Ecuador	Kosovo	Romania	Zambia
Egypt	KSA	Russia	

In blue: *Countries who participated in the 2016 and 2017 Taking Responsibility Survey.*

In orange: *New participants in the 2017 Taking Responsibility Survey but not 2016.*

In red: Countries who participated in the 2016 Survey but not the 2017 edition.

***In black**: Countries who did not report in either 2016 or 2017.*

GHG Emissions Report

The information is collected at country level by the Group finance central team under the supervision of the President, Corporate Finance via an excel file (the GreenHouse Gas (GHG) Emissions calculation file) prepared on the basis of the tools provided by the "Bilan Carbone®" Association and the Carbon Balance methodology The Group finance central team also provides specific training and materials: instructions, "Bilan Carbone®" spreadsheet user manual and a Methodology Guide. The period convered is: October 2016 to September 2017.

Some information can come from extrapolation done by the country GHG responsible if needed.

- Data consistency checks are carried out at Group level. Comparisons are made with the previous year's data and any material discrepancies are analysed in detail.
- The consolidation of data is made with the consolidating tools of the Method "Bilan Carbone®" using an extract of emissions in accordance with the GHG Protocol format.

In 2016 the GHG Emissions Report covered 26 countries of the Group: Argentina, Australia, Belgium, Brazil, Canada, China, France, Germany, Hong-Kong, India, Italy, Japan, Korea, Mexico, Netherlands, Peru, Romania, Russia, Singapore, South Africa, Spain, Switzerland, Turkey, United Arab Emirates, United Kingdom and the United States. In 2017, it covered 30 countries in total with 4 new countries: Czech Republic, Malaysia, Sweden and Thailand.

Social analytics, Ipsos Employee systems: iTalent and iTime

The iTalent system is the Ipsos global employee database where all the information on our headcounts is stored according to common group rules. The iTime system is the Ipsos global system recording time allocation per person. Both iTalent and iTime guides containing definitions, rules and processes are available on the Group intranet. The data is filled in the systems on a monthly basis by each operational entity in our countries. Data is locally checked and consolidation and integrity are reviewed by Group Finance and Group Human Resources on a monthly basis.

The social indicators correspond to the situation as at 31 December 2017 with the exception of the Permanent Employee Turnover rate which relates to the period from January to December 2017.

The scope covered in this report is similar to the scope covered in the annual consolidation financial report *(further information is provided in section '20.2. Consolidated financial statement > 1.2.3.Consolidation methods' of the Reference document).*

The iTalent (employees HR information database) and iTime (employees time tracking) systems are covering all Ipsos group entities since 2011. Please note that the scope of reliable countries could be somehow adjusted for some indicators and is listed in the report whenever relevant.

Concerning training, hours are declared by employees on their timesheets in iTime on a weekly basis. Timesheets are validated by line managers and automatic reminders are sent if not completed. What we consider as training is the organised activity aimed at providing resources and enhancing the employee knowledge to improve their performance and/or to help them attain a required level of knowledge or skill.

What do training hours recorded in iTime comprise?

- Internal training - in person: In person courses, training, upgrading knowledge and skills, delivered internally at Ipsos or in an external venue by Ipsos employees or by external resources hired by Ipsos exclusively for Ipsos employees.
- External training - in person: In person courses, training, upgrading knowledge and skills, delivered outside Ipsos, by external agencies or suppliers. Usually training activities that employees are invited to take externally which are open to other companies as well.
- E-learning: Courses and/or training, upgrading knowledge and skills activities completed by the employee through an e-learning platform such as the ITC platform.
- Training webinars attendance: Webinars employees attend with the main purpose of training

These training activities can be around specialisations specific contents, corporate training such as CSR, safety or corporate initiatives, management, leadership, or any other work related skill.

It is important to remark that in 2017 we launched a specific training course for our employees, focusing on how to effectively use iTime. This e-learning course which is available since December 2017, will be part of the onboarding training courses for any newjoiner in 2018.

Limitations

The methodologies used for some social and environmental indicators may be subject to limitations due to:

- Differences in labour and social laws in some countries;
- The fact that some estimates may not be representative or that some external data required for calculations may not be available, particularly data required for environmental indicators, where a statistical approach is being deployed for this purpose;
- Improvements in indicator definitions that could affect their comparability;
- Changes in business scope from one year to the next;
- The difficulty of collecting data from a subcontractor or joint venture with external partners;
- The procedures for collecting and entering this information.

Review of the information by independent auditors

As required by the article L225-102-1 of the French Commercial code, the present information has been verified by an independent third party designated by Ipsos. Their report may be seen at the end of this report.

SOCIAL

Market research is a service industry, and, as for all companies operating in this sector, our employees are our most important resource. Ipsos aims to attract the best talents in the profession. Curiosity, intuition and a passion for creating knowledge characterizes our professionals.

The Company's senior executives want its employees to be proud and happy to be working for Ipsos. They believe that the best way to motivate is to empower. Ipsos aims to set the minimum number of rules and guidelines to provide a framework within which employees can operate efficiently and flexibly. This also means allowing all employees to realise their full potential, and sharing the fruits of its success with them. This is why we have chosen "entrepreneurial spirit" as one of our five values.

Our Commitment

'Proud to be Ipsos' is a publication intended for Ipsos' clients and employees summarising Ipsos' organisational structure, our vision of the business, our values, our goals and what makes Ipsos different. This leaflet, translated into the main languages spoken within the Group, was introduced for the first time in summer 2007, and circulated by 67 of our countries to date.

It is given to all new employees accompanied by the following statement:

« At Ipsos we are passionately curious about people, markets, brands and society.

We deliver information and analysis that makes our complex world easier and faster to navigate and inspires our clients to make smarter decisions. We believe that our work is important.

Through specialisation, we offer our clients a unique depth of knowledge and expertise, we can share our perspective and be creative in proposing innovative solutions and points of view in complex situations. Learning from different experiences gives us perspective and inspires us to boldly call things into question, to be creative.

The 4S's: Security, Simplicity, Speed and Substance applies to everything we do. By nurturing a culture of collaboration and curiosity, we attract the highest calibre of people who have the ability and desire to infl uence and shape the future.

"GAME CHANGERS" - our tagline - summarises our ambition. »

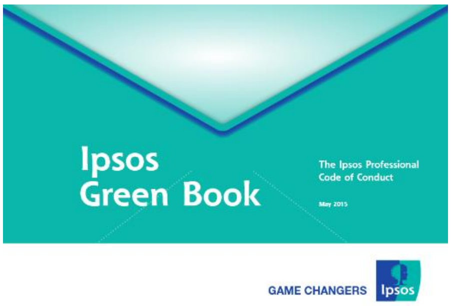
Ipsos prioritises the following values and behaviours that should inspire all Ipsos employees as we explore the world:

- Integrity
- Curiosity
- Collaboration
- Client first
- Entrepreneurial Spirit

It is also inherent in Ipsos values to measure its people's loyalty toward the Group and its management, through the yearly internal survey Ipsos Pulse. *(Please refer to Focus on section 8.1.2 of the present CSR report to learn more about it).*

The Green Book – The Ipsos Professional Code of Conduct

The Green Book is the reference framework for all Ipsos employees.



It is provided in a range of formats (hardcopy, electronic, PDF). Training on the Green Book has been provided by over 50 Ipsos countries. It provides a summary of Ipsos' policies, objectives, professional obligations, code of ethics and Ipsos employees' personal commitment. It outlines the various policies and procedures that we have in place to ensure compliance not only with laws and the highest industry standards but also with our own values as a leader in market research. Published for the first time in 1998, a number of new editions have been published since. It is given to all newcomers to the Company, providing each member of the Ipsos community with a framework for assessing and, if necessary, adjusting their conduct in line with our values and principles. It is also available on the Ipsos intranet site and Ipsos website www.ipsos.com.

Book of Policies and Procedures

The Book of Policies and Procedures is published in addition to the Green Book, providing a detailed presentation of the principles, rules and procedures in force within Ipsos and which each employee is required to respect. Also available on the Ipsos intranet site, it constitutes the reference framework for all questions of a regulatory nature or relating to Ipsos' organisational structure.

8.1. Labor practices and decent work

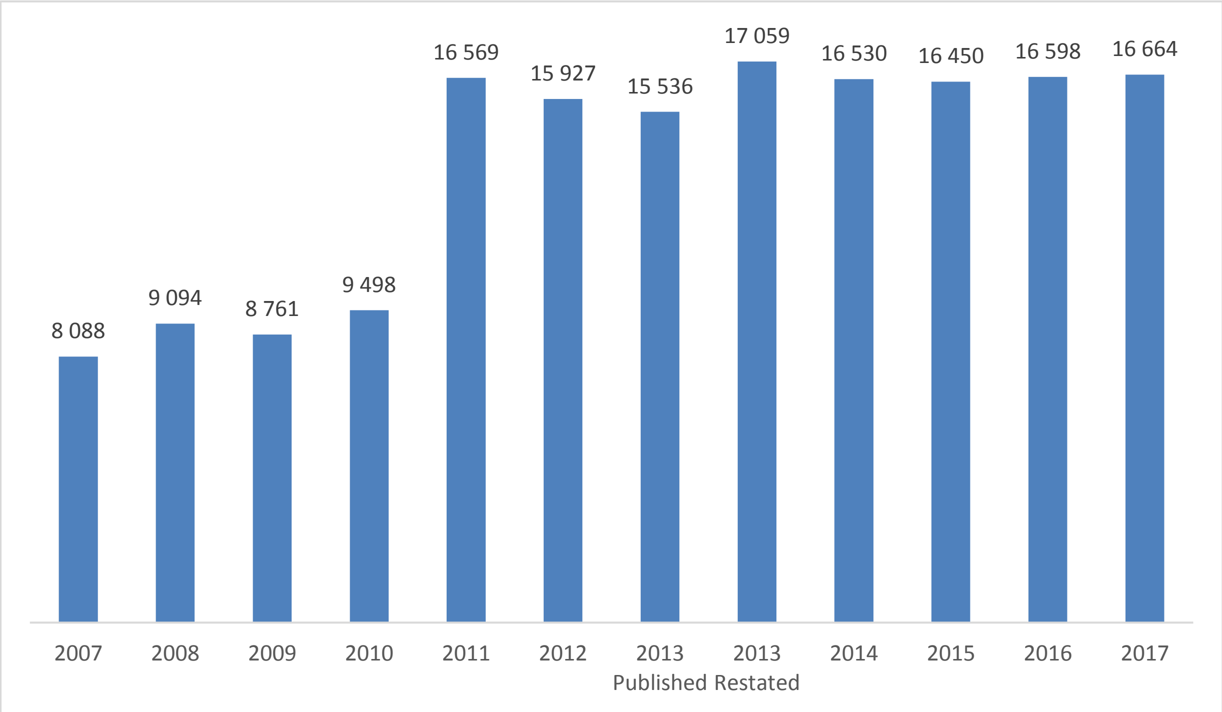
8.1.1. Employment

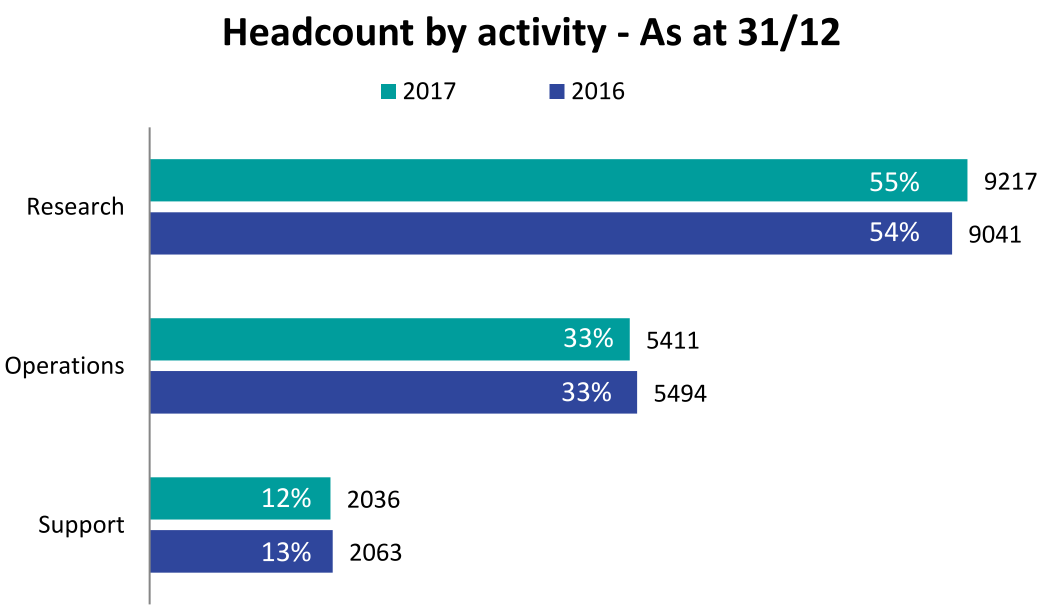
Since it was founded, the number of employees at Ipsos rose significantly. Ipsos now operates on a global scale and the number of its employees is stabilised.

At 31 December 2017, the Group had 16,664 headcount worldwide, versus the 16,598 headcount in 2016.

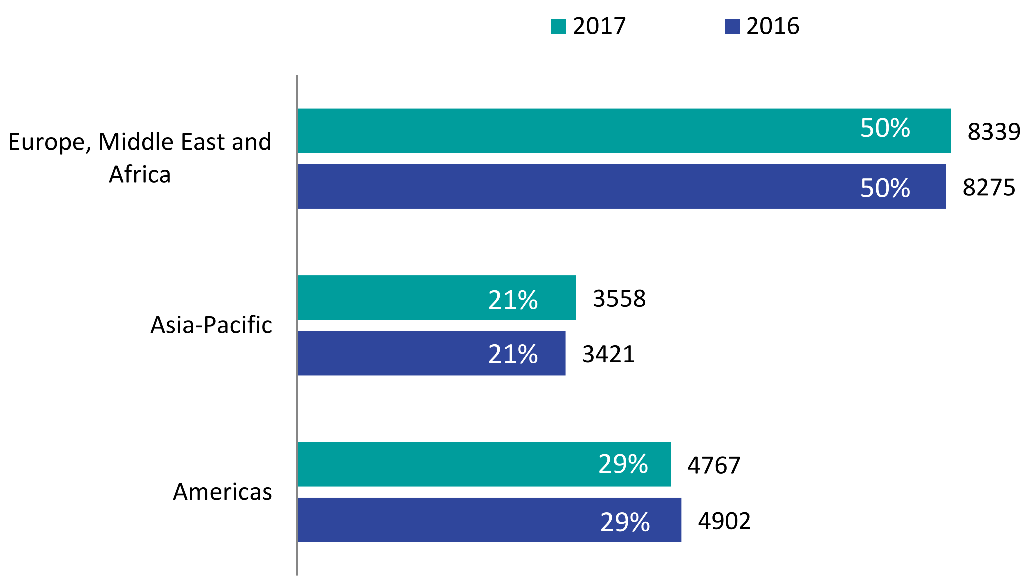
The Ipsos Updated definition of headcount is considering a broad definition of headcount as it includes all permanent regular and permanent term contract employees, paid interns / students, as well as contractors having an Ipsos email address.

In addition, the Ipsos group employs a large number of mainly temporary workers to administer its questionnaires: the interviewers. These mainly temporary workers are not counted in the permanent headcount and the related variable costs are included in the direct costs of the Ipsos Consolidated Income Statement.

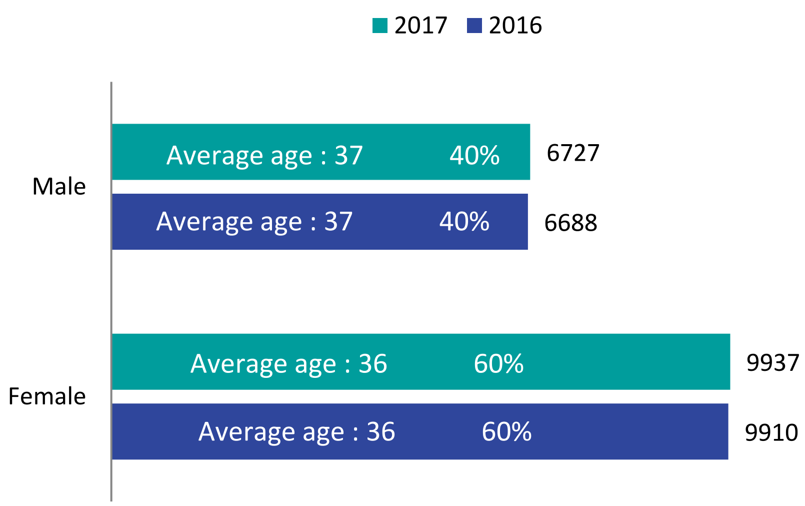




Headcount by region - As at 31/12

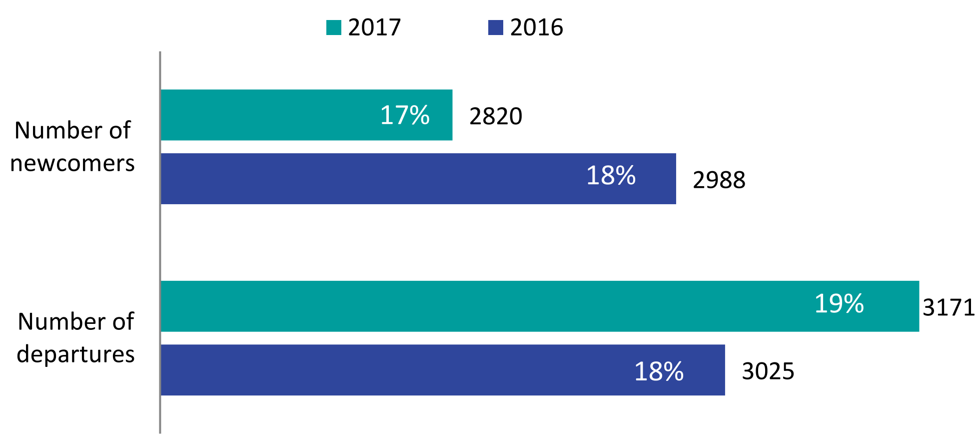


Gender Balance - As at 31/12

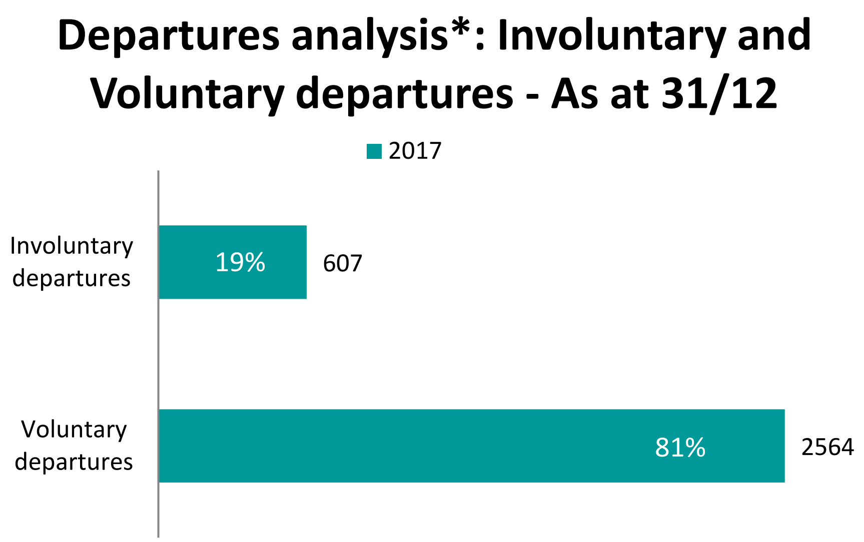


As at 31 December 2017, 60% of Ipsos staff were female (64% of our Research headcounts)

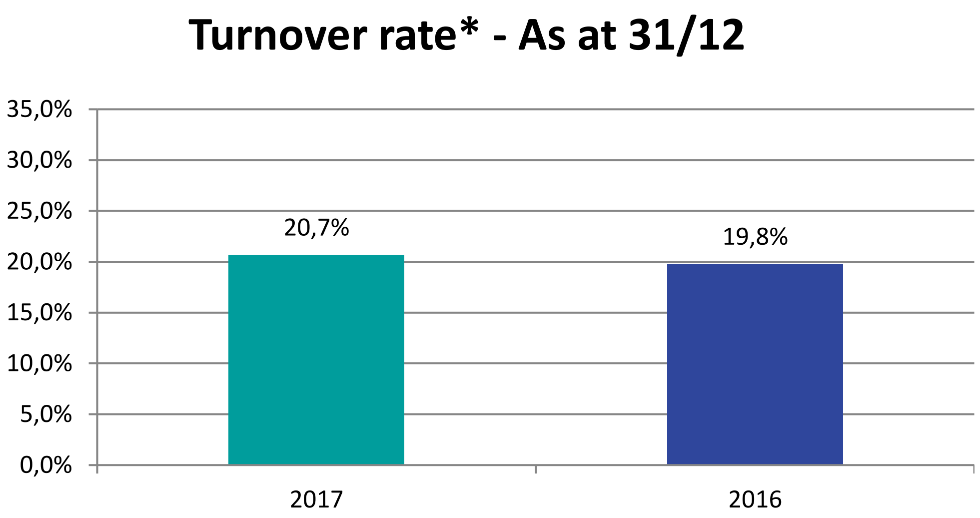
Headcount, new joiners and departures analysis - As at 31/12



New joiners and departures data are counted on permanent regular and permanent term contract employees.



** Calculation method: It is defined as the total of voluntary and involuntary departures (layoffs) in the year / average of opening total headcount and closing total headcount of the year (excl. students and contractors).*



**Calculation method: Annualised number of leavers / active employees at end of November Targeted population: Permanent Regular and Permanent Term contracts Voluntary: Resignation + Retirements + Death + End of temporary contract + Mutual agreements Involuntary: Performance Terminations + Economic terminations*

Internal mobility and international mobility

Ipsos encourages internal mobility and international mobility. Internal mobility gives all employees the opportunity to enhance their professional development and enables Ipsos to foster the loyalty of its talented staff. Employees can express an interest in moving to another area during their annual assessment interview or by making a spontaneous application to the Human Resources department.

As at 31 December 2017, Ipsos has 208 employees who are on an international assignment.

Compensation policy and evolution

The compensation policy of the Group is based on specific principles, adapted to local labor market and social legislation. This policy aims to:

- Attract and retain talent;
- Reward performance (personal and collective) through a flexible and motivating model of compensation;
- Act fair and respect the financial and operational Group objectives.

Thus, Ipsos implemented in 2015 a new job level system with 3 key objectives:

- Align jobs located in multiple regions and lines of business;
- Ensure internal equity across the Group Global consistency and efficiency among HR policies and practices;
- Reinforce a consistent global talent management approach.

The job level applies a global staff grid comprising 7 job levels (i.e. from 1 to 7). Levels 1-2 correspond to the central management and major business unit levels and are reviewed centrally.

Ipsos' total compensation including base salary, incentives and benefits amounts to 757.6 million euros for the year 2017, vs. 761.7 million euros in 2016, representing a -0.5% evolution compared to 2016 (evolutions of exchange rates and changes in the consolidation scope included). For more information, please refer to our Consolidated financial statements (section 20.2 of our Reference document).

Variable compensation

In order to strengthen unity across the Group, Ipsos has adopted a general compensation policy for its main managerial staff based on fixed salary and a variable compensation, as well as incentive schemes based on the company's development. The variable compensation is based on quantitative criteria relating to the performance of the country, region and/or Group as applicable - and reflecting the Ipsos group's strategic priorities, as well as on quantitative and qualitative criteria relating to individual performance.

Incentive schemes based on the company's development entail the allocation of cash bonus or bonus shares. Ipsos has therefore developed compensation policies shared by the entire Group in the area of performance management. Ipsos is a "people" business, and that our employees and officers are our primary asset. Therefore, it is essential that Ipsos be able to both attract and retain the best talent. The Company believes that the best way to accomplish this goal, and to align the interests of our senior employees and corporate officers with the interests of the shareholders, is to incentivise them through the grant of free shares which reward their involvement and performance.

In 2012, a long-term incentive plan (IPF 2020) was launched, consisting of the grant of free shares and stock options to top executives provided, that they acquired a certain number of Ipsos shares on the market. This five-year incentive plan gives to its 150 beneficiaries the opportunity to benefit from the increase in the value of Ipsos to which they contribute by their skills, motivation and performance (further information on the IPF 2020 programme is provided in section 21.1.4.2.1 of the Reference document).

The Group's managerial staff also benefit from annual awarding of free shares, reflecting the Group's strategic targets and based on each entity's profitability. The plan is adjusted as necessary to give the best reflection of Ipsos' strategic priorities. These awards are renewed each year. (Further information on the annual free shares and stock options programmes is provided in section 21.1.4.2 of the Reference document).

In 2015, the Group launched a significant initiative on Bonus schemes to create a more performance based variable compensation plan. All senior and business unit managers at Level 1 and Level 2 of the internal job leveling system (around 700 employees) are entitled to a dynamic annual Bonus Plan which relies both on Group Financial Targets, Individual Financial targets and Personal Goals.

Our Employees at Level 3 to 7 can benefit from a discretionary variable compensation managed and distributed to the most individuals based on performance by country managers and business unit leaders.

Employee shareholding agreement (participation)

In France, following the employee shareholding agreement introduced in 1997 and the company savings plan set up in 1999, the Group's French companies have created the « Ipsos Actionnariat » mutual fund, which is designed to receive sums allocated to employees under profit-sharing schemes and paid as part of the Group savings plan.

8.1.2. *Labor / Management relations*

Working time organisation

*Global - 2017 details: Yes = 70%; EMEA 70%; Asia Pac 86%; Americas 47%

Ipsos pays particular attention to ensuring a good work-life balance and professional efficiency. Systems for organising working hours are in place in each country in accordance with local legislation (part-time working, working from home, and agreement on the reduction in working hours in some countries in accordance with the local law in force). Changes by region may be a reflection of the change in scope of reporting from one year to another. In 60% of our countries they now operate a 'smart working policy' which has particular benefit for new mothers/maternity and flexibility on working times/days/locations.

Focus Ipsos Pulse

Administered for the first time in 2003 and managed by Ipsos team of experts, the Ipsos Pulse survey has become an annual and expected rendez-vous for Ipsos employees globally. Ipsos Pulse 2017 was translated in 21 languages, was device agnostic (can be run on computers, tablets, smartphones), and was supported by a robust communication campaign with a "Speak Up" tagline. This resulted in high reach and appeal across all Group employees as a record participation rate was recorded (85%, +1 points compared to 2016).

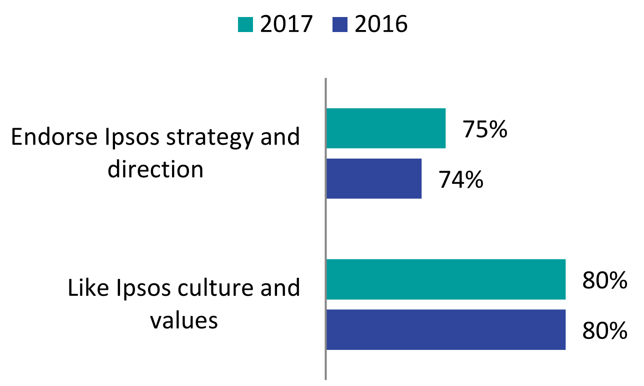
Ipsos Pulse survey is a unique and great opportunity for all Group employees to enter in an open, honest and constructive conversation with the organisation and share their feedbacks on Ipsos working environment, management and Group's strategy.

In 2017, the questionnaire continued with our approach of reflecting Ipsos HR strategy and Ipsos Values. It was aligned with the Ipsos HR ambition to be "to be the best partner for our people", and it placed an emphasis on knowing our employees' thoughts and inner feeling regarding the organisation, their work life and personal dynamic, and career prospects in Ipsos.

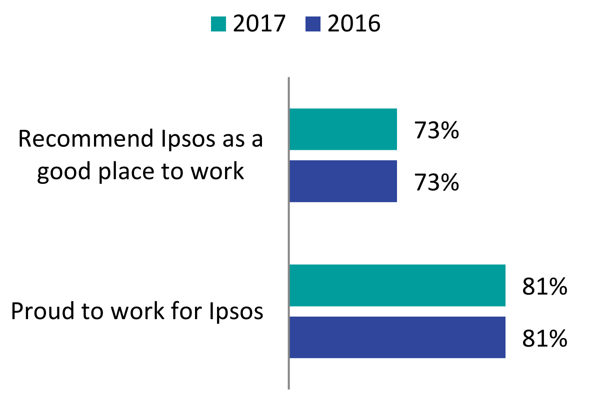
As well, attention has been paid to ensure that the 2017 Ipsos Pulse survey mirrors the Ipsos Game Changers positioning with targeted questions around client centricity (anticipation of needs, speed of delivery, added value, data reliability and impact of deliverables).

By activating these two levers and perfecting the questionnaire, Ipsos has made it even more meaningful for employees and more relevant.

Ipsos Pulse survey responses that have been processed anonymously and statistically have shown Ipsos employees continue support Ipsos values and culture, and strategy.



This overall positive postion is reinforced by the fact that Ipsos employees are proud to work for Ipsos and would recommend Ipsos as a good place to work:



Ipsos employees' commitment to CSR has significantly increased by 5%, from 62% in 2016 to 67% in 2017.

In a continuous improvement dynamic, Ipsos Pulse 2017 campaign results and insights have been very seriously considered and analysed to identify key priorities, including developing, implementing and monitoring specific action plans and talent initiatives globally and locally to help make Ipsos even a more engaging organisation.

Labor dialogue's organisation – in particular rules and procedures pertaining to how the company informs, consults and negotiates with the staff

Ipsos implements appropriate consultation procedures for employees in each of its subsidiaries in accordance with local laws. At Group Level, Ipsos make sure to communicate to all our employees through our media tools such as Ipsos Today, our weekly Group newsletter received by all employees and through our Group intranet or other initiatives.

In terms of labor negotiation, the labor dialogue's rules and organisation are regulated on a country by country basis, within the legal context of each country, with labor dialogues occurring in over 30 countries through a mix of approach (including Works Councils, monthly meetings etc).

8.1.3. Occupational health and safety

Being a service company, where a large majority of employees work in offices, Ipsos has no dangerous business as such, but health and safety are important issues to the Group.

A large number of Group staff is based in buildings in which Ipsos is not the only tenant. Depending on local regulations, most of our offices have committees, with equal or multi-party representation to address health and safety issues. Thus, the structure of the health and safety organization may vary from country to country, as do the responsibilities of the different dedicated committees. The latest Taking Responsibility Survey tells us that we have 407 designated and trained Health & Safety staff worldwide.

However, similar major topics are covered by these organisations:

- Ensuring a safe and healthy working environment;
- Making sure employees are comfortable with their working environment.

The Company adheres to applicable regulations, particularly those relating to working with computers.

For each country, Ipsos has developed a health and safety policy covering a number of areas such as working on site, fire and first aid training. Ipsos has no overall preventive programmes for health risks at Group level, considering that it would not really be pertinent given the nature of its activity. However, the Group encourages its Country Managers to address this topic on a voluntary basis, for example in the following ways:

- For seasonal epidemics, such as the flu, vaccination campaigns can be organised (as it is the case in France, for instance, where the headquarters are based);
- Information campaigns can be developed and rolled out in coordination with national local prevention programmes, like anti-smoking, anti-alcohol programmes or testing for certain pathologies.

In 2017, labour negotiations were led in our territories:

- Ipsos in France was involved in 2017 in re-negotiating a global agreement on minimum wages for the research market in France.
- Ipsos in France signed an agreement with unions regarding the closing of the CATI center in Paris
- In the UK, in response to a change in government legislation (the introduction of the Apprenticeship levy), Ipsos started to employ school-leaver apprentices. This will help support social mobility as we will offer opportunities to talented young people who might not be able to afford to go to university.
- In Italy, Health and Security topics covered in formal agreements with trade unions.

  After the first agreement with Union Representative in 2016, a new law about “smart working” has been issued. In 2017 we worked on the adaptation of all internal procedures to new regulations, signed a new agreement with Unions and has planned for the first months of 2018 ad hoc training on “health and safety” during smart working time. Ipsos in Italy wants to be sure that all the employees are well trained on this in order to minimize the risk of accidents.

Health and security topics covered in formal agreements with trade unions

- Health and Safety Committees do not exist in every country because legal obligations differ, making a Group-level indicator inappropriate. Because Ipsos is based and operating in 88 countries, it does not seem relevant to list all topics related to Health and Safety covered by formal agreements as it would not be meaningful at Group level.
- However, Ipsos complies with local requirements and national law in force to ensure that all employees work in a safe environment. Ipsos encourages its managers and employees to take initiatives to contribute to the safety and best in class healthy working conditions.

Initiatives to promote health and safety at the work place

In North America

- A monthly Health RoadMap was distributed which provided healthy recipes, safety and health tidbits and notified employee of upcoming health and safety observances.
- Ipsos in Canada was “Awarded The Accompass Award for the HR Team of Year” in Canada for the Wellness and Diversity initiatives implemented for our employees. Fruits are provided in most of our US offices as a reminder to eat healthy.
- In the United States, A Mindfulness @ Work program was implemented to enhance stress management and promote employee self-care through mediation and being in the moment. Employees were invited to bi-monthly digital seminars on a variety of topics to reduce stress and remain healthy at work. Our Detroit office held a Wellness Fair by inviting local health advocates and our benefit carriers to promote and build awareness of wellness for our employees.
- Ipsos in Canada aligned with Partners for Mental Health, a non-profit organization, to launch the “Not Myself Today” campaign to promote positive mental health and erase the stigma of mental illness. In addition to running this intensively engaging and interactive campaign, the Health and Safety Committee evolved into a Health, Safety and Wellness committee to cascade this initiative to a broader audience benefiting

over 600 employees. Ipsos in Canada provides speakers to staff via lunch and learns on financial wellness, personal growth and development, benefits as well as mental health awareness and training. In addition, resources are available to employees covering many facets of life that affect day to day well-being. By actively communicating as a team, HR partners are working together to develop best practices to transition employees back to work after a lengthy time off, providing flexibility in our workplace to ensure they are able to manage their health. In 2017, Ipsos in Canada expanded their Wellness Imitative having events planned throughout the month of May, which is Mental Health Awareness month in Canada.

In the UK

Ipsos in the UK, at the time of International Mental Health Day (on 10 October) ran a campaign to promote awareness of mental health issues and the support available to employees. This included publishing a newsletter which pulled together resources available to all employees. In addition, to support people managers, the UK created a Managers Guide to Managing Mental Health Issues and piloted mental health training for people managers - with the intention of rolling this out further in 2018.

In France

- Opening of the fitness center in the building (October 2017) providing courses with a coach.
- The one-week “operation coup de bien” in October to promote wellness at work: workshops and conferences about stress at work, muscular and bone disorders, digital addictions, work-life balance, nutrition and health.
- 56 employees trained to be first-aid representatives.

In Bulgaria

- Ipsos has a licensed Occupational Health Service who help employees build a safe work environment, complying with the existing statutory requirements. They evaluate risks in the workplace and the safety of all employees and propose measures for risk prevention, elimination or reduction; measure specific working environment factors e.g. noise levels and they develop recommendations for the re-organisation of labour for personnel with special protection needs.
- Implementation of additional health insurance for all employees, which includes: prophylactic medical examination once per insured year performed by a trusted doctor that includes the following tests: Blood – blood counts and sediment; Urinalysis – comprehensive; Blood pressure; Electrocardiogram and Anthropometric tests – chest measurement, height and weight. This health insurance package covers the expenses made for planned treatment in the hospital, prophylactic and treatment of teeth with caries and reimburses the expenses made for medical drugs and medical supplies prescribed by a doctor.
- Ipsos provide a masseur in the office once a week and once a month, a healthy breakfast, (only fruits).
- Ipsos provide “Time, Stress, Anger Management training” for all senior employees and TLs.

In Romania

Ipsos selected 4 employees to establish the Occupational Safety and Health Committee, as required by the Romanian law, to communicate all Safety related issues they will discover to the local management, in order to take action and correct them as soon as possible.

In Italy

In order to make sure employees are comfortable with their working environment, in September 2017, Italian management decided to make a workplaces analysis in order to optimize them. In December, a survey was carried out among the employees asking them their habits in the office (how many days they work at home, how many times during the week it happens that they are out for Client meeting/presentation and so on...). Ipsos is going to analyze the results in order to decide the best solution in terms of spaces both for employees and company.

In Latin America

For several years, Ipsos’ offices in Latin America have been promoting a lot of initiatives to engage and train employees and managers and to keep improving the best standards of health and safety practices. For instance, Ipsos in Ecuador carries out preventive actions in the event of natural disasters, because of the earthquake in the country in April, and also promotes communication related to prevention of drug use and consumption. Ipsos in Peru encourages vaccination against influenza by covering 50% of the costs for the employees. Dental checks are offered for free to employees and every month, a newsletter on health and safety is issued. In the case of Argentina, some healthy sessions took places in 2017 to provide useful information about how people can improve healthy habits. These sessions were provided by the medical company.

In Asia-Pacific

- In Thailand, the Wellness campaign was launched in through partnership with a local gym to encourage employees to exercise regularly.
- In Vietnam, several employees actively participate in a weekly yoga session conducted onsite.

- In Singapore on the other hand, Ipsos offered complimentary health screening to all employees. It also participated in the Market Research Society's Sports Festival where employees competed in volleyball, captain's ball and futsal. Malaysia organized an awareness drive on breast cancer and raised funds for the Pink Ribbon Wellness Foundation.
- In Korea, visually handicapped masseurs provide massage services to relax them amidst hectic schedule. They have also implemented early release on Friday afternoon to allow employees to spend more time with the family or pursue hobby as part of the work-life balance campaign. To improve working condition, a committee was formed to discuss and propose ideas on how to improve the office environment.

Ipsos priority on work-life balance

Ipsos pays particular attention to ensuring a good work-life balance and professional efficiency. Systems for organizing working hours are in place in each country in accordance with local legislation (part-time working, working from home, and agreement on the reduction in working hours in some countries in accordance with the local law in force).

Because it is at the heart of its corporate values and its employee value proposition, Ipsos encourages its managers and employees to launch initiatives to improve the working conditions of people. Having a good balance of commitment in work and in personal life is a condition for a sustainable performance and the loyalty of Ipsos' best employees.

As examples of the numerous initiatives towards a better work-life balance:

In the UK

- Ipsos issued guidelines to support our flexible working policy were issued to ensure greater clarity for our employees.
- All maternity returners now have a tailored individual return to work plan which includes a business 're-induction' and additional support (e.g. a buddy) if requested. Next year UK will launch a mum returners mentoring programme.
- Ipsos discussed the possibility of an industry-wide mum returners programme with the Market Research Society (MRS) and is awaiting the outcome of the UK market research industry wide inclusion survey to see whether this will be an industry priority in 2018.
- Monthly 'Career Hack' sessions were launched, these are personal career story sessions, delivered by a cross-section of different Ipsos employees at different stages in their careers. In 2017, 4 sessions were delivered by female employees which had a big focus on work-life balance. Each speaker gave their own tips on how to balance their personal and family life and their career.

In North America

In the US, Ipsos extended parental leave for employees.

In Bulgaria

- This year employees participated in the "No Elevators Day" initiative, organized by NowWeMOVE – they are the Europe's biggest campaign promoting sport and physical activity. It was launched by ISCA.The general idea of the No Elevators Day is to promote the usage of stairs instead of elevators on an everyday basis.
- Ipsos provides opportunities for mothers to work on flexible working hours and work from home.
- They encourage our employees participate in company sponsored sporting events - we have an Ipsos Football team, a dance team, and we take the cost of multiport cards.

In Latin America

In South Cone, initiatives as Home Office once per week, or Birthday day as free or flex time are part of the work-life balance policy.

In Czech Republic

Ipsos long-termly supports different sport activities (eg. running, cycling), Ipsos has also yoga and strengthening exercise proposed directly in the office every week. Employees can use advantageous access to different sport places according to their choice via special card provided by employer. We also provide time management training and consultancy to support effective time usage and prevent exhaustion.

In Romania

Ipsos in Romania successfully implemented the Work from Home programme, that ensures a better work-life balance, and, in the future, will also become an important way to save money on office space.

Absenteeism Rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities by region

The absenteeism rate is the number of hours of absence / number of hours of activity before absences. The number of hours of absence comprises sick leaves, maternity leaves and work accidents.

In 2017 in France, absenteeism rate reaches 3,65% of the total hours declared (vs 3,3% in 2016). Excluding maternity/paternity leave, it equals 2,47% (vs 2,05% in 2016)

Accidents at work, notably frequency and gravity, and professional diseases

Given the nature of Ipsos' activity worldwide, reporting on accidents at work or professional diseases does not really seem pertinent to the transparency of our health and safety policy and for this reason. However, Ipsos makes sure its employees can report on any kind of incidents and takes care of the prevention of psycho-social risks.

In France, in 2017, the number of accident at work or on the way to work equals 5 (compared to 3 in 2016).

8.1.4. Training and development

Ipsos believes that recruiting and training people who are deeply involved in their local market is a determining factor for a deep understanding of societal trends and a sound analysis of the behaviours, thoughts and desires of the consumer-citizen. Thus, Ipsos has developed comprehensive training programmes that cover both, areas of growing expertise in which we operate, but also training programmes intended to individually support employees throughout their careers.

These programmes are of several different kinds and can be rolled out both physically through ad-hoc seminars or through online trainings which reach the greatest number of Ipsos people. It is for this reason, difficult to report on a number of total hours per employee at Group level.

In the past couple of years, Ipsos reported on the total number of training hours for a selected number of countries (Argentina, Australia, Belgium, Brazil, Canada, China, Emirates, France, Germany, Hong Kong, India, Italy, Japan, Korea, Mexico, Netherlands, Peru, Romania, Russia, Singapore, South Africa, Spain, Switzerland, Turkey, United Kingdom and United States) where the iTime HR information system enabled to report on relevant information. In 2017, for these 26 countries, the average % of time spent on training amounts to 2,3% of the total hours declared (compared to 2.4% in 2016).

Ipsos committed to spread the tracking of training hours to 30 countries in 2017, adding the following ones to the preexisting list: Czech Republic, Malaysia, Sweden and Thailand. If we consider these 30 countries, the average % of time spent on training in 2017 amounts to 2,4% of the total hours declared.

Finally, considering all the group, numbers show that training represents 2,4% of the total time declared by employees.

Employees at Ipsos benefit from a wide range of development solutions, framed by our Learning & Development Framework. Within the different training options available, our staff can attend face to face training which is provided by the countries and/or regions, participate in blended programs (combining face to face options and e-learning) and/or take e-learning training through our dedicated platform.

Focus on: The Ipsos Training Center

The Ipsos Training Center (ITC), our solution for providing centralised training to our employees, is our Company's e-learning platform accessible via a dedicated site.

During 2017, the ITC improved its offer, launching many training courses connected with products and methodologies used by our teams, as well as implementing new e-learning training options on soft skills.

The ITC platform remains as one of the preferred ways to train and help our people to develop themselves. Providing standardized training which the employees can take at their own pace, according to their development needs previously discussed with their managers, it strengthens its key role within the company.

The **ITC Mission** is to provide high quality and up to date training solutions that contribute to all Ipsos employees´ personal and organisational growth and development.

The training is designed to provide comprehensive research, soft skills training, managerial and leadership content and is broadly grouped into the following categories:

- **New at Ipsos:** Onboarding courses for new employees or employees who are new to research.
- **Market Research Fundamentals:** An e-learning offer which provides the basic information on the Market Research world for those Ipsos employees with little or no experience in market research.
- **Specialism:** A wide range of content closely related to research topics. A broad e-learning course curriculum aligned with the Business Line tools, methodologies and research strategies.
- **Management and Leadership:** An increasing offer comprising general and soft skills courses. It includes topics such as Client Management, Managing Others, Cultural Diversity and Personal Effectiveness at the workplace.

The ITC is currently offering 473 online training options to our employees, made of 279 e-courses, 132 webinar recordings and 62 Tips & Guides that contribute to the learning and improvement of our personnel.

The graphic below shows the Total Training time that our employees dedicated to their training in the ITC, in 2017. It is important to mention that this data only reflects the training done through the Ipsos Training Center platform by our employees. Therefore, this should be considered as an extract of the total training time in the company, informed by Ipsos.

Total ITC Training hours:

**For 2016 we reported training hours of 96 593 based on an estimated time average. As from 2017, the ITC was able to use the actual time it took our students to go through each course. This gives us a better and a more real estimate of time for each training event in our offer. As a consequence, the training hours reported are showing a difference from previous years. Since 2017, all the ITC training hours reports are built on the real time declared by users.*

<u>Special Considerations:</u>

- For the purpose of reporting training hours incurred through the ITC, **only 100% completed and passed Training events are considered**.
- 3 type of training events in the ITC:
    - Ecourses – Training courses usually divided into sections, which may include interactions, quizzes and a final exam to review contents.
    - Webinar Recordings – recordings on live webinars led by Ipsos specialists and hosted by the ITC for global training purposes. Usually no longer than 1 hour. Available for those who could not attend or for those wanting to check contents again.
    - Tips&Guides – short videos and other resources not considered as ecourses or webinars. Includes uploaded decks used for training purposes.

In 2017, 7,444 Ipsos employees completed and passed at least one training activity.

Average ITC Training hours by employee who completed and passed at least one training activity:

Focus on: Onboarding experience

Ipsos Onboarding process which was implemented in 2015 to ensure Ipsos new joiners have a consistent employee experience across all regions, remains as a key initiative used by our employees to get a quick immersion on our Company's values, history, organization and key processes. In 2017, from 2,396 new hires who were registered to the ITC, 50% effectively completed the 3 mandatory courses expected to be taken during their first week at Ipsos: Discover Ipsos, Security Awareness and Corporate Social Responsibility (abridged version).

In 2018, the newjoiners will be requested to complete a fourth e-learning course: *iTime Ipsos Time Tracking System*.

Focus on Programmes: Ipsos Marketing Quant (IMQ) Global Accreditation Programme

The Ipsos Marketing Quant Global Accreditation Programme, launched in December 2016, had a remarkable spread among our employees in 2017.

This programme, developed by the ITC together with our IMQ main subject matter experts, enables our teams to deepen their expertise and to grow in the IMQ organization. Students need to complete a series of e-learning courses as well as to show experience in key areas of Marketing Quant. Organized into 4 Introductory Working Knowledge stages (one for each of our four service lines: MarketQuest, InnoQuest, ProductQuest and Path to Purchase/Shopper) we ensure that all our employees get the chance to acquire a consistent level of knowledge and expertise to operate within the function. Additionally, once the Working Knowledge stages are completed, each student is invited to choose a Major to become Fully Operational in one area. Up to date, since its launch, 1,581 students have been registered. So far 233 employees got their accreditation in the 4 Working Knowledge stages and 72 have also majored in at least one Fully Operational specialty.

Focus on: New Training Courses

In 2017 Ipsos launched 35 new e-learning courses to enrich our training offer in the ITC. These courses are organized according to the following table:

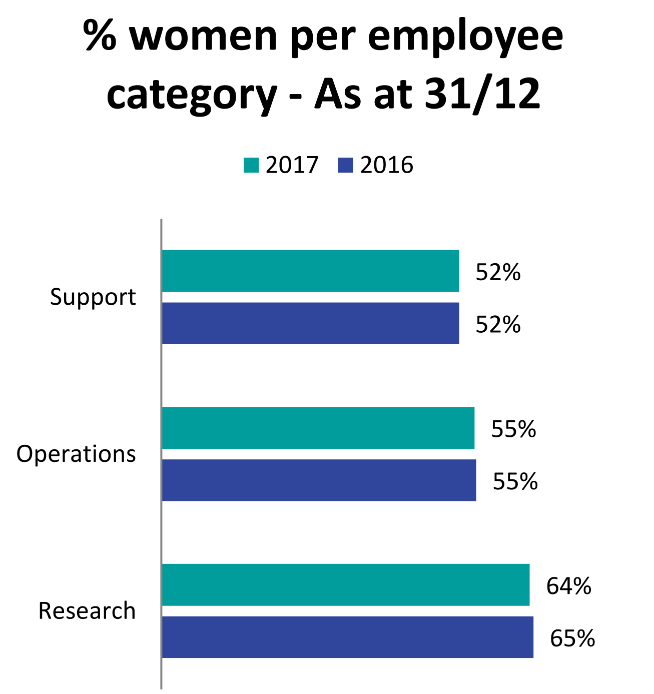
Area	Number of e-learning courses
Marketing	15
Project management skills	7
Ipsos Connect	5
Ipsos initiatives	5
General research skills	2
Onboarding	1

Additionally, many training webinars were hosted for our employees, of which 67 recordings were also made available in the ITC Platform during 2017.

8.1.5. Diversity and equal opportunities

Promoting men and women equal opportunities at the workplace

The research industry is predominantly female, as reflected by the proportion of women within the Group with the overall percentage of female/male 60%/40% and 64% in research functions (compared to 60% of female, 40% of male; and 65% in research functions in 2016). Ipsos, which has employees in 89 countries, supports diversity in its recruitment. In accordance with all applicable federal, state and local laws, Ipsos supports equality between its male and female salaries. Concrete applications of this gender policy are as following: promote equal opportunities and equal pay, in career promotion and progression for men and women, create a family-friendly workplace whenever possible or at least ensure work-life balance.



Ipsos pays extra attention to the respect of such internal rules and would be in a position to closely monitor any potential issue that could occur.

Ipsos also endeavors that women are well represented among the top levels of the hierarchy. At 31/12/2017:

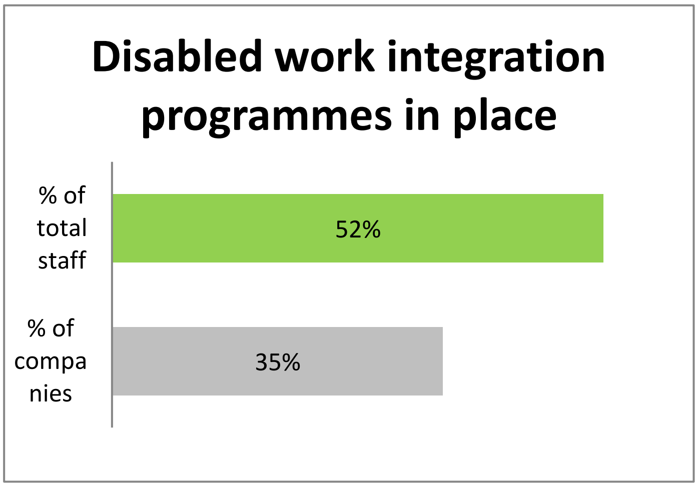
- 27.6% of Ipsos Partnership Group managers, including the Top managers, are women (25.5% in 2016)
- 41.7% of Ipsos Leadership Group managers are women, to prepare potential successors for Ipsos Partnership Group in the future.

Initiatives to Foster Gender Equality

- Asia-Pacific leadership has focused on increasing the representation of females on the Ipsos Asia-Pacific Executive Committee. As a result, during 2017 the region has added 3 women to the Committee, thus increasing female representation on the Committee to 32%.
- In France, following the results of previous year's gender pay analysis, in 2017 Ipsos in France established a process to monitor salary increases and promotions with a gender equality focus.

Fight against discrimination

Ipsos considers difference as a factor that drives progress and performance and is thus committed to equity in employment and in providing a workplace environment that treats all employees with respect and dignity. We are committed to providing equal opportunity to all staff and applicants. The Group encourages our employees to act in a respectful and responsible manner, including in particular codes of best practice concerning human rights, diversity and disability. Our employment policies meet not only legal and regulatory requirements, but also the highest standards in all countries in which we operate. We are committed to treating all employees and all people applying to the company properly and fairly. Decisions relating to employment are based on merit, experience and potential, not taking account of ethnic origin, nationality, gender, marital status, age or religion.



Focus on Asia-Pacific and US

• In line with its effort in creating safe working environment for all employees, Asia-Pacific launched the Work Place Behavior programme in 2017. The Work Place Behavior sessions covered Ipsos Values, Sexual Harassment, Bullying, Discrimination, Grievance Process and Ipsos Whistle Blowing programme. Each session is tailored in alignment with the country's legal framework on the topics included. By the end of the year, over 950 employees in Australia, India, Philippines, Thailand, Vietnam, Singapore and Japan attended the sessions.

• In North America, Professional Conduct training is being rolled out. Four sessions were held in our Washington DC and New York City offices. Throughout 2018, all large offices in North America will host similar sessions and smaller offices will receive virtual sessions.

Ipsos and disability

The company does not discriminate on grounds of disability and actively recruits people with a disability. Our approach is based on three main measures: communication and raising awareness among all staff in combating outdated ideas; helping to recruit people with disability by calling on specialist organisations; keeping workers in employment and those in difficulty for health reasons following an accident at the workplace, while traveling, a professional illness, a personal accident or a debilitating disease.

The number of countries with both a disabled work integration programme and disabled hiring quotas in place, have increased in the last few years, as commented on below.

Disabled Work Programmes

We have seen an increase in the focus on disability, within Ipsos, over the last two years. The number of countries with disabled work integration programmes and/or disabled hiring quotas in place has risen from 31% in 2016 to 35% in 2017.

The focus on fair and equitable practices is also reflected in the introduction of diversity policies in a number of our countries.

8.2. Promotion and enforcement of the fundamental conventions of the International Labor Organisation regarding:

8.2.1. Freedom of association and collective bargaining

Respect of trade unions' freedom of association and collective bargaining

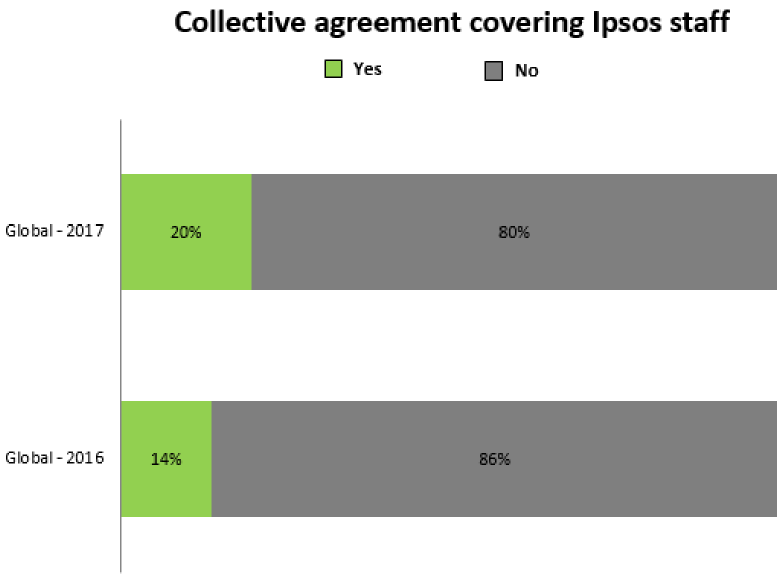
Freedom of association and collective bargaining, to be found under the Principle 3 of the Global Compact, is part of fundamental human rights, compliance with which is one of the Group's main concerns. In all countries in which Ipsos operates, the Group ensures unconditional compliance with this Principle.

Labour Unions

Ipsos employees in all countries have the freedom to be members of Trade Unions. Ipsos staff is members of Trade Unions in many of our countries.

Collective Agreement

Collective agreements, where they apply, are in place in 20% of our countries in 2017; up from the previous year of 14%. In addition, over 60% of our staff have freedom of collective



bargaining clearly expressed within their countries.

8.2.2. Investment and procurement practices

In all countries in which Ipsos operates, with respect to the signature of the Global Compact, the Group ensures unconditional compliance with the Human rights, as well as ensuring that the key principles advocated by the ILO (International Labor Organisation) are strictly respected. We also ensure that none in the organisation knowingly aid or abet human rights violations. This applies to all Ipsos employees and suppliers. However, Ipsos cannot control its suppliers entirely *(see section 8.4).*

Percentage of significant suppliers and contractors that have undergone screening on human rights, and actions taken

Given the Group structure in terms of procurement which is predominantly decentralised and processed at the country level, Ipsos is not in a position to release a centralised percentage of significant suppliers and contractors that have undergone screening on human rights.

However, instructions given to the local procurement department strictly respect the Principles 1 and 2 of the Global Compact, relating to the respect of Human and Fundamental Rights, and Ipsos commits itself to ask its major suppliers to comply with the UNGC principles, through a dedicated clause added to our contracts.

Total hours of employee training on policies and procedures concerning aspects of human rights that are relevant to operations, including the percentage of employees trained

Compliance with human rights is part of Ipsos' internal values. It is a component of our 'Proud to Be Ipsos' corporate statement and the Green Book – The Ipsos Professional Code of Conduct (for more information, please refer to: 8.1.4 focus on Onboarding experience). All employees, especially new recruits as they go through their initial orientation sessions, are reminded of these values, by taking an online or physical new-joiners training session.

In the last twelve months, over 3,000 staff worldwide have undertaken the new CSR & Sustainability training program. Over 90% have rated it as either 'excellent' or 'very good'.

8.2.3. Non-Discrimination

Non-Discrimination is a value supported by Ipsos Green Book – The Ipsos Professional Code of Conduct. In 2017, there hasn't been any incident of discrimination reported at the Group level.

In all countries in which Ipsos operates, the Group ensures unconditional compliance with the Principle 3 of the Global Compact relating to non-discrimination. (To read more about Ipsos policy, please refer to section "Social").

8.2.4. Forced and compulsory labor

With regards to forced labor, given the nature of Ipsos activity, we do not directly entail any risk of forced or compulsory labor. Moreover, in all countries in which Ipsos operates, the Group ensures unconditional compliance with the Principle 4 of the Global Compact relating to the abolition of forced and compulsory Labor.

8.2.5. Child labor

Operations identified as having significant risk of incidents of child labor, and measures taken to contribute to the elimination of child labor

Given the nature of Ipsos activity, meaning the delivery of market research services, we do not directly entail any risk of child labor issues. Moreover, in all countries in which Ipsos operates, the Group ensures unconditional compliance with the Principle 5 of the Global Compact relating to the abolition of Child Labor.

In addition, Ipsos is particularly cautious when interviewing children and young people, and conducts all activities according to the ESOMAR Code. The consent of parents and responsible adults must be obtained before any such interview.

ACTING RESPONSIBLY TOWARDS SOCIETY AND COMMUNITIES

The Community pillar of the Taking Responsibility structure of Ipsos covers both the 'Social' and 'Society' aspects of the GRI structure. The Society aspect of GRI is an area that Ipsos has fully embraced and this chapter is intended to highlight the breadth of activities undertaken by Ipsos.

8.3. Impact on communities and charity policies

Territorial, economic and social impact on regional development and neighboring communities

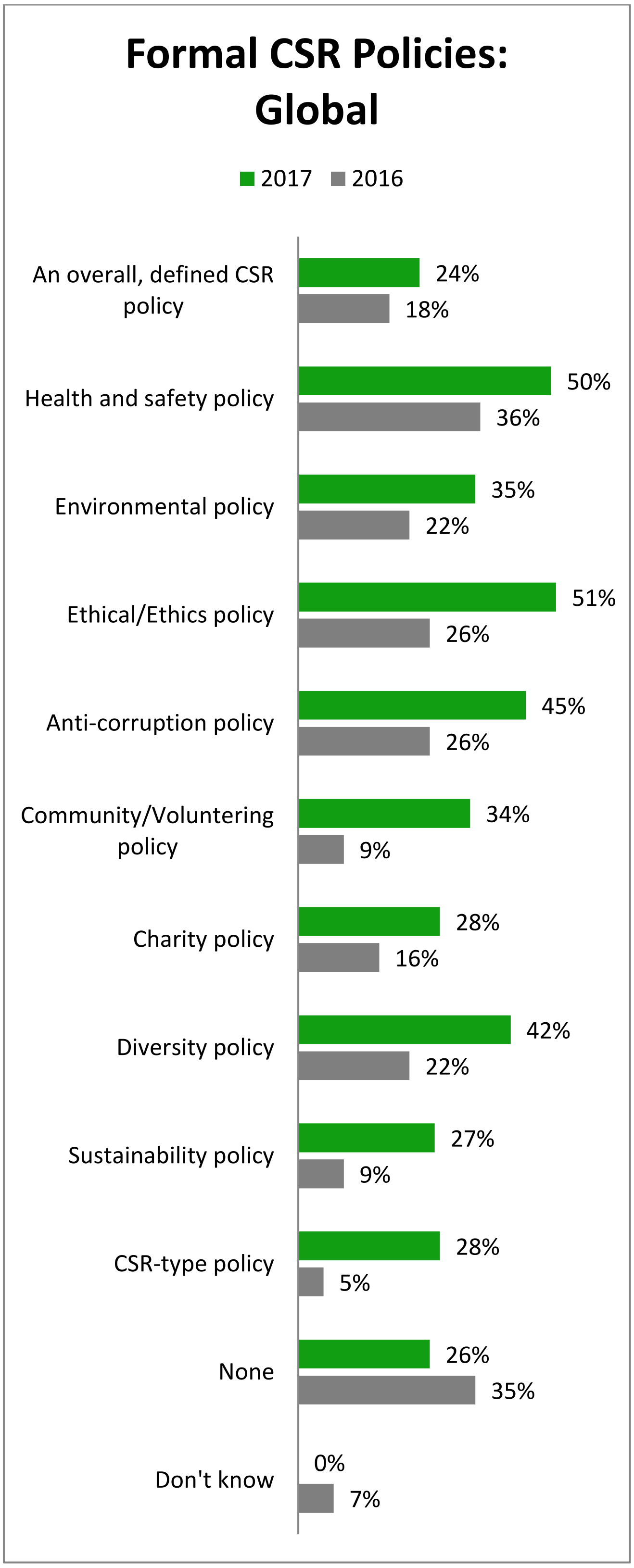
Given the level of decentralisation of its activities and the geographical dispersion of its staff, Ipsos has no significant direct impact on local employment. The direct impact of the Economic and Social Group is thus that of a multinational company with more than 16,000 employees in 89 countries.

However, we favour the recruitment of local populations in that we believe that their understanding of the social, economic and cultural thematics is a key success factor of our business with our local clients.

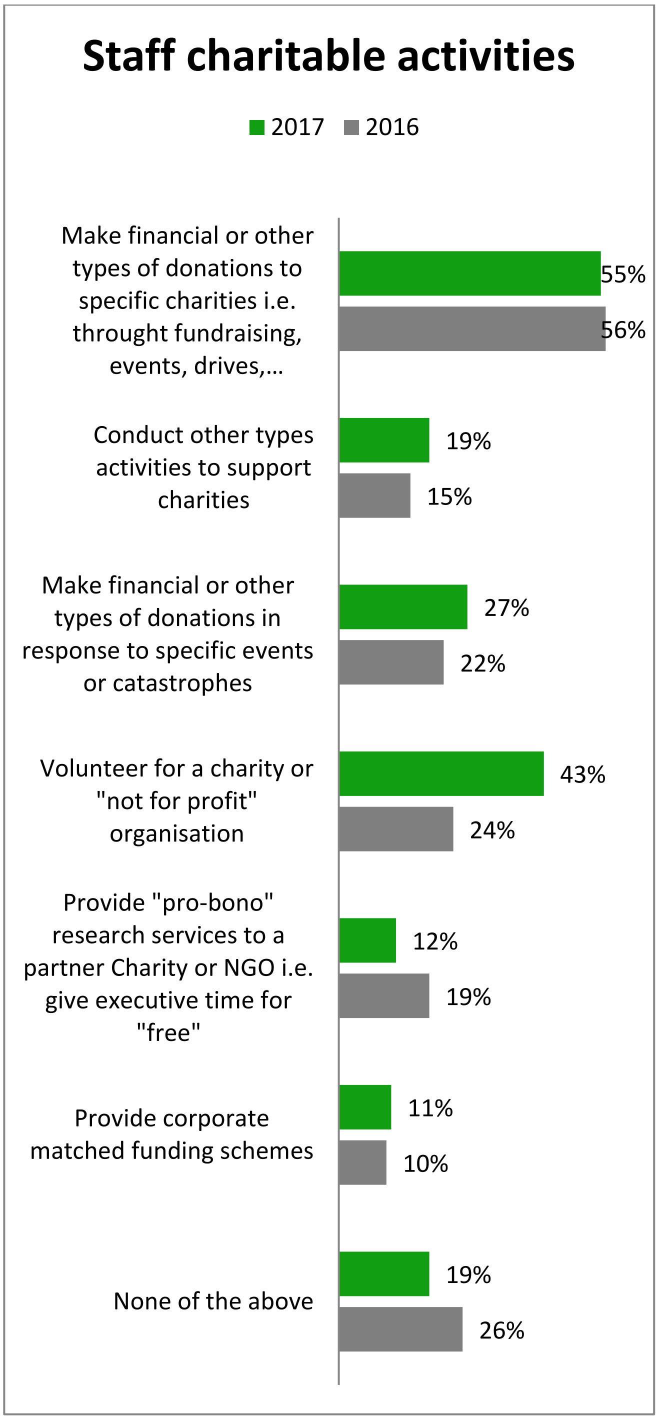
Engaging with and having active relations with societal and community stakeholders are a key component of the 'Taking Responsibility' programme.

In a significant proportion of Ipsos countries there are formal policies in place in relation to their charity, community and volunteering policies: 74% of surveyed countries (58% last year) are aware of some formal policy in their country as of 2017 covering Social, Societal, Environment, Ethical and Anti-corruption policies.

The Taking Responsibility 2017 Survey results highlight the existence of very specific and formal policies covering the following range of issues:



Ipsos allows and actively encourages its employees to engage in several kinds of charitable activities. As a result, in 2017 Ipsos people participated in the following activities:

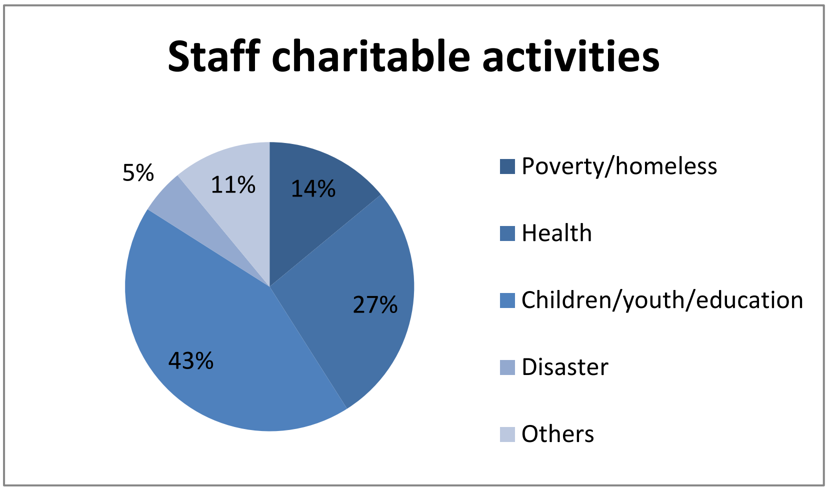


81% of our companies (versus 75% in 2016) are actively engaged in some form of staff charitable activities. This remains a key focus for Ipsos as we look toward 2018.

For the 2017 reporting period, among the surveyed countries, over 900 days of volunteering work (compared to just over 800 in 2016) have been conducted by Ipsos staff. When a value is attributed to the known activities undertaken by Ipsos in the ‘Society’ area the cumulative value is significant – equivalent to nearly €1.7 million in 2017 (an increase of over 25% compared to 2016).
These results are generally positive but it is believed that Ipsos can make a more positive community and societal impact and a number of initiatives being undertaken will

actively enhance this impact on both a local and broader stage.
Over 50 of our countries have direct involvement with local charities. In some countries they may work with one charity, on fund-raising or pro bono work, whilst our largest countries will work with over 20 different charities in some cases.

In total, 200 charities benefitted from Ipsos involvement in 2017, a similar level to 2016. These charities covered a wide range of types and size. The types of charities who benefitted in 2017 were:



The Ipsos foundation

The Board of Directors of Ipsos SA on January 9th 2014 approved the project to create the Ipsos Foundation. The aim behind the creation of this Foundation is to provide further structure and focus for the Ipsos Corporate Social Responsibility work, by providing the means of engaging with the voluntary sector on a significant scale. More specifically, it creates the venue to allow Ipsos to share and apply its resources and expertise in an effort to help tackle social and societal issues.

The Ipsos Foundation Mission Statement is a global outreach programme to "support, develop and implement the education of disadvantaged children and youth worldwide". It comes from the standpoint that the Ipsos Foundation should focus on disadvantaged children and youth education in order to help some of the 'respondents of tomorrow'It aligns the Ipsos Foundation closely with the societal part of the Ipsos Taking Responsibility programme.

Didier Truchot, Chairman and CEO of Ipsos, formally announced the launch of the Ipsos Foundation in November 2014 as a US charitable 501(C)3 foundation and in France as a 'Fond de Dotation'. This has then been further added to with a United Kingdom arm of the Ipsos Foundation in late 2015. The Ipsos Foundation is overseen by a Board comprising Florence von Erb and Mary Dupont-Madinier (Independent Board members), Didier Truchot (Chairman and CEO), and Richard Silman (Group Head of CSR) with support from Sheryl Goodman (Group General Counsel), Antoine Lagoutte (President, Corporate Finance) and Mark Campbell (CFO United States).

Since 'opening for business', at the beginning of 2015 the Board have met five times each year and have reviewed a total of nearly 80 applications to the Ipsos Foundation. Thus far, a total of over 40 applications, from nearly 25 different countries, have been approved by the Board Members of the Ipsos Foundation and most recent are:

- Haiti – Mary's Meals
- UK – Books Clubs in Schools
- France – B-aba Autisme
- Germany – Die Arche
- Philippines – Kythe Foundation
- Spain – Ship2B
- France – Coup de Pouce
- Romania – Teach for Romania
- Pakistan – READ Foundation
- Lebanon – Arc en Ciel
- South Africa – Little Libraries
- South Africa – Peninsular Schools Feeding Association
- France – Enfants d'Asie
- Uganda – SINCE
- Indonesia – Library & Reading Garden
- India – SOS Children's Villages
- South Sudan – Mary's Meals

The Ipsos Foundation is seeking to continue to grow the extent of its work as we move into 2018. The Foundation will continue to be fully supported and funded by Ipsos but will also give the opportunity to Ipsos employees to participate in the funding of the Foundation either through direct financial giving or through fundraising. At some point in the future Ipsos also hopes to make it possible for our clients to financially support the Ipsos Foundation.

8.4. Due diligence of the parent firms and main contractor companies

Ipsos SA and its subsidiaries are concerned, due to their size, by the new regulations issued from the Law n°2017-399 of March 27th, 2017 relative to the duty of vigilance of parent firms and main contractor companies.

Considering the intellectual nature of its activities, Ipsos has a very little exposure to the risks aimed by these regulations, namely the serious infringements to human rights and fundamental freedoms, to health and safety and to environment which could result from its own activities.

Besides, and due also to the nature of its activities, the activities of Ipsos' suppliers or subcontractors are themselves not especially exposed to the aforementioned risks. Ipsos is not therefore particularly exposed, due to its suppliers or subcontractors' activities, to the risks covered by these regulations.

However, even if these risks are low, Ipsos started in 2016 to define the lines of its "vigilance plan", in relation with most of the actions and measures already implemented in the "CSR" area at Group level, as described in this chapter.

The measures that this vigilance plan shall contain are already widely identified and most of them are already implemented.

This is the case in particular for the measures aimed at preventing serious violations of human rights and fundamental freedoms, the health and safety of persons and the environment that might result from Ipsos' own activities (please refer in particular to 8.1. and 8.2. above).

This is also the case for risk prevention measures related to suppliers and subcontractors' activities, as Ipsos, which is unable to control the said suppliers' activities, selects them by following a set of internal rules and procedures for good behavior and by including in its contracts specific clauses (see 8.5. above).

Beyond the existing measures which are already in place (Green Book – the Ipsos professional code of conduct, Whistle-Blowing System, internal control and risk management procedures, internal rules governing the suppliers and subcontractors' selection etc.), Ipsos shall identify in its vigilance plan and then implement all the measures which shall be deemed necessary for the prevention of the aforementioned infringements. This will be done in adequacy with the mapping of the specific risks which is in process of establishment and whose purpose is to identify, analyze and prioritize these risks.

This work will be continued in 2018 in order to finalise in consultation with stakeholders this vigilance plan, which will include all the measures provided for by the aforementioned regulations.

Thus, measures already existing may be extended, for example the "anti-corruption" Whistle-Blowing System implemented in 2013 (see 8.6 below). In addition, new measures and/or valuation procedures may be implemented.

8.5. Outsourcing and suppliers

Ipsos' overall strategy is to own its data collection and production platforms, ie a vertical integration operating model. When it is necessary, Ipsos may outsource. In those cases, Ipsos makes sure that it has a strong control over the quality of the information collected and produced. Consequently, the level of Subcontracting is low in this area. It is more developed when Ipsos consider that the supply is not directly strategic for our business and also where the external offer can obviously support us at a good price and a good level of efficiency. This will be the case for example for all the type of IT infrastructure (hosting), software (ERP).

In conformity with the Global Compact, Ipsos ensures as far as possible that its suppliers and subcontractors (whenever applicable) support the principles of the Universal Declaration of Human Rights. They must avoid using equipment that is in violation of these rights. In addition, we recognise that local customs, traditions and practices may differ but expect suppliers to comply at least with local, national and international laws. We expect suppliers to support International Labor Organisation core conventions on labor standards. However, Ipsos cannot control its suppliers directly.

The principles driving our relationships with our suppliers also apply in the social and environmental spheres: suppliers should not discriminate in hiring, compensation, access to training, promotion, and termination of employment or retirement and they should do their utmost to respect and protect the environment. This engagement matters to Ipsos when it comes to work with a supplier.

Starting January 2014, our main new contracts signed with suppliers are including a UN Global Compact clause when possible. Ipsos has today signed 35 contracts with global suppliers representing an amount of spending 20.3M€ in 2017 (compared to 19.7M€ in 2016 with 30 suppliers).

8.6. Anti-Corruption

Anti-Corruption is a value supported by the Group and supporting Principle 10 of the Global Compact relating to the refusal of bribery and corruption in business practices, Ipsos pays extra attention to anti-corruptive practices. A specific section in the Green Book – The Ipsos Professional Code of Conduct reminds each employee that they must comply with anti-corruption legislations around the world and the prohibition of any corrupt practice.

The Group has implemented a Whistle-Blowing System in 2013, a policy of encouraging its employees to report any potential wrong doing that could not be reported through the usual internal reporting channels. This system provides the ability to report concerns using post mail, emails and phones or a secured web access that will be logged into a case management system. The system is structured to organise a verification of the data collected in a confidential basis in order to enable Ipsos to decide on the measures to be taken to address the issue raised. Follow up of all cases is made in a consistent and efficient way.

In 2017 there were 66 cases reported into our Whistle-Blowing system (64 cases in 2016). All cases of whistle blowing were investigated by our internal audit team, and appropriate action taken if necessary.

8.7. Product Responsibility

Consumer health and safety

The Group's business is about providing intellectual services. The notion of impact on health and security of consumers can only be assessed in the light of the principles applied by Ipsos whilst carrying out its survey research: independence, integrity, quality and non-partisan positions.

Confidentiality – Integrity of Client, Supplier and Other Relationships

The confidentiality of business processes must be safeguarded at all times. The essence of Ipsos' business is based on the integrity of the data measurement, work, products and services that we sell to our clients. They rely on the fact that our data are processed and produced without flaws or bias.

Any disclosure of confidential information of a client, supplier or other party to another third party is strictly prohibited. Each Group company is committed to treating such confidential information with the same degree of care as used within the Ipsos organisation to protect our own confidential information. Confidential information shall be stored in a safe place and copies shall be limited to what is necessary.

Privacy – Data Protection

Data protection is and always has been, at the core of Ipsos' business. The handling of personal data by Group companies is made with due care and in strict compliance with relevant privacy laws and regulations. In order to meet the significant regulatory and legal requirements notably with the new EU regulation (2016/679 on data protection also known as the "GDPR" which will be in force from May 25 2018), Ipsos launched a privacy program and set up a robust governance on data protection.

Practices related to customer satisfaction

Quality is a key priority for Ipsos at Group level. As it says in the Green Book – The Ipsos Professional Code of Conduct: *"Our mission is to deliver information about markets, consumers, brands and society to our clients with the 4S's in mind: Security, Simplicity, Speed and Substance. The essence of Ipsos' business is based on the integrity of the data measurement, work, products and services that we sell to our clients".*

In order to follow up on client satisfaction, Ipsos has implemented two dedicated systems:

- A Client Satisfaction Monitor: eligible jobs lead to a questionnaire being sent to the client. Measuring post-project satisfaction enables us to get regular assessment of our job quality and to react rapidly when problems occur or when clients raise a concern.
- A Global Client Survey (GCS): once a year, the GCS measures the overall relationship with our main clients. It evaluates perceptions of Ipsos as a company and as a brand.

Results of both studies are closely monitored and dedicated action plans are set up whenever needed.

8.8. Public policy

Due to the nature of the work undertaken by Ipsos – market and opinion research – it is important that Ipsos always maintains a neutral non-partisan position. Among the 75 Country Managers who responded to the specific question, not one reported that they made financial contributions to political parties, politicians and related institutions in 2017.

Ipsos is an active member of ESOMAR, which through its Code on Market and Social research, (developed jointly with the International Chamber of Commerce) sets out global guidelines for regulation and professional standards. These standards are undersigned by all ESOMAR members and are adopted or endorsed by more than 60 national market research associations worldwide. As a member, Ipsos therefore adheres to the principles of good conduct as defined by this code.

This issue is of paramount importance to Ipsos. From the 2017 Survey, there are no incidents of Ipsos involvement in either political lobbying or donations to political parties.

8.9. Anti-competitive behaviour

Ipsos group will not accept any violation of anti-trust and competition laws and regulations.
Anti-trust and competition laws and regulations are issued by a national or regional government or agency and have a national, regional and/or global reach. They define acceptable behaviour for competing in a given territory and aim at promoting fair competition.

Ipsos seeks to compete actively in a fair and ethical manner. In this context, we refuse and prohibit:

- Dealing with competitors on prices or other terms of sales, or attempts to divide territories or clients;
- Price agreements with communication outside work on any part of an agreement;
- Agreements with competitors, suppliers or clients not to sell to a client or buy from a supplier;
- Any anti-competitive practices.

8.10. Compliance

In 2017, the Ipsos group did not incur fines or non-monetary sanctions for non-compliance with laws and regulations.

TAKING RESPONSIBILITY TOWARDS THE ENVIRONMENT AND FUTURE GENERATIONS

General policy and organisational structure

As an international company, Ipsos' growth strategy takes account of the ecological and environmental impact of its business activities. Ipsos set up in several countries environmental policies to sensitise its teams to the practices of reduction of waste, energy consumption and our carbon footprint. As much as possible, Ipsos seeks to decrease the side-effects of our activities on the environment by supporting the use of renewable resources.

Ipsos reports on its 2017 GreenHouse Gas (GHG) Emissions on an international scope and uses the results from the annual Taking Responsibility Survey to help to manage its broader environmental impact.

For the 2017 reporting period Ipsos proceeded internally to the calculation of the GHG emissions. We are reporting across 30 countries that represent 90% of Ipsos revenues on Level 1, 2 and 3 emissions.

This renewal of the way the Group proceeds in measuring and reporting on its impact towards its people and environment will enable us in the coming years to better orientate our CSR policy and to follow reduction target plans accordingly.

The Ipsos organisational structure takes into account environmental issues, and if need be, steps taken for environmental evaluation or certification

The Ipsos CSR structure is headed by a Head of Corporate and Social Responsibility since 2012 and is monitored in close cooperation with the CEO of Ipsos. Together they design the Ipsos CSR policy and activate internal local structures to roll it out. Given the international landscape of CSR, some countries within the Group have a dedicated structure and some are less advanced. Supervision of the environmental certification process worldwide (ISO norms where relevant for instance) following local specificities will also fall under this task. It will also require working in close cooperation with teams on-site.

Since 2013, Ipsos internalised the measuring and reporting on its GHG emissions to internationally recognised standards demonstrating its active desire to adopt the relevant systems.

As part of our annual Taking Responsibility Survey, we are monitoring progress being made on a country by country basis to reduce our overall impact globally and we know from the 2017 Taking Responsibility Survey that 74% (nearly three in four) of our countries now have some formal policy on CSR.

Recycling and energy saving initiatives are increasingly being used in various formats such as recycling paper, ink cartridges, electronics and energy saving initiatives such as travel reduction schemes, lighting and electricity savings.

As stated in §8 above, for the same population universe and same level of business, Ipsos wants to reduce its GHG emissions by 10% from 2017 to 2020.

8.11. Waste and recycling

The major item of waste produced by Ipsos is paper and at country level Ipsos is willing to make progress in the recycling of this primary waste source. This kind of initiative typically finds great support within countries, where local teams are always prompt to follow them.

Ipsos encourages the development of energy savings, such as in France Ipsos has installed equipement for selective waste sorting.

In 2017, the results from the GHG Emissions Report show that, amongst the Ipsos countries reporting, we recycled 256 tonnes of paper (245 tonnes in 2016). This increase is related to increasing awareness of employees for recycling and also to non-recurrent high amount in some countries due to office moves.

8.12. Food waste

Our activity does not generate directly any food waste. The main source of food waste is from employees' personal consumption such as meals in the company canteen. The total amount is immaterial for the Group.

8.13. Water

Given the nature of our activity, our water consumption is only that of the daily use of office facilities. However, awareness is raised among Ipsos employees in order to foster responsible and thrifty behaviours. The water consumption for the 30 selected Ipsos countries is 101,190 m3, which gives an average consumption per employee of 7.6 m3 per annum. On a like-for-like 26-country basis, the consumption per employee per annum is 7.7m3, which represents a 6.8% decline compared to 8.3m3 in 2016, The data is generally based on water bills or data from property management office. When such information is not available, the data is based on internal estimation of consumption per employee.

8.14. Biodiversity

Strategies, current actions and future plans for managing impacts on biodiversity

Ipsos has no office or operating sites concerned by such issues and as a result, there is no Group action plan designed to manage impacts on biodiversity at this stage.

However, local initiatives supported by the Group have arisen in some countries, driven by on-site sensitivities and priorities, such as in France Ipsos has installed beehives on the roof of its headquarters to support this endangered species in urban areas.

Land Grabbing

As with Biodiversity, Ipsos has no office or operating sites concerned with any kind of land grabbing activities. As a service company this does not impact upon Ipsos but, even so, we operate a zero-tolerance policy towards land grabbing.

8.15. Energy

Being a professional services organisation, our major energy consumption variables relate to business travel and electricity consumed in buildings (lighting, heating, air conditioning and IT related spending).

In 2017, the total electrical energy consumption is 25,487,311 kWh. On a like-for-like 26-country basis, the consumption is 24,539,465 kWh, which represents a decline of 11% compared to 27,519,770 kWh in 2016.

The business travel undertaken by Ipsos employees, including air and ground transportation, are the main source of our GreenHouse Gas (GHG) Emissions and must be seen as the main impact of our activities on climate change.

Tackling this is a major challenge for Ipsos, where worldwide business and our geographical scope entail the mobility of our people.

The 2017 Taking Responsibility Survey shows that 55% of countries (representing 73% of headcount) currently use a central booking system for all travel requirements, which is recognised as one step in rationalising the impact from business travel. Having this measurement will allow Ipsos to increase the number of countries using a central booking system, thereby further rationalising this figure in the future.

Initiatives to reduce energy consumption and reductions achieved

The implementation of central booking systems for all travels has resulted in a better control and reduction of expenditures on business travel, which is being tracked on a country by country level.

Alongside this, other activities related to energy and emissions savings have been rolled out across the Group, for instance lighting initiatives or special use of energy-saving devices.

In terms of the use of renewable energy we promote sustainable behaviours, from which we know from the 2017 Taking Responsibility Survey that:

- Nearly 90% of our countries are recycling paper;
- Over half of our employees have schemes to encourage the use of public transport;
- 88% of employees have programmes to encourage use of Business Skype;
- Nearly two-thirds have access to video conference facilities.

8.16. Greenhouse gas emissions

The internal methodology adopted is based on the **BILAN CARBONE®**. The GHG Emissions Report covers 30 countries that represent circa 90% of Ipsos revenues on most emissions sources of the business (with en equal proportion of OECD and non-OECD members).

The period on which we are reporting data is from 2016-Q4 to 2017-Q3 in the 30 selected countries.

As in 2016, we continue to focus on Scope 1, 2, as well as business travel emissions in Scope 3 which are the biggest contributors to the global carbon footprint. On this scope, the global carbon footprint amounts to 37,086 tCO_2e/year for 30 Countries in 2017 (on a like-for-like basis for 26 countries, 35,928 tCO_2e/year in 2017 compared to 37,292 tCO_2e/year in 2016, a decrease of 3.7%).

Scope 1, 2 & business travels GHG emissions by source (%):

The result of this GHG Emissions Report shows that business travel, electricity consumption and air conditioning are the biggest contributors to the global carbon footprint.

95% of total emissions are generated by these 3 sources:

• 61.4% - Business travel: for air transportation, the data is relatively accurate as it is captured by third party travel management companies. For ground transportation, the data accuracy varies from country to country.

• 30.4% - Electricity consumption: data is generally based on energy bills where available. In some cases, where data is not complete, consumption is extrapolated based on other office locations or prior year information. National emissions factors are provided by Bilan Carbone® database.

• 3.2% – Refrigerant gas emissions for air conditioning in the offices: the data is an estimation based on the equipment capacity usage or refrigerant purchases. Fugitive emissions factors are provided by Bilan Carbone® methodology.

Emissions Sources	2017	2017 (like-for-like 26 country basis)	2016
Total Scope 1 emissions	8,2%	8,0%	7,8%
Total Scope 2 emissions	30,4%	29,9%	31,7%
Scope 3 - Business travels	61,4%	62,1%	60,5%
Total Scope 1, 2 & Business Travels	100,0%	100,0%	100,0%

On top of the above, in Scope 3, we are also following additional marginal emissions related from office paper consumption, fuels and energy consumption not covered in Scope 1, wastes and other indirect upstream sources.

In future years the Ipsos carbon strategy is intended to include actions to:

- Increase the certainty and visibility of this reporting;
- Monitor GHG progress from year to year and the value creation from emissions mitigation through carbon efficiency actions;
- Reduce emissions with a focus on transportation optimisation;
- Achieve overall emission reduction objectives of -10% from 2017 to 2020. The original target was to reduce our countries emissions by 10% over 2014 to 2017 (same perimeter, same level of business and constant methodology). We have achieved -14.1% on a 22-country basis (scope in 2014).

8.17. Amount of provisions and guarantees for environmental risks, provided that such information would not likely cause serious harm to the company in an ongoing litigation

Ipsos is not engaged in any risky environmental actions likely to cause serious harm to the company in an ongoing litigation. The Group does not amount provisions.

8.18. Environmental protection

Employee information and training with regard to environmental protection

For many years, we have benefited from great support among local management, who rarely miss an opportunity to highlight how important Corporate Social Responsibility is to Ipsos and how handling the environment is the responsibility of all staff.

In this regard, they ensure each new joiner is sensitive to the Ipsos CSR engagement, through the new joiner package and our Intranet and internet dedicated sections.

In addition, a specific programme on Corporate Social Responsibility was launched in 2016 with the Ipsos Training Center. This dedicated programme allows all employees to understand Corporate Social Responsibility, to know the Ipsos approach to CSR (for its clients and its employees) and keys to involve employees and suppliers.

Means used for preventing environmental risks and pollutions

Given the nature of Ipsos activity, the environmental risk incurred, as well as generated, can be considered limited. Our impact on environment is mostly linked to associated GHG Emissions. Hence the most relevant indicator has been identified as GHG Emissions and to the set of actions implemented to reduce and optimise energy resources as a professional services organisation; our core activity does not engender any direct waste-releases into the atmosphere, water or soils that will badly affect the environment. This is also true of noise pollution. Having a large majority of people working in offices prevents us from acting in a prejudicial manner in this regard. Besides, there is very little land or ‘green’ space at our office locations for which we have responsibility. As a consequence, the Group has not developed any global policy towards land use.

Besides, Ipsos has not taken today any specific global adaptation measures to the consequences of climate change. The aim going forward is to set reduction targets globally. However, the internalisation of the calculation of the GHG Emissions for instance raised awareness within the Group of the consequences of climate change.

APPENDIX

8.19. Cross-reference table GRI indicators and global compact principles

GRI G4 Indicators		Chapter Section CSR	Retained indicator / Page
EN1	Materials used by weight or volume	8.11	Not available, p.65
EN2	Percentage of materials that are recycled input materials	8.11	Recycled materials (metric tones of paper), p.65
EN3	Direct energy consumption by primary energy source	8.15	Direct energy consumption (kWh), p.66
EN4	Indirect energy consumption by primary energy source	8.15	p.66
EN5	Energy saved due to conservation and efficiency improvements	8.15	Description of initiatives, p.66
EN7	Initiatives to reduce indirect energy consumption and reductions achieved	8.15	p.66
EN8	Total water withdrawal by source	8.13	Not available as not significant in respect of the Ipsos business, p.65
EN12	Description of significant impacts of activities, products and services on biodiversity in protected areas and areas of high biodiversity value outside protected areas	8.14	Not applicable, as not relevant to the Ipsos business, p.65
EN16	Total direct and indirect greenhouse gas emissions by weight	8.16	Gas emissions by TCO2 per year and sources, p.66-67
EN18	Initiatives to reduce greenhouse gas emissions and reductions achieved	8.16	Description of initiatives, p.66-67
EN26	Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation	8.14 8.18	Description of initiatives, p.65-66 p.67
EN30	Total environmental protection expenditures and investments by type	8.18	Description of policy, p.67
HR2	Percentage of significant suppliers, contractors and other business partners that have undergone human rights screening, and actions taken	8.5	Description of policy, p.63
HR3	Total hours of employee training on policies and procedures concerning aspects of human rights that are relevant to operations, including the percentage of employees trained	8.18	Description of policy –plus hours included in the total hours training per year and per employee, p.67
HR4	Total number of incidents of discrimination and corrective actions taken	8.1.5	Description of policy, p.58
LA1	Total workforce by employment type, employment contract, and region	8.1.1 8.1.5	Total workforce by employment contract, activity, region and gender, p.48-49 p.58
LA2	Total number of new comers and lay offs and rate of employee turnover by age group, gender and region.	8.1.1	Total number of new comers and lay offs – Rate of employee turnover, p.49-50
LA7	Rates of injury, occupational diseases, lost days, and absenteeism, and number of work related fatalities by region and by gender	8.1.3	Not available, p.55-56
LA8	Education, training, counseling, prevention, and risk-control programs in place to assist workforce members, their families, or community members regarding serious diseases.	8.1.4	p.56-57
LA9	Health and safety topics covered in formal agreements with trade unions	8.1.3	Description of initiatives, p.53-55
LA10	Average hours of training per year, per employee, by gender and by employee category	8.1.4	Total number of hours training per year, per employee and average training time per employee, p.56-57
LA11	Programmes for skills management and lifelong learning that support the continued employability of employees and assist them in managing career	8.1.4	Description of programmes p.56-57
LA12	Percentage of employees receiving regular performance and career development reviews	8.1.4	p.56-57
LA13	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership, and other indicators of diversity	8.1.5	p.58-59
PR5	Practices related to customer satisfaction, including results of surveys measuring customer satisfaction	8.7	Description of the practices related to customer satisfaction, p.64
PR9	Monetary value of significant fines for noncompliance with laws and regulations concerning the provision and use of products and services	8.10	p.64
SO1	Nature, scope, and effectiveness of any programs and practices that assess and manage the impacts of operations on communities, including entering, operating and exiting	8.3	Operations on communities and charity policies - Breakdown by CSR activity, with number of countries involved and number of days of volunteering work, p.60-62
SO2	Percentage and total number of business units analysed for risks related to corruption	8.6	No incident recorded. See, p.63-64
SO4	Actions taken in response to incidents of corruption	8.5	Description of policy, p.63

Global Compact principles	Corresponding GRI indicators retained by Ipsos
Principle 1: Businesses should support and respect the protection of Internationally proclaimed human	HR 2 • HR 3 • HR 4 • LA7 • LA9
Principle 2: Businesses should ensure that they are not complicit in human rights abuses.	HR 2 • HR 3 • HR 4
Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right	HR 2 • HR 3
Principle 4: Businesses should uphold the elimination of all forms of forced and compulsory labour.	HR 6
Principle 5: Businesses should uphold the effective abolition of child labour	HR 5
Principle 6: Businesses should uphold the elimination of discrimination in respect of employment	LA2 • LA 13 • HR 2 • HR 3
Principle 7: Businesses should support a precautionary approach to environmental challenges.	Introduction Section 3 EN18 • EN26• EN30
Principle 8: Businesses should undertake initiatives to promote greater environmental responsibility	EN1 • EN2 • EN3 • EN4 EN5 • EN7 • EN16 • EN18 • EN26• EN30
Principle 9: Businesses should encourage the development and diffusion of environmental friendly	EN2 • EN5 • EN7 • EN18 •EN26• EN30
Principle 10: Businesses should work against all forms of corruption, including extortion and bribery	SO7 • SO4

8.20. Cross-reference table CSR report

The following cross-reference table refers to the Sections of the CSR report included in the annual report, corresponding to the different items of article R 225-105-1 of the French commercial code.

	Chapter	Pages
1 • EMPLOYMENT INFORMATION		
A/ EMPLOYMENT		
Total employees (broken down by gender, age and geographical region)	8.1.1	48-49
New joiners and lay-offs	8.1.1	49-50
Remunerations and their evolutions	8.1.1	51
B/ ORGANISATION OF WORK		
Organisation of working time	8.1.2	51-52
Absenteeism (reasons)	8.1.3	55
C/ LABOUR RELATIONS		
Structure of social dialogue (rules and procedures on employee information, consultation and negotiation)	8.1.2	52
Assessment of collective agreements	8.1.2	52
D/ HEALTH AND SAFETY		
Health and safety conditions	8.1.3	53-55
Agreements with union bodies or employee representatives in the area of health and safety at work	8.1.3	53-55
Frequency and severity of accidents at work and recording of work-related illness	8.1.3	55-56
E/ TRAINING		
Measures implemented regarding professional training programmes for employees	8.1.4	56-57
Total number of hours of training	8.1.4	56
F/ DIVERSITY AND EQUALITY OF OPPORTUNITY (POLICY ADOPTED AND MEASURES TO PROMOTE)		
Gender equality	8.1.5	58
Employment of people with disabilities	8.1.5	58-59
Policy for tackling discrimination	8.1.5	58-59
G/ RESPECT FOR THE PROVISIONS OF THE FUNDAMENTAL CONVENTIONS OF THE ILO		
Respect for the freedom of association and the right to collective bargaining	8.2.1	59
Elimination of discrimination in respect of employment and occupation	8.2.3	60
Elimination of all forms of forced and compulsory labour	8.2.4	60
Abolition of child labour	8.2.5	60
2 • ENVIRONMENTAL INFORMATION		
A/ GENERAL ENVIRONMENTAL POLICY		
The company's structures and evaluation and certification processes	Introduction General policy and organisational structure Note on the methods used	43 65 45-46
Employee training and information in the area of environmental protection	8.18	67
The resources devoted to the prevention and reduction of environmental risks and pollution	8.18	67
Value of provisions and guarantees against environmental risks (provided that such information is not likely to cause serious prejudice to Ipsos as part of an on-going dispute)	8.17	67
B/ POLLUTION AND WASTE MANAGEMENT		
Prevention, reduction or attenuation of emissions into the air, water or soil having a serious impact on the environment	8.16 8.14	66-67 (only GHG emissions) 65-66
Waste reduction, recycling and elimination	8.11	65
Tackling noise pollution	8.18	67
Reducing all other forms of pollution specific to a business activity	8.18	67
C/ SUSTAINABLE RESOURCE USE		
Consumption of water and supplies in accordance with local constraints	8.13	65 (The consumption of water is not a significant

	Chapter	Pages
	8.18	environmental aspect for Ipsos) 67
Consumption of raw materials and measures implemented to improve efficiency of their use	Introduction	65 Due to the nature of our business we do not consume raw materials except paper
Consumption of energy, measures implemented to improve energy efficiency and use of renewable energy	8.15	66
Land use	8.14	66-67
D/ CLIMATE CHANGE		
Greenhouse gas emissions	8.16	67
Adaptation to impacts of climate change	Introduction	65
E/ PROTECTION OF BIODIVERSITY		
Measures taken to limit impact on the balance of nature, natural habitats and protected animal and plant species	8.14 8.18	65-66 67
3) TERRITORIAL, ECONOMIC AND SOCIAL IMPACT OF THE BUSINESS		
A/ TERRITORIAL, ECONOMIC AND SOCIAL IMPACT OF ACTIVITIES		
On employment and regional development	8.3	60-62
B/ RELATIONSHIPS WITH STAKEHOLDERS (SOCIAL INCLUSION CHARITIES, EDUCATIONAL INSTITUTIONS, ENVIRONMENTAL PROTECTION BODIES, CONSUMER GROUPS AND NEIGHBOURING POPULATIONS)		
Condition of dialogue with stakeholders	8.3 8.7	60-62 64
Support, partnership and sponsorship programs	8.3	60-62
C/ SUB-CONTRACTORS AND SUPPLIERS		
Incorporation of social and environmental issues in purchasing policy	8.2.2	59-60
Extent of use of sub-contractors and social and environmental responsibility in relationships with suppliers and sub-contractors	8.5	63
D/ HONEST PRACTICE		
Action taken to prevent corruption in any form	8.6	63-64
Measures to ensure the health and safety of consumers	8.7	64
E/ OTHER ACTIONS TAKEN TO PROMOTE HUMAN RIGHTS	8.10 8.2.2	64 59-60

8.21. Assurance report by the appointed Independent Third Party, on the consolidated environmental, labour and social information presented in the management report

This is a free English translation of the Statutory Auditors' report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Year ended 31 December 2017

To the Shareholders,

In our capacity as independent third party of Ipsos S.A., (hereinafter named the "Company") and certified by COFRAC under number 3-1049[1], we hereby report to you on the consolidated human resources, environmental and social information for the year ended 31 December 2017, included in the management report (hereinafter named "CSR Information"), pursuant to article L.225-102-1 of the French Commercial Code (Code de commerce).

Company's responsibility

The Board of Directors is responsible for preparing a company's management report including the CSR Information required by article R.225-105-1 of the French Commercial Code in accordance with the procedures used by the Company (hereinafter the "Guidelines"), summarised in the management report and available on request.

Independence and quality control

Our independence is defined by regulatory texts, the French Code of ethics (Code de déontologie) of our profession and the requirements of article L.822-11-3 of the French Commercial Code. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with the ethical requirements and applicable legal and regulatory requirements.

Independent third party's responsibility

On the basis of our work, our responsibility is to:

- attest that the required CSR Information is included in the management report or, in the event of non-disclosure of a part or all of the CSR Information, that an explanation is provided in accordance with the third paragraph of article R.225-105 of the French Commercial Code (Attestation regarding the completeness of CSR Information);
- express a limited assurance conclusion that the CSR Information taken as a whole is, in all material respects, fairly presented in accordance with the Guidelines (Conclusion on the fairness of CSR Information);

However, it is not our responsibility to pronounce on the compliance with the relevant legal provisions applicable if necessary, in particular those envisaged by article L. 225-102-4 of the French Commercial Code (Duty of care) and by the law n ° 2016-1691 of December 9, 2016 known as Sapin II (fight against corruption).

Our work involved five persons and was conducted between October 2017 and February 2018 during a five week period. We were assisted in our work by our CSR experts

We performed our work in accordance with the order dated 13 May 2013 defining the conditions under which the independent third party performs its engagement and with the professional guidance issued by the French Institute of statutory auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement and with ISAE 3000[2] concerning our conclusion on the fairness of CSR Information.

1. *Attestation regarding the completeness of CSR Information*

Nature and scope of our work

On the basis of interviews with the individuals in charge of the relevant departments, we obtained an understanding of the Company's sustainability strategy regarding human resources and environmental impacts of its activities and its social commitments and, where applicable, any actions or programmes arising from them.

We compared the CSR Information presented in the management report with the list provided in article R.225-105-1 of the French Commercial Code.

For any consolidated information that is not disclosed, we verified that explanations were provided in accordance with article R.225-105, paragraph 3 of the French Commercial Code.

[1] "whose scope is available at www.cofrac.fr"

[2] ISAE 3000 – Assurance engagements other than audits or reviews of historical financial information

We verified that the CSR Information covers the scope of consolidation, i.e., the Company, its subsidiaries as defined by article L.233-1 and the controlled entities as defined by article L.233-3 of the French Commercial Code within the limitations set out in the methodological note, presented in the Chapter 8 "A socially responsible group" section of the management report.

Conclusion

Based on the work performed and given the limitations mentioned above, we attest that the required CSR Information has been disclosed in the management report.

Conclusion on the fairness of the CSR Information

Nature and scope of the work

We conducted a dozen interviews with the persons responsible for preparing the CSR Information and, where appropriate, responsible for internal control and risk management procedures, in order to:

assess the suitability of the Guidelines in terms of their relevance, completeness, reliability, neutrality and understandability, and taking into account industry best practices where appropriate;

verify the implementation of data-collection, compilation, processing and control process to reach completeness and consistency of the CSR Information and obtain an understanding of the internal control and risk management procedures used to prepare the CSR Information.

We determined the nature and scope of our tests and procedures based on the nature and importance of the CSR Information with respect to the characteristics of the Company, the human resources and environmental challenges of its activities, its sustainability strategy and industry best practices.

Regarding the CSR Information that we considered to be the most important[3] :

- at parent level, we referred to documentary sources and conducted interviews to corroborate the qualitative information (organisation, policies, actions), performed analytical procedures on the quantitative information and verified, using sampling techniques, the calculations and the consolidation of the data. We also verified that the information was consistent and in agreement with the other information in the management report;
- at the level of a representative sample of sites selected by us[4] on the basis of their activity, their contribution to the consolidated indicators, their location and a risk analysis, we conducted interviews to verify that procedures are properly applied and to identify potential undisclosed data, and we performed tests of details, using sampling techniques, in order to verify the calculations and reconcile the data with the supporting documents. The selected sample represents 18% of headcount considered as material data of social issues and between 15% and 40% of environmental data considered as material data[5] of environmental issues.

For the remaining consolidated CSR Information, we assessed its consistency based on our understanding of the company.

We also assessed the relevance of explanations provided for any information that was not disclosed, either in whole or in part.

We believe that the sampling methods and sample sizes we have used, based on our professional judgement, are sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures. Due to the use of sampling techniques and other limitations inherent to information and internal control systems, the risk of not detecting a material misstatement in the CSR information cannot be totally eliminated.

Conclusion

Based on the work performed, no material misstatement has come to our attention that causes us to believe that the CSR Information, taken as a whole, is not presented fairly in accordance with the Guidelines.

French Original signed by:

Paris La Défense, 28 February 2018

KPMG S.A.

Anne Garans
Partner
Climate Change & Sustainability Services

Jacques Pierre
Partner

[3] Social information: Total headcount and distribution by gender, by average age, by function and by geographic zone, Number of recruitments, Number of departures, Turnover rate, Total number of on-line training hours.
Environmental information: Electricity consumption, CO_2 emissions from scope 1, CO_2 emissions from scope 2, CO_2 emissions from business travels – Scope 3.
Qualitative information: Organization of the company to take into account environmental issues, and where applicable environmental assessment or certification procedures, Health and safety conditions at work, Policies implemented regarding training, Measures implemented to promote gender equality.

[4] Ipsos France, Ipsos UK and Ipsos China.

[5] See footnote n°3.

Results and financial situation

9. Review of the issuer's financial situation

Analysis of the Company's results and financial position for 2016 and 2015 can be found in 9.2 of the 2016 Reference document, filed with the *Autorité des Marchés Financiers* on 6 April 2017 under number D. 17-0338, and 9.2 of the 2015 Reference document filed on 31 March 2016 under number D. 16-0251.

9.1. Financial situation

The financial position of Ipsos SA is described in parts 3 "Selected financial information", 20.2 "Consolidated financial statements" and 20.4 "Parent company financial statements" of this Reference document.

The highlights of 2017 are described in 5.1.5 of the Reference document and Note 1 of the notes to the Parent company financial statements, provided in part 20.4 of this Reference document.

Information about the Company's results is provided in part 9.2 below.

9.2. Group results

9.2.1. Presentation of the consolidated financial statements

For 2017 as a whole, Ipsos' revenue was €1,780.5 million, the same as in 2016.

For the second year in a row, currency effects were a negative 2.1%, reflecting the deterioration in the value of the US dollar and the British pound against the euro. Some consolidation effects (0.4%) were also negative. On the contrary, Ipsos' capacity to grow at constant scope and exchange rates was proven with a 2.4% increase over the year.

During the period October-December, revenue in current euros was€ 512.6 million, down 0.9% compared to the same period of 2016. The recessionary effects of changes in exchange rates (-4.9%) outweighed organic growth of +4%, which was almost as strong as the growth recorded in the third quarter.

The year 2017 was full of contrasts. Sustained growth in the second half of the year at 4.4% followed the stability noted during the first six months.

Significant developments in 2017 were similar to the ones that we observed in 2016:

- New Services, developed under the New Way program, grew by 17%;
- emerging countries, which account for 33% of Ipsos' business in 2017 (versus 32% in 2016) are still growing at a constant 4.6%, while developed countries are growing by 1.4%.

Performance by region

Contribution to the consolidated revenues by region *(in millions of euros)*	**2017**	**2016**	**Change 2017/2016**	**Organic growth**
Europe, Middle East and Africa	767.6	760.3	1%	3.5%
Americas	688.5	711.3	-3.2%	-0.5%
Asia-Pacific	324.4	311.1	4.3%	6.5%
Full-year revenues	**1,780.5**	**1,782.7**	**-0.1%**	**2.4%**

Among the major regions, Asia-Pacific recorded the best results, with growth of 6.5% driven by China, India, Indonesia and smaller markets such as Vietnam and the Philippines.

The EMEA region's growth of 3.5% is only an average. Ipsos had very positive performance in the United Kingdom, Russia and Turkey as well as Spain, Poland, the Czech Republic and several markets in the Middle East (especially Dubai) and West Africa. However, other markets in Western Europe, France, the Scandinavian countries and, for various reasons, some countries such as Egypt and Kenya contributed less or not at all to Ipsos' expansion.

Finally, the Americas lagged slightly behind. It had a growth rate of -0.5% annually. That said, it is encouraging to note that in the fourth quarter of 2017 alone, Ipsos' organic growth was positive at

3.5%, after 2.8% in the third quarter, thus giving colour to markets that had fallen in the first half of the year. The United States in particular performed better as the year progressed.

Performance by business line

Consolidated revenues by business line *(in millions of euros)*	**2017**	**2016**	**Change 2017/2016**	**Organic growth**
Media and Advertising Research	385.7	388.1	-0.6%	1.5%
Marketing Research	944.9	961.5	-1.7%	1%
Opinion & Social Research	189.1	177.2	6.7%	9%
Client and employee relationship management	260.8	255.9	1.9%	3.5%
Full-year revenues	**1,780.5**	**1,782.7**	**-0.1%**	**2.4%**

By business line, the same changes occurred for the last quarter of 2017 as for the entire financial year. The smallest business line, which operates under the name of Ipsos Public Affairs and manages the social research and public opinion programmes and other projects related to the institutional reputation of private and public companies, continues to grow quickly, with an organic growth rate of 9% for 2017 and 8.5% for the last quarter alone.

In second place is the Ipsos Loyalty business line, which brings together all programmes for measuring and understanding the relationships that companies have with their customers. It recorded annual growth of 3.5% and 6.4% between October and December.

Finally, Ipsos Marketing (studies conducted to better understand markets and consumers and inform companies about their marketing policies) and Ipsos Connect (studies of media and advertising, especially brand advertising) represent both the majority of the revenue (53% and 22% respectively of the company's total revenue) and modest growth rates (1% for the former and 1.5% for the letter). Once again, fourth quarter performance is better than in the previous three quarters. For Ipsos Marketing, organic growth over the last three months is 2.9%, compared with 0.5% for the first three quarters. For Ipsos Connect, the same phenomenon of acceleration occurs with a growth rate of more than 3% from October to December, compared with +1% for the period from January to September.

In fact, regardless of the region or business line, end-of-year performance is satisfactory. Its level is due to the combination of two positive factors: fairly strong sales at the end of the year and the bridging of the gap observed in the first half of the year between decent commercial activity and a lower level of revenue. As a result, third-quarter (+5% organic growth) and fourth-quarter (+4%) activity levels are no more representative of Ipsos' situation than the 0.1% growth recorded in the first half. The truth is in the middle. The annual organic growth rate of 2.4% reflects the Ipsos' current situation. The company is able to grow faster than its larger international competitors but slower than the market would allow. The time has come to find a "structural" growth rate, i.e. a long-term, more sustained growth rate. The opportunity is there. The challenge of the "Total Understanding" project is to realise that potential.

Financial performance

Condensed income statement

In millions of euros	**2017**	**2016**	**Change 2017 / 2016**
Revenue	1,780.5	1,782.7	-0.1%
Gross profit	**1,156.7**	**1,160.4**	**-0.3%**
Gross margin	*65.0%*	*65.1%*	-
Operating margin	**182.3**	**180.1**	**1.2%**
Operating margin	*10.2%*	*10.1%*	-
Other non-current income and expense	(14.3)	0.1	-
Finance costs	(20.4)	(20.8)	-2.1%
Income tax	(14.6)	(44.3)	-67.0%
Net profit (attributable to the Group)	**128.5**	**106.9**	**20.2%**
Adjusted net profit* attributable to the Group	**127.4**	**121.7**	**4.7%**

**Adjusted net profit is calculated before (i) non-cash items related to IFRS 2 (share-based compensation), (ii) amortisation of acquisition-related intangible assets (client relations), (iii) the impact net of tax of other non-current income and expense, (iv) the non-monetary impact of changes in puts in other financial income and expenses and (v) deferred tax liabilities related to goodwill for which amortisation is deductible in some countries*

Gross profit (which is calculated by deducting external direct variable costs of research projects from revenue) is almost stable at -0.3%. The gross margin ratio was 65.0%, compared to 65.1% in 2016, due to a combination of factors. Some of these factors were favourable: a good ability to maintain prices, the digitisation of data collection (which has now reached 52% of activity according to the Ipsos survey) and the growth of New Services (+17%), whose gross profits are often high, increase gross profits. However, the services/products mix is less favourable because growth is stronger in activities where Ipsos manages large-sized contracts, particularly in the field of social research, in the United Kingdom and the United States, whose gross profits are consistently lower.

As regards operating expenses, **wage costs** fell slightly (0.6%) and the cost of **variable share-based compensation** is stable at €10.1 million.

Overheads **costs** are under control and fell 4.4%, primarily due to office space optimisation in certain countries.

Other operating income and expenses include the impact of foreign exchange transactions on operating account items, which was a negative €5.9 million for the year versus a positive €2 million in 2016.

As was announced, the **operating profit** is slightly above the level of the previous year, after investments for the "New Way" programme of €5 million in additional operational costs (half in wage costs and the other half in overheads costs). In total, the Group's operating margin was €182.3 million, or 10.2% of revenue, for an increase of 10 basis points over 2016.

Below the operating profit, the **amortisation of intangibles** identified on acquisitions concern the portion of goodwill allocated to client relationships during the 12-month period following an acquisition, recognised in the income statement over several years, in accordance with IFRS. This allowance is stable at €4.7 million.

Other non-operating, non-recurring income and expenses were a net expense of €14.3 million, compared with a net profit of €0.1 million in the previous year. It comprises unusual items not related to operations, and includes acquisition costs, as well as the costs of the restructuring plans. In 2016, it included a net gain of €16 million in relation to the repayment from Aegis in February 2016 bringing an end to all claims and legal proceedings regarding the dispute arising from the acquisition of Synovate in 2011. In 2017, restructuring and streamlining expenses, some of which are related to the New Way programme (for a total of €11.9 million), were recognised, as were provisions for employee-related litigations in Brazil of €4.9 million.

Finance costs. The net interest expense amounted to €20.4 million, compared to €20.8 million in 2016, down 2.1%, and corresponded to the decrease in the Group's net debt and rise in US short-term rates (49% of gross debt is denominated in dollars).

Income tax. The effective tax rate on the IFRS income statement was 10.2%, compared with 28.8% for the previous year. It includes an exceptional profit of €24.5 million (versus an expense of €6.5 million in 2016) corresponding to a reversal of provisions for deferred taxes on tax impairment of goodwill for US subsidiaries, for which the projected tax rate is now 21% instead of 35% in the United States.

Net profit attributable to the Group, totalled €128.5 million, an increase of 20.2% from 2016.

Adjusted net profit attributable to the Group, which excludes non-monetary, non-current and non-recurring items, was €128.7 million, down 4.7% from 2016.

Financial structure

Free cash flow. Free cash flow generated by operating activities and net of current investments amounted to €80.7 million after a 2016 record of €148.6 million. It breaks down as follows:
- operating cash flow amounted to 194.8 million euros compared with 202.8 million euros in 2016.
- the working capital requirement experienced a negative change of €37.8 million due to a rise in trade receivables caused by strong growth in the last quarter, which generated significant customer credit at 31 December 2017.
- current investments in property, plant and equipment and intangible assets, primarily consisting of IT investments, are €18.4 million, versus €18.6 million in 2016.

Concerning **non-current net investments**, Ipsos invested €15 million over the year in acquisitions, primarily through the buyback of non-controlling interests in a US company and in certain emerging countries (China, Jordan and Central America).

Lastly, in 2017, Ipsos did not invest in its share buyback programme (which was intended in particular to limit the dilution from its existing bonus share and stock option plans for shareholders) because it had been made in advance in late 2016, in the context of a purchase of a block of Ipsos shares from LT Participations

that took place prior to the merger of the two companies on 29 December 2016.

Shareholders' equity totalled €966 million at 31 December 2017, compared to €939 million at 31 December 2016.

Financial debt amounted to €464 million at 31 December 2017, compared to €544 million at 31 December 2016, thanks to the good generation of operating cash flow mentioned above and the decline in the price of the dollar against the euro.

The net gearing ratio was 48.0 %, compared with 58.0 % at 31 December 2016.

Liquidity position. **Cash and cash equivalents** at year-end stood at €137.3 million, compared to €164.9 million at 31 December 2016, thus ensuring a good liquidity position for Ipsos, which also has more than €300 million in credit facilities available.

The General Meeting of Shareholders of 4 May 2018 will be asked to approve a dividend **of €0.87 per share** for 2017, payable on 4 July 2018, an increase of 2.3% and a distribution rate close to 30% reduced to an adjusted earnings per share of €2.96.

9.2.2. Presentation of Parent Company financial statements

Ipsos SA is the Ipsos group's holding company. It has no commercial activity. It owns the Ipsos trademark and receives royalties from its subsidiaries for the use of such trademark.

The financial statements presented have been prepared in accordance with the generally accepted rules in France and are consistent with the previous financial year. These rules are contained mostly in the following texts: Articles L. 123-12 to L. 123-18 and R. 123-172 to R. 123-208 of the French Commercial Code, and CRC Regulation 99-03 of 29 April 1999 relating to the French General Chart of Accounts.

Ipsos SA's net profit for the year ended 31 December 2017 was €87,289,652.

The total operating income, financial income and exceptional income was €223,238,020 compared to €269,874,093 for the previous financial year.

The aggregate operating expenses, financing expenses and exceptional expenses (before income tax on profits) came to €135,967,651 compared to €193,243,083 the previous year.

Ipsos SA, which forms a tax consolidation group with its subsidiary Ipsos (France) SAS and certain other subsidiaries in France, recorded a tax credit of € 19,283. No expense recorded by Ipsos SA is non-deductible for tax purposes under Article 39-4 of the French General Tax Code.

As a result, after deduction of all expenses, taxes, depreciation and amortisation, Ipsos SA recorded a profit of €87,289,652.

The table below shows the financial results for Ipsos SA over the last five years

Year ended	**31/12/2017**	**31/12/2016**	**31/12/2015**	**31/12/2014**	**31/12/2013**
Length of financial year (in months)	**12**	**12**	**12**	**12**	**12**
Capital at the end of the financial year					
Share capital	11,109,059	11,109,059	11,334,059	11,334,059	11,334,059
Number of ordinary shares	44,436,235	44,436,235	45,336,232	45,336,232	45,336,235
Operations and results					
Revenue excluding taxes	403,602	440,244	420,685	490,678	460,302
Profit before tax, profit sharing, depreciation, amortisation and provisions	**111,882,145**	**145,334,715**	**117,206,898**	**67,075,419**	**24,448,708**
Corporate income tax	-19,283	-1,649,298	434,225	499,440	753,299
Amortisation and provision	**24,611,776**	**68,703,706**	**70,057,996**	**34,992,716**	**3,640,097**
Net profit	87,289,652	78,280,307	46,714,677	31,583,263	22,026,819
Distributed profit	**36,292,201**	**31,105,365**	**31,735,362**	**31,735,362**	**31,735,365**
Earnings per share					
Earnings after tax and employee profit-sharing but before amortisation and provisions	**2.52**	**3.31**	**2.58**	**1.47**	**0.52**
Net profit	**1.96**	**1.76**	**1.03**	**0.70**	**0.49**
Dividend paid	0.87	0.85	0.80	0.75	0.70
Headcount					
Average headcount	**2**	**2**	**2**	**3**	**3**
Wage costs	**979,207**	**980,776**	**864,505**	**1,249,991**	**1,168,558**
Social benefits paid (social security contributions, other social benefits, etc.)	**356,866**	**330,326**	**368,515**	**554,453**	**499,711**

10. Cash and capital resources

Information about cash and capital resources for 2016 and 2015 can be found respectively in Chapter 10 of the 2016 Reference document filed with the *Autorité des Marchés Financiers* on 6 April 2017 under number D. 17-0338 and in Chapter 10 of the 2015 Reference document filed with the *Autorité des Marchés Financiers* on 31 March 2016 under number D. 16-0251. For 2017, information concerning cash and capital resources is provided below.

10.1. Issuer's capital resources (short term and long term)

Information about Ipsos SA equity during the last two years can be found in Note 4.6.2 "Equity" of the notes to the parent-company financial statements in Part 20.4 of this Reference document. For more detailed information, please refer to Note 5.8 "Equity" to the consolidated financial statements in Part 20.2 of this Reference document.

10.2. Source, description and amount of issuer's cash flows

The amount of cash flows for the last two years is summarised in point 3 "Cash flow statement" of the parent company financial statements in Part 20.4 of this Reference document.

For more detailed information, please refer to point 4 "Consolidated cash flow statement" and to Note 6.1 "Notes on the consolidated cash flow statement" of the consolidated financial statements in Part 20.2 of this Reference document.

10.3. Issuer's borrowing requirements and funding structure of the issuer

For more detailed information, please refer to Notes 5.9 "Financial debt" and 6.4.2 "Financial lease commitments" of the consolidated financial statements in 20.2 of this Reference document, and to Part 22 "Material contracts" of this Reference document.

10.4. Restriction on the use of capital resources that have materially affected or could materially affect, directly or indirectly, the issuer's operations

N/A.

10.5. Sources of expected financing to honor our engagements relating to investment decisions

For more detailed information, refer to Note 6.2.5 "Liquidity risk" of the consolidated financial statements in Part 20.2 of this Reference document.

11. Research and development

In order to optimise its cost structure for the long term, Ipsos invests in finding the best research solutions. The use of the new survey techniques with strong technological components improves the quality of our services. It also improves profitability.

For more information on research and development, please refer to 4.1.8 "Risks linked to technological changes" of this Reference document and to Note 5.2 "Other intangible fixed assets" of the consolidated financial statements in 20.2 of this Reference document.

12. Information on trends

2017 saw the completion of the New Way programme. With its 17 New Services, Ipsos has adapted to the new needs of the market. The results were positive. The share of New Services has nearly doubled since 2014, climbing from 7% to 13% of Ipsos revenue. New Services represented revenue of €225 million in 2017, compared with revenue of €123 million in 2014. They grew on average by more than 20% per year and again by 17% in 2017. All, or nearly all, of Ipsos' growth stems from the implementation of these New Services.

In 2018, they should again experience double-digit growth and thereby underpin the growth of the company. However, this exercise can only go so far; the New Services are making up for the sluggishness of other services. This is all well and good, but not enough to enable Ipsos to resume a pace of growth nearer the top of the range. Remind that, for two years, Ipsos has considered itself able to have an organic growth of at least 2% each year (the bottom of the range) and at the most 5% (the top of the range). All markets are transforming. Every business and institution is experiencing more than ever the need for greater knowledge and understanding of what factors are driving these transformations and how it can deal with them. The hyperactivity of new firms stressing localism, environmental concerns, "closeness" to consumers and clients, and rather easy access to plentiful financing is calling into question much of the status quo. The consequences of hyper-competitiveness are market fragmentation, endless challenges to existing situations, many "positives" for consumers and many "negatives" for companies' employees - and their shareholders -. The increasing use of technologies well financed so as to be deployed quickly and sold aggressively—creates enthusiasm but also anxiety, productivity improvements but also inefficiencies, an overabundance of offers but not always extra demand.

It serves no purpose to complain about the financialisation of the economy and its recessionary consequences on the behaviour of economic agents, such as the adoption of new ways for consumers to buy or for businesses to manage. One might be sorry to see "zero-based" budgeting. But it cannot be denied that business managers have more questions than answers. The lesson is very simple: the availability of relevant information about Society, markets and people, is a critical factor in dealing with change, deciding what products and services to offer and the best ways to make them known, make them present and interesting in the minds of clients/consumers. Information has in a way become the key strategic asset. Managing it well means making good choices, choices that separate the winners from the losers.

Accordingly, companies like Ipsos and its peers, long-established and enjoying a good reputation, large size, significant presence in different customer segments and many geographic regions, face a variety of types of competition. Their market is large and growing. Their role is important because the economic and political decision-makers expect that the information provided to them will enable them, based on established facts, to decide what they must do, to manage the effects of their choice and, ultimately, to profit. Ipsos is competing with well-known, long-standing companies that are its major international competitors. But Ipsos has also become accustomed to competing with local companies, specialists in one market, issue or group of pre-defined clients. In this competition, Ipsos has actually found a real growth and maintained commendable profitability. In recent years Ipsos has also had to contend with other competitors.

Two groups of new firms are active in the market research market. On one side are many new businesses that may or may not have innovative technological solutions, often highly specialised in a single, well-defined issue. These play the efficiency card. They produce simple information, quickly, at attractive price levels. They stand up to the "powers that be" by vaunting their operational effectiveness and the clarity of their product. On the other side are numerous consulting firms, including the most powerful. They play to their strengths: their familiarity with senior executives, together with significant capabilities to develop action plans and execute them. Their presence has grown precisely because of the importance of the information. Since being well informed has become crucial to understanding how markets are changing and organising, top management are becoming more mindful, and they encourage those with whom they have frequent dealings to assist them.

The New Way programme and the New Services were a first response to this situation. Ipsos demonstrated that, provided it works differently and better, it has the scientific and technical resources, the operational experience and the familiarity with the subject—deciphering society, measuring and understanding markets, knowing about people—to offer valuable solutions tailored to the questions its clients have, compatible with their means and respectful of their work methods.

The Total Understanding project is different in the sense that it does not counter what exists with what is "new", past services with "New Services", the traditional with the technological or native intelligence with artificial intelligence. Its purpose is rather to make Ipsos competitive in two market segments.

The first is defined by the ability to produce, thanks to the addition of technological solutions, more plentiful information, quicker and less expensively, with the trade-off, for the time being, of having limits in terms of going from simple to complex, from standard to flexible, from automatic to scalable.

The second segment is less technical or technological. It is based on a mastery of sciences, such as the behavioural sciences or the neurosciences. It also requires competent teams able to listen, to understand the issues facing businesses, to work client by client, to combine different solutions—or services—to respond to strategic or more tactical matters rather than simply to implement a solution, a predefined "product," formatted to respond efficiently to a standard search.

The goal of the Total Understanding project is to develop an upgrade to all the services that Ipsos provides its clients, from voter opinion research in a specific country to the near-systematic measurement of all the communications of a company that manages dozens of brands throughout the world. Another objective is to facilitate the expansion of our "advisory" services, where the point is less the data than the insight that leads to a solution or predetermines the decision. The Total Understanding project will succeed because Ipsos staff are involved with its development and are backed up, as and when needed, by experts without whom it would be impossible to ensure the quality of work that combines efficiency and content, data and data "analytics", science and technology.

Ipsos also has the following strengths:

• A wide geographical basis: the company's revenue consists of a great many projects conducted for numerous clients in many countries.

• A diversified client base: Ipsos has shown its ability to balance global activities and local ones; major, traditional clients and those representing the new players in the new markets.

• Specialised services: managing specialised services is an activity Ipsos initiated a long time ago. Today, this means offering businesses more than 60 or so different services, all well-defined and each configured to be competitive in terms of operational performance, security and content. These are grouped for obvious operational reasons into some 20 separate service lines. It also means being able to combine the services whenever that is useful, either to provide them more effectively or to help businesses position themselves better in the markets where they operate and in the competitive situations they confront. It therefore means being good, service by service, and excellent in any combination of services where that would bring a better understanding of something, measure it more accurately or treat it more meaningfully. Few companies can simultaneously (i) speak about the evolution of society based on a social research practice that covers more countries every year, (ii) collect and analyse huge amounts of unstructured data, including the content of what is said, written or shown in social networks, or (iii) possess the tools for deeply understanding the evolution of markets, their structures or their future size and shape.

Aiming for excellence in all the services, it is clear that the Total Understanding project suggests carrying out an acquisitions plan, targeted where the acquisition of specific skills is deemed more effective than building them from scratch.

The Total Understanding project is a project for growth, made possible by the success of the New Way project, made necessary by the intensity of the competition and made attractive by a market and clients who know that by improving their mastery of information about society, markets and people, they can consolidate or regain strong competitive positions.

The 2018 financial period is when the Total Understanding project will be developed and implemented in the different markets where Ipsos operates. Its operational launch date is 1 July 2018.

13. Forecasts or estimations of the benefit

2018 can be expected to grow at a pace similar to that observed in 2017. The company's total growth could be greater than that if, and only if, Ipsos is able to acquire and consolidate companies with skills and client bases that will bolster the "Total Understanding" project.

At this stage, it is envisaged that, despite the investments in time and acquiring the knowledge and technologies entailed by the Total Understanding project, Ipsos' 2018 operating profit will show a slight increase.

Corporate governance

14. Board of Directors and management bodies

14.1. Information relating to members of the administrative and management bodies

Ipsos SA is managed by a Board of Directors which currently has ten members, five of whom are considered independent.

The Chairman of the Board of Directors is also the Chief Executive Officer.

Three other Deputy Chief Executive Officers have been appointed to assist the Chairman with executive management functions.

This section contains individual profiles of the executives and corporate officers. For further information on the structure and modes of governance and on the composition and functioning of the corporate and management bodies, please refer to Part 16 of the Reference document.

14.1.1. Members of the Board of Directors and the Board's Specialised Committees

14.1.1.1. Dates of appointment and expiration of tenure

Name	Tenure	First appointed	Expiration of tenure
Directors currently in office			
Didier Truchot	Chairman & CEO	General Meeting of 23 February 1988	General Meeting in 2020
	Director	General Meeting of 23 February 1988	General Meeting in 2020
	Member of the CSR Committee	Board of Directors' meeting of 23 July 2014	-
Laurence Stoclet	Director	General Meeting of 18 December 2002	General Meeting in 2019
	Deputy CEO	Board of Directors' meeting of 8 April 2010	General Meeting in 2020
Patrick Artus	Independent Director	General Meeting of 29 April 2009	General Meeting in 2019
	Chair of the Audit Committee	Board of Directors' meeting of 29 February 2012	-
Mary Dupont-Madinier	Independent Director	Board of Directors' meeting of 10 January 2013	General Meeting in 2020
	Member of the Nomination and Remuneration Committee	Board of Directors' meeting of 24 April 2015	-
	Member of the CSR Committee	Board of Directors' meeting of 23 July 2014	-
Jennifer Hubber	Director	General Meeting of 28 April 2017	General Meeting in 2019
	Member of the CSR Committee	Board of Directors' meeting of 28 April 2017	-
Neil Janin	Independent Director	General Meeting of 24 April 2015	General Meeting in 2019
	Chair of the Nomination and Remuneration Committee	Board of Directors' meeting of 24 April 2015	-
Henry Letulle	Director	General Meeting of 31 May 2006	General Meeting in 2018

Name	Tenure	First appointed	Expiration of tenure
Anne Marion-Bouchacourt	Independent Director	General Meeting of 28 April 2017	General Meeting in 2021
	Member of the Nomination and Remuneration Committee	Board of Directors' meeting of 28 April 2017	-
Florence Von Erb	Independent Director	General Meeting of 25 April 2014	General Meeting in 2018
	Chair of the CSR Committee	Board of Directors' meeting of 23 July 2014	-
Sylvie Mayou	Director representing employees	Board of Directors' meeting of 26 July 2017	General Meeting in 2021
Directors whose tenure ended during the 2017 financial year or has ended since 1 January 2018			
Sébastien Coquard, Permanent Representative of FFP Invest	Director	Board of Directors' meeting of 10 January 2012	General Meeting in 2019
	Member of the Nomination and Remuneration Committee	Board of Directors' meeting of 29 February 2012	-
Yann Duchesne	Director	General Meeting of 18 December 2002	-
	Member of the Audit Committee	Board of Directors' meeting of 17 December 2009	-
Xavier Coirbay	Director	Board of Directors' meeting of 10 January 2012	General Meeting in 2019
	Member of the Audit Committee	Board of Directors' meeting of 29 February 2012	-

14.1.1.2. Individual profiles of the Directors

Didier Truchot

Chairman & CEO

Age 71, French

Biography

Didier Truchot has been Chairman and Chief Executive Officer of Ipsos since it was founded in 1975.

Mr Truchot holds a degree in sociology and economics. He started out as a researcher with IFOP, leaving to set up Ipsos in 1975.

Main role and areas of expertise

Chairman and Chief Executive Officer of Ipsos

Areas of expertise: research, economics, sociology

Professional address

Ipsos, 35 rue du Val de Marne, 75013 Paris

Number of Ipsos shares held

260,143

Attendance rate at Board meetings (2017)

100%

Appointments and positions in other companies

Appointments and positions within the Group

France: **Ipsos SA*** (Chairman and Chief Executive Officer); **Ipsos Observer** (Permanent Representative of Ipsos (France), Director); **GIE Ipsos**, **Ipsos group GIE** and **Ipsos Stat SA** (Director); **Ipsos (France)** (Chairman)

Canada: **Ipsos Corp, Ipsos-NPD Inc., Ipsos-Insight Corporation** (Chairman of the Board of Directors)

United States: **Ipsos America, Inc.**, **Ipsos-Insight, LLC, Ipsos Interactive Services US, LLC, Ipsos MMA, Inc, Ipsos Public Affairs Inc., Research Data Analysis, Inc** (Chairman of the Board of Directors)

Spain: **Ipsos Iberia SA** (Vice Chairman); **Ipsos Understanding Unlimited Research SA** (Director)

Switzerland: **Ipsos S.A.** (Chairman of the Board of Directors)

United Kingdom: **Pricesearch Ltd** (Chairman of the Board of Directors); **Ipsos MORI UK Ltd, Ipsos EMEA Holdings Ltd, Market & Opinion Research International Limited** (Director)

Hong Kong: **Ipsos Asia Ltd** (Chairman of the Board of Directors)

Appointments and positions held outside the Group:

France: DT & Partners, Ipsos Partners (Chairman)

Appointments and positions that have expired over the past five years:

France: **LT Participations SA** (Deputy Chief Executive Officer and Director); **Espaces TV Communication** (Permanent Representative of Ipsos France, Director)

Belgium: **Ipsos Belgium SA** (Director)

Italy: **Ipsos Italy Srl, Ipsos Operations SRL** (Director)

Spain: **Ipsos Investigación de Mercado SA** (Vice Chairman); **Synovate España SAU** (Director)

United States: **Ipsos Reid Public Affairs, Inc** (Director); **Ipsos Loyalty, Inc.**, **Ipsos ASI, LLC**, **Ipsos Operations US, Inc.**, **Ipsos USA, Inc.**, **Ipsos OTX Corp.**, **Synovate Market Research Holding Corp.** (Chairman of the Board of Directors)

Canada: **Ipsos Canada Inc.**, **Ipsos Camelford Graham Inc., Synovate Ltd**, **Ipsos Descarie Corporation Ipsos ASI Ltd.** (Chairman of the Board of Directors)

Portugal: **Ipsos Estudos de Mercado Lda** (Director)

Listed company

Laurence Stoclet

Director and Deputy Chief Executive Officer of Ipsos SA

Age 51, French

Biography

A graduate of ESCP Europe (banking & finance) and holder of a postgraduate diploma in accounting and finance, Laurence Stoclet was an audit and consulting manager at Arthur Andersen for more than six years before joining Metaleurop as head of treasury and investor relations for two years. She joined Ipsos as Chief Financial Officer in 1998. She was notably in charge of the Company's initial public offering on 1 July 1999. She now heads the Group's finance department, as well as several support functions.

Main role and areas of expertise

Group Chief Financial Officer

Areas of expertise: finance, business administration, legal, securities regulations, IT

Professional address

Ipsos, 35 rue du Val de Marne, 75013 Paris

Number of Ipsos shares held

62,265

Attendance rate at Board meetings (2017)

100%

Appointments and positions in other companies

Appointments and positions within the Group

Group Chief Financial Officer

France: **Ipsos SA*** (Deputy Chief Executive Officer and Director); **Ipsos group GIE** (Director); **Ipsos Stat** (Chairman and Chief Executive Officer); **Ipsos Strategic Puls** (Chairman and Chairman of the Board of Directors)

Australia: **Ipsos Proprietary Ltd, Ipsos Public Affairs Pty Ltd, I-View Proprietary Ltd** (Director)

British Virgin Islands: **Synovate (Asia-Pacific-BVI) Ltd** (Director)

Canada: **Ipsos-Insight Corporation, Ipsos NPD, Inc**. (Director)

Colombia: **Ipsos Napoleon Franco & Cia SAS**

Denmark: **Ipsos AS** (Chairman)

Germany: **Ipsos GmbH** (Chief Executive Officer)

Hong Kong: **Ipsos Asia Ltd, Ipsos Ltd, Synovate Ltd, Ipsos China Ltd, Ipsos Observer Ltd** (Director)

India: **Ipsos Research Pvt Ltd** (Director)

Indonesia: **PT Ipsos Market Research Ltd, PT Field Force Indonesia** (Chairman of the Supervisory Board)

Ireland: **Ipsos Ltd** (Director)

Italy: **Ipsos S.r.l.** (Director)

South Korea: **Ipsos Co. Ltd** (Director)

Malaysia: **Ipsos Sdn Bhd, Synovate Sdn Bhd** (Director)

Mexico: **Ipsos SA de CV** (Director)

New Zealand: **Ipsos Ltd** (Director)

Norway: **Ipsos AS** (Chairman of the Board of Directors)

Peru: **Ipsos Opinión y Mercado S.A.** (Director)

Poland: **Ipsos sp.z.o.o.** (Chairman and Legal Representative)

Spain: **Ipsos Iberia S.A.U., Ipsos Understanding Unlimited S.A.U.** (Director)

Thailand: **Ipsos Ltd, IJD Ltd, Synovate Ltd** (Director)

Turkey: **Recon Arastirma Danismanlik AS, Ipsos Arastirma ve Danismanlik AS** (Member of the Board of Directors)

Netherlands: **Synovate Holdings BV, Ipsos BV** (Director)

United States: **Ipsos Insight LLC, Ipsos Interactive Services US LLC, Research Data Analysis, Inc, Ipsos MMA, Inc., Ipsos Public Affairs, LLC** (Director); **Ipsos America Inc** (Vice Chairman)

United Kingdom: **Ipsos MORI UK Ltd, Ipsos Interactive Services Limited, Livra Europe Ltd, Ipsos Pan Africa Holdings Ltd, Synovate Healthcare Ltd**, **Ipsos EMEA Holdings Ltd** (Director)

	<u>Singapore</u>: **Ipsos Pte Ltd** (Director) **Appointments and positions held outside the Group:** <u>France</u>: **DT & Partners** (Chief Executive Officer) **Appointments and positions that have expired over the past five years:** <u>Netherlands</u>: **Synovate Treasury BV** (Director); **Ipsos Latin America BV** (Co-Manager) <u>United Kingdom</u>: **Synovate Management Services Ltd** (Director) <u>France</u>: **LT Participations** (Deputy Chief Executive Officer; Permanent Representative of DT & Partners) ***Listed company***

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Patrick Artus

Independent Director and Chairman of the Audit Committee

 Age 66, French

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Appointments and positions in other companies

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Biography

Patrick Artus is currently Chief Economist at Natixis and Associate Professor at the University of Paris I – Sorbonne. A graduate of the École Polytechnique, the École Nationale de la Statistique et de l 'Administration Economique (ENSAE) and the Institut d'études politiques de Paris, Patrick Artus began his career at the French National Institute of Statistics and Economic Studies (INSEE), where he mainly worked on forecasting and modelling. He went on to work in the Economics Department at the Organisation for Economic Co-operation and Development (OECD) in 1980, before being appointed as Director of Studies at ENSAE (1982-1985). He subsequently served as Scientific Advisor at the Banque de France Research Department, before moving to the Natixis Group as Head of Research. He has been a member of the Executive Committee since May 2013. He is also a member of the Cercle des Économistes.

Main role and areas of expertise

Chief Economist at Natixis

Areas of expertise: economics

Professional address

47, Quai d'Austerlitz, 75013 Paris

Number of Ipsos shares held

792

Attendance rate at meetings of the Board of Directors and Audit Committee (2017)

100%

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Appointments and positions within the Group

France: Ipsos SA* (Director)

Appointments and positions held outside the Group:

Chief Economist at Natixis, Associate Professor at Université de Paris I-Sorbonne

France: Total SA* (Director)

Appointments and positions that have expired over the past five years:

None

Listed company

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Mary Dupont-Madinier

Independent Director, member of the Nomination and Remuneration Committee and CSR Committee

 Age 62, French-American

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Appointments and positions in other companies

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Biography

Mary Dupont-Madinier holds a BA from Rutgers University in the US and a Master's from George Washington University. She has more than 35 years' international experience, with a specialisation in major transformation programmes. She has held various executive management posts and has built up extensive knowledge of IT and digital technology and developments. She has been based in the United States, France and the United Kingdom, where she worked for Thales and Thales Raytheon Systems, Cable & Wireless (Vodafone) and EDS (HP). She joined Valtus as Partner in 2012.

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Appointments and positions within the Group

<u>France</u>: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

Partner at Valtus

<u>France</u>: **Groupe Limagrain Holding, Vilmorin & Cie*, American Chamber of Commerce, Paris** (Director)

Appointments and positions that have expired over the past five years:

None

***Listed company**

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Main role and areas of expertise

Partner of the firm Valtus

Areas of expertise: executive management, transformation programmes, IT/digital

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<tr><td>15 rue de Berri, 75008 Paris</td></tr>
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Number of Ipsos shares held

510

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Attendance rate at meetings of the Board of Directors, Nomination and Remuneration Committee and CSR Committee (2017)

100%

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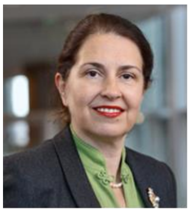
Jennifer Hubber **Director, member of the CSR Committee**  Age 55, British	**Appointments and positions in other companies**
Biography After obtaining an MBA from Bocconi University in Milan, Jennifer Hubber began her career in 1985 in the research sector, first on the client side at Pirelli and then with the agency AC Nielsen in Milan. In 1998 she joined Ipsos, where she has spent the past 20 years. Since January 2018, Ms Hubber has headed the Global PartneRing programme ("IGP") for Ipsos' key clients. Previously, she managed Ipsos' Italian operations for almost three years, after serving in various roles that enabled her to gain solid client expertise and international development experience. Ms Hubber was in charge of the WSBL ASI (advertising and brand research) in Western Europe for several years, and looked after one of Ipsos' main clients, Nestlé. Jennifer Hubber is multilingual and speaks fluent English, French, Spanish and Italian.	**Appointments and positions within the Group** Chief Client Officer of Ipsos **France**: **Ipsos SA*** (Director); **Ipsos Partners** (Member of the Supervisory Board) **Italy**: **Ipsos SRL** (Chair of the Board of Directors) **Appointments and positions held outside the Group:** HOPE Foundation (NGO) (Chairman) **Appointments and positions that have expired over the past five years:** None ***Listed company***
Main role and areas of expertise Chief Client Officer of Ipsos *Areas of expertise: client expertise, operational management and international development in the research sector*	
Professional address Ipsos, 35 rue du Val de Marne, 75013 Paris	
Number of Ipsos shares held 5,807	
Attendance rate at meetings of the Board of Directors and CSR Committee (2017) 100%	

Neil Janin	Appointments and positions in other companies
Independent Director, Chairman of the Nomination and Remuneration Committee  Age 61, Canadian	**Appointments and positions held within the Group**: **France**: **Ipsos SA*** (Director) **Appointments and positions held outside the Group:** Strategy and Leadership Consultant and Director Emeritus at McKinsey & Company. **United Kingdom**: **Bank of Georgia Holdings Plc*** (Chairman of the Supervisory Board); **Georgia Healthcare Group (GHG) Plc** (Member of the Supervisory Board) **Switzerland**: **HD (Center for Humanitarian Dialogue)** (Director) **Appointments and positions that have expired over the past five years:** None ***Listed company***
Biography Neil Janin is Director Emeritus at McKinsey & Company and a strategy and leadership consultant for senior management of commercial and charitable organisations. Since 2010, he holds the position of Chairman of the Supervisory board of Bank of Georgie (Tbilisi and London), and member of the Board of Directors of HD (Center for Humanitarian Dialogue) (Geneva). From 1982 to 2010, Neil Janin was involved in developing the "Organisation" & "Leadership" practices of McKinsey & Company in the fields of organisation consulting and change management. He worked as a consultant in strategy in various areas, including, but not limited to, bank activities, retail activities in all continents. Before he joined McKinsey & Company, Neil Janin worked for Chase Manhattan in New York and Paris and for Procter & Gamble in Toronto. He also performed teaching and research functions at INSEAD (Institut européen d'administration des affaires) and HEC (École des Hautes Etudes Commerciales).	
Main role and areas of expertise Director Emeritus of McKinsey & Company *Areas of expertise: strategy, leadership, organisation and change management consultant*	
Professional address 2 York Street, London W1U 6QD	
Number of Ipsos shares held 10,000	
Attendance rate at meetings of the Board of Directors and Nomination and Remuneration Committee (2017) 89%	

Henry Letulle **Director**  Age 41, French	**Appointments and positions in other companies**
Biography Henry Letulle is a lawyer and notary and holds a postgraduate degree in business law and taxation. In 2006 he joined the notarial firm Letulle-Joly Deloison, where he has been a partner for 12 years. Previously, he was a practising attorney for three years with the Beijing office of Gide Loyrette Nouel, later serving as Group Secretary of Ipsos for six years, from 2001 until the end of 2006.	**Appointments and positions within the Group** France: **Ipsos SA*** (Director) **Appointments and positions held outside the Group:** Notary **Appointments and positions that have expired over the past five years:** None ***Listed company**
Main role and areas of expertise Associate notary *Areas of expertise: legal affairs, securities regulations*	
Professional address 3, rue Montalivet, 75008 Paris	
Number of Ipsos shares held 15,755	
Attendance rate at Board meetings (2017) 100%	

Anne Marion-Bouchacourt

Independent Director, member of the Nomination and Remuneration Committee



Age 59, French

Biography

Anne Marion-Bouchacourt is a graduate of the Paris Business School (École Supérieure de Commerce de Paris). She has a degree in chartered accountancy and a Master's in financial management from Paris Dauphine University. Ms Marion-Bouchacourt began her career with the consultancy and audit firm PricewaterhouseCoopers (PWC). She became Head of the Financial Services Sector in 1990 before assuming the position of Vice President of Gemini Consulting in 1999. She joined Solving International as Vice President and Head of the Banking practice in 2002. Ms Marion-Bouchacourt joined Société Générale group in 2004 as Human Resources Director at Société Générale Corporate & Investment Banking (SG CIB). In 2006, she was appointed Group Human Resources Director. Since July 2012, Ms Marion-Bouchacourt has been Group Chief Country Officer for China at Société Générale.

Main role and areas of expertise

Group Chief Country Officer for China at Société Générale.

Areas of expertise: finance (audit, financial management), human resources, banking services

Professional address

24 Shajing Hutong, 100009 Beijing

Number of Ipsos shares held

800

Attendance rate at meetings of the Board of Directors and Nomination and Remuneration Committee (2017)

75%

Appointments and positions in other companies

Appointments and positions within the Group

France: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

Société Générale (Group Chief Country Officer for China)

China: **SG China** (Chair of the Board of Directors); **Fortune ALD** (Director)

France: **Crédit du Nord** (Director and member of the Nomination Committee)

Appointments and positions that have expired over the past five years:

Romania: **BRD – Universal Bank** (Director)

Luxembourg: **SGBT** (Director)

China: **Fortune Lyxor** (Director)

Listed company

Florence von Erb	Appointments and positions in other companies
Independent Director, member of the CSR Committee and Ipsos Foundation  Age 57, French	**Appointments and positions within the Group** **France: Ipsos SA*** (Director) **Appointments and positions held outside the Group:** Representative of Afammer (NGO) to the United Nations, member of the United Nations Commission for Social Development and the Commission on the Status of Women. France – United States: **Fourpoints Investment Managers** (Director) France: **Klépierre SA*** (Member of the Supervisory Board) **Appointments and positions that have expired over the past five years:** United States: **MMMI** (President); **Sure We Can, Inc. non-profit organisation** (Treasurer and Co-founder) ***Listed company***
Biography A graduate of HEC, Florence von Erb started out in finance at JP Morgan. After working with Bankers Trust (1991-1996), she returned to JP Morgan as Vice President, Equity Derivatives Sales and Trading. In 2008, she was appointed President of MMMI, following her decision to devote herself to humanitarian causes in 2004. In 2006, she co-founded the NGO "Sure We Can". Since 2014, she has been an active member of various UN committees (committee on non-governmental organisations for social development, committee on the status of women and family committee). Florence von Erb is a member of the Ipsos Foundation and is actively involved in its work.	
Main role and areas of expertise Active member of various UN committees *Areas of expertise: finance (international financial markets, investment banking), sustainable development*	
Professional address 55 East 86th Street, NY, NY 10028	
Number of Ipsos shares held 500	
Attendance rate at Board meetings (2017) 100%	

Sylvie Mayou

Director representing employees

Age 57, French

Biography

Sylvie Mayou is a graduate of the ISG Business School. Passionate about her work, Sylvie has more than 30 years' experience in the research sector. After more than 15 years spent with various agencies (Renemark, Ifop), in 1997 she joined Ipsos, where she has been for 20 years. She is currently Deputy Executive Director of Ipsos Marketing in France. Over the course of her career, Sylvie has developed considerable expertise in strategic support for key clients and major international programmes. She has experience in a wide variety of fields, including FMCG, beauty and health, and works with numerous Ipsos teams worldwide.

Main role and areas of expertise

Deputy Executive Director of Ipsos Marketing in France

Areas of expertise: marketing studies, strategic client support

Professional address

Ipsos, 35 rue du Val de Marne, 75013 Paris

Number of Ipsos shares held

2,943

Attendance rate at Board meetings (2017)

100%

Appointments and positions in other companies

Appointments and positions within the Group

Deputy Executive Director, Ipsos Marketing (France)

France: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

None

Appointments and positions that have expired over the past five years:

None

***Listed company**

<u>Directors whose tenures have ended</u>:

Sébastien Coquard (representative of FFP Invest)

Director

Age 42, French

Biography

Note: FFP Invest held around 10% of the share capital and voting rights of LT Participations, holding company of Ipsos SA, which merged with Ipsos on 29 December 2016. Following the merger, FFP which held 2.1% of Ipsos' share capital, decided to dispose of this less significant holding. FFP had been with the Group for six years. FFP helped to finance the acquisition of Synovate in 2011.

Sébastien Coquard has been Chief Investment Officer of FFP since 2006. Mr Coquard began his career with Paribas before joining Oddo Corporate Finance. He worked for five years in the Investment Department of AGF. In 2006 he joined FFP where he was appointed Investment Director. He holds various directorships as representative of FFP.

Main role and areas of expertise

Chief Investment Officer of FFP

Areas of expertise: Finance

Professional address

66, avenue Charles de Gaulle, 92200 Neuilly sur Seine

Number of Ipsos shares held

0

Attendance rate at meetings of the Board of Directors and Nomination and Remuneration Committee (2017)

100%

Appointments and positions in other companies

Appointments and positions within the Group

<u>France</u>: Ipsos SA* (Permanent representative of FFP Invest, Director)

Appointments and positions held outside the Group:

Chief Investment Officer, FFP

<u>France</u>: IDI SCA (Permanent Representative of FFP, member of the Supervisory Board)

<u>Luxembourg</u>: IDI Emerging Markets (Member of the Supervisory Board)

<u>Mauritius</u>: CIEL* (Member of the Board of Directors)

Appointments and positions that have expired over the past five years:

<u>France</u>: LT Participations (Permanent Representative of FFP Invest, Director)

<u>France</u>: ONET (Permanent Representative of FFP, member of the Supervisory Board)

Listed company

Yann Duchesne **Director**  Age 61, French	**Appointments and positions in other companies**
Biography Yann Duchesne is currently Chief Executive Officer of the IBL Group. Mr Duchesne graduated from the École Polytechnique in 1980 and from the École des Mines and the Institut d'Études Politiques de Paris in 1982. He has been Chief Executive Officer of the Doughty Hanson Investment Fund since 2003. Mr Duchesne spent his early career (1982-2003) with McKinsey, where he held the posts of Consultant, Engagement Manager, Partner and finally Chief Executive Officer France from 1997 to 2003. Then he served as Chief Executive Officer of the Doughty Hanson Investment Fund from 2003 to 2015. **Main role and areas of expertise** Chief Executive Officer of the IBL Group. *Areas of expertise: strategic consulting, finance* **Professional address** IBL House, Caudan Waterfront Port-Louis, Mauritius **Number of Ipsos shares held** 0 **Attendance rate at Board meetings (2017)** 100%	**Appointments and positions within the Group** France: **Ipsos SA*** (Director) **Appointments and positions held outside the Group:** Chairman and CEO of IBL Group France: **Laurent-Perrier*** (Member of the Supervisory Board) **Appointments and positions that have expired over the past five years:** France: **Saft*** (Chairman of the Supervisory Board) United Kingdom: **Doughty Hanson** (Chief Executive Officer) Germany: **Moeller** (Director) Netherlands: **Impress** (Director) Ireland: **TV3** (Director) United States: **Tumi** (Director) France: **KP1** (Chairman of the Board of Directors) Belgium: **Balta** (Director) ***Listed company***

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Xavier Coirbay

Director

Age 52, Belgian

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Appointments and positions in other companies

Appointments and positions within the Group

France: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

Member of the Executive Committee of Sofina Group

France: **Orpea*** (Director and member of the Nomination and Remuneration Committee)

Belgium: **Advent Management Belgium Sidro S.A., Sofindev S.A., Finabru S.A.** (Director),

Switzerland: **Trufiswiss S.A.** (Director)

Luxembourg: **Trufilux S.A., Truficar S.A., Sofina Multistrategy S.A.** (Managing Director)

Appointments and positions that have expired over the past five years:

United Kingdom: **B&W Loudspeakers plc** (Non-executive director)

Listed company

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Biography

Xavier Coirbay is currently a member of the Executive Committee of Sofina and in charge of the Sofina group's investments in the field of alternative funds and growth co-investments. Mr Coirbay is a graduate of the Solvay Business School in Brussels (1988), where he also obtained a Master's in tax management (1990). In 2001, he attended the General Manager Program of Executive Education at Harvard Business School, earning him the status of alumnus of this prestigious institution. In 2010, Mr Coirbay graduated from the IAS/IFRS programme at the Catholic University of Louvain (UCL) in Belgium. Before joining Sofina in 1992, he started his career as financial analyst in the asset management department of the Générale de Banque, now part of the BNP Paribas Fortis group.

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Main role and areas of expertise

Head of investments for the Sofina group in the field of alternative funds and growth co-investments.

Areas of expertise: Finance, investments

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Professional address

31 rue de l'Industrie, 1040 Brussels (Belgium)

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Number of Ipsos shares held

10

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Attendance rate at meetings of the Board of Directors and Audit Committee (2017)

70%

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14.1.2. Executive officers

NB: for Didier Truchot, Chairman and Chief Executive Officer, and Laurence Stoclet, Deputy Chief Executive Officer, please refer to their detailed profile in paragraph 14.1.1. above.

Pierre Le Manh

Deputy CEO

Age 51, French

Biography

A graduate of the École Supérieure des Sciences Economiques et Commerciales (ESSEC), Pierre Le Manh joined Ipsos in 2004 as CEO of Ipsos Europe, before becoming Chairman and CEO of Ipsos Marketing and CEO of Ipsos North America. Prior to joining Ipsos, Pierre Le Manh was a consultant at Accenture, Finance Director of Adami, and Chairman and CEO of Encyclopaedia Universalis. He also held several management posts with the company Consodate, where he was appointed CEO in 2002.

Key appointments

CEO Ipsos Marketing & Ipsos North America

Professional address

360 Park Avenue South, New York 10010 NY

Number of Ipsos shares held

38,808

Appointments and positions in other companies

Appointments and positions within the Group

CEO North America and CEO Ipsos Marketing

France: **Ipsos SA*** (Deputy Chief Executive Officer)

Canada: **Ipsos Insight Corporation; Ipsos NPD Inc.** (Vice Chairman)

United States: **Ipsos America Inc** (Chairman and Chief Executive Officer); **Ipsos Insight LLC** (Chairman); **Ipsos Interactive Services US LLC** (Vice Chairman); **Ipsos Public Affairs LLC** (Chief Executive Officer); **Ipsos MMA Inc** (Director); **Research Data Analysis, Inc.** (Vice Chairman)

Czech Republic: **Ipsos SRO** (Member of the Supervisory Board)

United Kingdom: **Ipsos Interactive Services Limited** (Director)

Appointments and positions held outside the Group:

None.

Appointments and positions that have expired over the past five years:

Ireland: **Ipsos Central Eastern Europe Limited** (Director)

Turkey: **Ipsos KMG Arastirma ve Danismanlik Hizmetleri AS** (Director)

Sweden: **Ipsos ASI AB** (Chairman of the Board of Directors)

France: **Ipsos Access Panel Holding SC** (General Manager); **Ipsos SA*** (Director)

Italy: **Ipsos Srl., Ipsos Operations Srl** (Chairman of the Board of Directors)

Norway: **Ipsos AS** (Chairman of the Board of Directors)

Poland: **Ipsos sp zoo; Ipsos Polska Sp zoo** (Chairman of the Board)

Canada: **Ipsos Camelford Graham Inc.; Ipsos Canada Inc.; Ipsos-ASI LLC.; Ipsos Reid Public Affairs Inc.; Ipsos Operations US Inc.; Ipsos Loyalty Inc.** (Vice Chairman); **Synovate Market Research Holding Corp.** (Chief Executive Officer)

United States: **Ipsos OTX Corporation; Ipsos USA Inc.** (Chairman); **Ipsos-ASI LLC; Ipsos Reid Public Affairs Inc.; Ipsos Operations US Inc.; Ipsos Loyalty Inc.; Ipsos MMA Inc.** (Vice Chairman); **Synovate Market Research Holding Corp.** (Chief Executive Officer)

United Kingdom: **Test Research Limited; Ipsos EMEA Holdings Ltd** (Director)

***Listed company**

Henri Wallard

Deputy CEO

Age 60, French

Biography

Henri Wallard began his career in the French public administration, where he held several senior posts, particularly in environmental protection, nuclear safety and nuclear waste management. He has been appointed in 1991 as Chief Executive Officer of the French National Agency for Radioactive Waste Management ("Agence Nationale de Gestion des Déchets Radioactifs"). Prior to joining Ipsos Executive Management in 2002, Henri Wallard spent seven years at Taylor Nelson Sofres, covering the Asia-Pacific region as Asia Group Director, based first in Sydney and later in Hong Kong. When Sofres merged with Taylor Nelson AGB in 1997, he was appointed to the board of directors of the Taylor Nelson Sofres group in the UnitedKingdom, where he was Executive Director for Regional Affairs (America, Europe, Asia). He joined the Fimalac group in early 2001 as CEO of Fimalac Interactive. He is graduated from the École Polytechnique and the École des Mines. He also holds a doctorate in statistics.

Key appointments

Chairman of Ipsos Loyalty, Ipsos Public Affairs, Ipsos Science Centre, Ipsos Laboratories, Neurosciences & Ipsos Knowledge Centre

Professional address

Ipsos, 35 rue du Val de Marne, 75013 Paris

Number of Ipsos shares held

49,782

Appointments and positions in other companies

Appointments and positions within the Group

Chairman of Ipsos Loyalty, Ipsos Public Affairs, Ipsos Science Centre, Ipsos Laboratories, Neurosciences & and Ipsos Knowledge Centre.

France: **Ipsos SA*** (Deputy Chief Executive Officer)

Australia: **I-view Pty. Ltd; Ipsos Proprietary Ltd; Ipsos Loyalty Pty Ltd; Ipsos Public Affairs Pty Ltd** (Director)

Japan: **Japan Marketing Organisation KK** (Director)

China: **Beijing Ipsos Market Consulting Co Ltd; Ipsos Radar Market Consulting Company Limited** (Director)

Taiwan: **Ipsos Ltd** (Director)

South Korea: **Ipsos Co. Ltd** (Director)

Philippines: **Ipsos (Philippines), Inc.** (Director)

Indonesia: **PT Ipsos Market Research; PT Field Force Indonesia** (Member of the Supervisory Board)

Thailand: **Ipsos Ltd** (Director)

Hong Kong: **Ipsos Asia Limited; Ipsos China Limited** (Director)

Appointments and positions held outside the Group:

None.

Appointments and positions that have expired over the past five years:

United States: **Ipsos Loyalty, Inc**. (Chief Executive Officer)

France: **Ipsos Loyalty SA** (Chairman and Chief Executive Officer); **Ipsos SA*** (Director)

Hong Kong: **Ipsos Limited** (Director)

Japan: **Ipsos Japan Holdings KK**; **Ipsos KK** (Director)

United Kingdom: **Ipsos Novaction & Vantis Ltd** (Director)

China: **Shenzhen Synovate Healthcare Company Ltd** (Director)

Listed company

14.1.3. MBEC – Executive Committee

The Management Board Executive Committee (MBEC), which acts as the Group's Executive Committee, is composed of the Group's senior officers and executives.

It currently has 21 members:

- Didier Truchot, Ipsos Chairman and Chief Executive Officer, founder of the Group;
- Gary Bennewies, Chief Talent Officer;
- Darrell Bricker, Chief Executive Officer Ipsos Public Affairs;
- Christophe Cambournac, Chief Executive Officer Asia Pacific (excluding China);
- Lauren Demar, Deputy Chief Executive Officer Ipsos Marketing;
- Shane Farrell, Chief Executive Officer Europe, Middle East and Africa;
- Ralf Ganzenmueller, Chief Executive Officer Ipsos Loyalty;
- Brian Gosschalk, Head of the Chairman's Office;
- Sheryl Goodman, Group General Counsel;
- Alex Grönberger, Chief Executive Officer Ipsos Latin America;
- Jennifer Hubber, Chief Client Officer Ipsos
- Pierre Le Manh, Ipsos Deputy Chief Executive Officer, Chairman and Chief Executive Officer Ipsos North America and Ipsos Marketing;
- Lifeng Liu, Chief Executive Officer China;
- Dean Lucker, Corporate Development Director;
- Ben Page, Chief Executive Officer United Kingdom and Ireland;
- Judith Passingham, Chief Executive Officer Ipsos Interactive Services;
- Neville Rademeyer, Global Chief Information Officer;
- Laurence Stoclet, Ipsos Deputy Chief Executive Officer, Group Chief Financial Officer;
- Carlo Stokx, Deputy CEO Innovation and Technology & CEO Western Continental Europe
- Henri Wallard, Ipsos Deputy Chief Executive Officer, Chairman Ipsos Loyalty, Ipsos Public, Affairs, Ipsos Science Centre, Ipsos Laboratories, Neurosciences and Ipsos Knowledge Centre;
- Helen Zeitoun, Country manager in France and CEO Ipsos Sciences Team.

Sanctions applicable to Board members and main executives

To Ipsos' knowledge, no Board members or main executives of the Group have been convicted of fraud in the last five years. None of the Directors has participated, while being a board member or officer, in a bankruptcy, an attachment procedure or liquidation during the last five years and none of them has been publicly incriminated or officially sanctioned by a governmental or quasi-governmental authority. None of the Directors have been prohibited by a court from acting as member of a board of Directors, a directorate or a supervisory board in the management or the supervision of the affairs of an issuer during the last five years.

14.2. Conflicts of interest in administrative and management bodies

To the best of the Company's knowledge, there are no conflicts of interest between the obligations towards Ipsos SA of the Directors and officers and their personal interests and other obligations.

15. Compensation and benefits

15.1. Compensation policy for the Chairman and CEO (Report on the principles and criteria for the determination, allocation and distribution of the remuneration to be paid to the Chairman and CEO, as provided for by Article L. 225-37-2 of the French Commercial Code)

The eighth resolution on the agenda of the General Meeting of 4 May 2018 is submitted to you for approval in line with the new procedure resulting from Law No. 2016-1691 of 9 December 2016 (known as the Sapin II Law).

This "ex *ante*" vote involves the principles and criteria for the determination, allocation and distribution of the fixed, variable and non-recurring items comprising the total compensation and fringe benefits to Executive Officers for their service as officers.

Insofar as Article L. 225-37-2 of the French Commercial Code covers only those compensation components that are payable to executives for their corporate offices, the Chairman and CEO alone is affected by this measure at Ipsos.

The Company's other executive officers, i.e. the three Deputy CEOs, do not receive any compensation by virtue of their terms of office, and are compensated solely for the salaried management duties entrusted to them under their respective employment contracts, prior to taking up their position as executive officers.

Therefore, the principles and criteria used by the Board of Directors to determine, allocate and distribute the Chairman and CEO's compensation are presented to the shareholders for their approval. If this resolution is approved, the approved compensation policy will be used to determine the compensation attributable to the Chairman and CEO in respect of the current financial year and in respect of subsequent financial years if this policy remains the same. However, payment of the variable and exceptional components of this compensation in respect of 2018 will be conditional on prior approval at the General Meeting of Shareholders to be held in 2019 to approve the 2018 financial statements.

15.1.1. General principles applicable to the Chairman and CEO's compensation

The compensation policy applicable to the Chairman and CEO is placed under the responsibility of the Ipsos SA Board of Directors, which takes its decisions based on the proposals of the Nomination and Remuneration Committee. This policy takes account of the principles used to determine compensation in the AFEP-MEDEF Code of Corporate Governance, notably the principles of completeness, balance, comparability, consistency, transparency and measurement.

In particular, when drawing up this policy, the Board of Directors strives to:

- ensure a balance between the various compensation components: fixed compensation, variable cash compensation (annual bonus) and variable shares component in the form of free performance-based shares;
- ensure that this compensation is consistent with payments made to other executives and employees of the company, by ceasing any excessive executive compensation and by ensuring, mainly via the bonus mechanism widely applied at Ipsos, that performance-related rewards are shared by as many people as possible;
- check that the compensation components and amounts paid to the Chairman and CEO are in line with those allocated to other executives in the sector in companies comparable to Ipsos and that this compensation remains competitive, via the use of appropriate benchmarks; and
- ensure that this compensation remains aligned with the Group's strategic objectives and always encourages performance.

In the specific case of Didier Truchot, the fact that he is the founding Chairman of Ipsos and that he also holds a share of the capital of the Company has led him to ask the Board of Directors to maintain the amount of his compensation at moderate levels. The Chairman and Chief Executive Officer has also expressed the wish that, insofar as possible and in particular with regard to the methods for determining his variable compensation, his compensation be determined according to principles and amounts that are in line with those of the "Partnership Group", which includes 200 senior managers (the other executive officers, MBEC members and the Group's most senior managers).

15.1.2. Criteria for determining the various compensation components paid to the Chairman and CEO

- **Fixed compensation**

The fixed compensation paid to the Chairman and CEO is set in line with the responsibility assumed in implementing the strategy determined by the Board of Directors and the work done in leading the Group's executive management.

The level of this fixed compensation also takes into account market practices within comparable companies and the compensation policy in place within the Group for the other executives and all employees.

The fixed compensation paid to the Chairman and CEO is set each year by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and as such it is likely to increase each year. However, these increases must remain stable overall; major reviews must only take place in the event of special circumstances such as (i) a fixed part of the executive's compensation is significantly out of step with the compensation paid in other companies in the industry that are similar to Ipsos or (ii) a significant increase in the executive's management responsibility.

The annual fixed compensation for the Ipsos Chairman and CEO, which remained stable at €425,000 in 2014 and 2015, was revised in 2016. On the proposal of the Nomination and Remuneration Committee, the Board of Directors unanimously decided to increase this annual fixed compensation by €60,000, bringing it to €485,000, on the following basis (extract of the minutes of the meeting of the Board of Directors): "This increase, which is mostly due to an observation that the current compensation being paid to the Chairman and CEO is below market rates, and is all the more justified as Didier Truchot has taken over a significant part of the roles and responsibilities which had been hitherto performed by the late Co-Chairman Jean-Marc Lech without his compensation having been reviewed last year. Also, the fact that the term of corporate office of the Chairman and CEO expires at the next General Meeting and that the Chairman and CEO are standing for re-election makes the timing particularly appropriate for such an increase, as the fixed compensation of the Chairman-CEO is not likely to rise again subsequently".

In 2017, that compensation was increased by 2.7% to €498,000.

For 2018, a further 2.4% increase was decided by the Board of Directors, on the proposal of the Nomination and Remuneration Committee.

Accordingly, the fixed portion of the Chairman and CEO is €510,000 in 2018.

The compensation of the Chairman and CEO remains in the first quartile (the lowest 25%) of compensation paid to the CEOs of SBF80 companies (Mercer 2017 study on compensation of SBF 120 executives) and is therefore very moderate in comparison with the compensation of other executives observed at comparable companies.

The fixed compensation of the Chairman and CEO includes a holiday bonus, which is paid to all employees of the Group's French companies. In 2017, the holiday bonus paid to the Chairman and CEO was €6,973.

- **Variable cash compensation: annual bonus**

The annual variable compensation paid to the Chairman and CEO acknowledges the Group's annual performance, based on the attainment of financial targets which are set every year, as well as the individual performance of the Chairman and CEO. This variable portion is paid in the form of a bonus in cash and is subject to the same rules as those that apply to the Partnership Group with regard to the share attributable to the Group's financial performance, in order to ensure the equal treatment of the 200 key managers of the Group.

At the beginning of every financial year, the Board of Directors sets a percentage of the Chairman and CEO's fixed compensation as an individual target bonus. This represents 50% of the fixed component of the compensation. It specifies the criteria on which its attribution is contingent and sets the individual targets that will be taken into account in the qualitative criterion as well as their weight in the variable portion.

The following year, at the beginning of the period, these same bodies examine the extent to which these criteria have been achieved and from this determine the amounts of the annual bonuses to be paid to the Chairman and CEO for the previous financial year.

For 2018, the target bonus was set at €255,000, representing 50% of the fixed component.

The entire annual target bonus will be paid only if all the performance targets set by the Board are met. If these specific Group financial targets are exceeded (financial outperformance), the portion of the annual bonus dependent on these financial targets being attained (quantitative criterion) can increase up to a limit of 150% of the corresponding amount. The portion linked to personal targets remains capped at 100%. Therefore, the overall limit on the Chairman and CEO's variable compensation is €357,000 for 2018 (140% of the annual target bonus; this limit is identical for all members of the "Partnership Group").

Expressed as a percentage of his fixed compensation, this limit is 70% for the Chairman and CEO.

The annual variable compensation paid to the Chairman and CEO depends on two performance criteria being met and includes a weighting mechanism:

- a quantitative criterion linked to the Group's overall financial performance - more specifically, its ability to meet an ambitious operating profit target ("Target") and exceeding the expected margin as stated in the budget ("Budget") set at the start of the year, with a weighting of 80% of the total bonus target;
- a qualitative criterion based on individual targets, with a weighting of 20% of the total bonus target.

For 2018, the qualitative targets set by the Board of Directors for the Chairman and CEO are as follows:

- definition and deployment of the new Total Understanding strategic programme (12%);
- reduction of CO_2 emissions in line with targets 1 and 2 set by the CSR Committee (4%);
- improvement of the gender equality ratio in line with targets 10 and 11 set by the CSR Committee (4%).

Therefore, for 2018, in line with the rules of the overall variable cash compensation plan for members of the Partnership Group, the performance criteria for the Chairman and CEO's annual variable compensation are as follows:

The attainment of the various targets for the variable compensation for year N will be decided by the Board of Directors, and payment will only be made following approval of compensation for year N at the General Meeting of Shareholders in year N+1.

Please note that for all key managers, the Group reserves the right to retain 20% of the individual bonus amount in the event of exceptional external events. Therefore, only 80% of the amount of the final bonus paid as a result of each individual calculation is guaranteed.

VARIABLE COMPENSATION: PERFORMANCE CONDITIONS		
	Targets	**Portion of the bonus (*as a % of the "Individual"*)**
Criterion no. 1 (quantitative): Group operating profit Target: Target operating profit rate set by the Board of Directors	*Weighting: 80% of the total bonus*	
	Below the "Budget"	0%
	Between the "Budget" and the	0% to 100%
	Above the "Target Rate"	100% to 150%
Criterion no. 2 Individual targets Individual targets based on a combination of factors described hereabove	*Weighting: 20% of the total bonus*	
	From 0% to 100% depending on the target attainment level	

- **Long-term variable compensation: allocation of free performance shares**

The Chairman and CEO receives no multi-year variable cash compensation.

Long-term variable compensation at Ipsos consists of an annual allocation of a portion of free shares which, for executive officers, are subject to performance criteria.

The Chairman and CEO is eligible for free shares under the yearly[1] Free Share Plan (FSP), as are 850 Ipsos managers across 66 countries in 2017.

Free share grants to the Chairman and CEO are subject to a condition of presence and to the attainment of performance criteria set by the Board of Directors.

This annual allocation represents, at the time of allocation, a gross sum before tax of around €150,000 for the Chairman and CEO (around 30% of their fixed compensation).

<u>Vesting period</u>

Final allocations are subject to a condition of presence within the Ipsos group by the beneficiary at the end of a definitive vesting period. The duration of the vesting period for previous plans was two years and will be increased to three years starting with the next plan to be implemented for the 2018 financial year.

This condition of presence may be waived in the event of death, infirmity or retirement of the beneficiary.

<u>Performance criteria</u>

In May 2018, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors will decide the performance criteria for the final vesting of the free shares awarded to Executive Officers under the Plan to be implemented in respect of the 2018 financial year. Subject to the definitive decisions taken by these bodies, these criteria should be broadly similar to those applied to the plans implemented over the past three years, each of which determine 50% of the vesting, i.e. (i) an organic growth criterion and (ii) an operating profit growth criterion[2].

<u>Holding requirement</u>

In the same way as the other executive officers of the Company, the Chairman and CEO must retain at least 25% of the vested shares throughout the entire duration of his terms of office.

[1] For a detailed description of the characteristics of these Plans, please see paragraph 21.1.4.2 of this Reference document.

[2]For a description of these two criteria, see Table 9 in paragraph 15.3.1. of this Reference document.

Throughout that period, he and the other executive officers agree not to resort to risk hedging transactions on those shares.

- **Extraordinary compensation**

To take account of exceptional circumstances other than the financial outperformance considered when calculating the upper limit on the annual variable compensation, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, could grant exceptional compensation. In any event, that compensation would be capped at two times the last annual compensation (fixed and variable).

In all cases, payment of exceptional compensation, determined pursuant to the principles and criteria and already approved ex ante at the General Meeting, may be made only following approval of these exceptional components ex post by the shareholders.

- **Attendance fees**

The Chairman and CEO, like the other members of the Board of Directors performing executive functions within the Group, does not receive attendance fees for his involvement in the Board's work.

- **Benefits in kind**

No benefits in kind are payable to the Chairman and CEO.

- **Compensation due as a result of termination of position**

In the event of the dismissal of the Chairman and CEO before the expiry of his term of office with Ipsos SA, he may be paid compensation equal to twice his gross compensation received during the calendar year preceding the termination of his functions.

Payment is subject to the following performance condition: revenue for one of the three years prior to the year of revocation must be higher, at constant exchange rates, than that of the preceding year. This payment therefore presupposes a progression assessed over at least two financial years, but it does imply payment of compensation in the event of proven failure by the executive in the last years of his term of office.

This commitment has already been authorised at the General Meeting of Shareholders under the regulated agreement procedure several times, including recently at the time of the renewal of the Chairman and CEO's term of office at the General Meeting of 28 April 2016.

Furthermore, it is not explicitly stated that payment of the compensation is ruled out in the event that the beneficiary retires in the near future.

However, the Chairman and CEO does not have a supplementary pension scheme from Ipsos, or any other statutory or contractual termination payment, as he does not have an employment contract. Therefore, it is not only reasonable, but fully in the Company's interest, for the founding executive of Ipsos, who has dedicated almost all of his working life to growing the Company, to receive this compensation in the event of forced departure.

- **Supplementary pension scheme**

As mentioned above, there is no supplementary pension scheme for the Chairman and CEO (or for the other Ipsos SA executive officers); more specifically, there is no top-hat pension scheme.

15.2. Compensation policy for Executive Officers

The Deputy CEOs, Laurence Stoclet, Pierre Le Manh and Henri Wallard are compensated exclusively for their respective functions as Chief Financial Officer of the Group, Director of Ipsos Marketing and Ipsos North America, and International Director in accordance with their employment contracts. They do not receive any compensation or benefits for their term of office.

The principles and rules applicable to the determination of compensation and other benefits that they receive under their employment contracts are decided by the Chairman and CEO as part of the compensation policy of the Partnership Group, which includes all of the Level 1 senior managers of the Group (approximately 200 people in 2017).

This policy aims to attract, develop and retain the best talent in a highly competitive industry where people are the main asset. This policy is guided by several principles such as (i) competitiveness and consistency of compensation with the market practices and (ii) the necessary relationship which must exist between compensation and individual and collective performance.

Each year, the Nomination and Remuneration Committee and the Board of Directors are informed of the compensation policy for those executives and are invited to express their opinion, even though they do not have any decision-making power over the compensation components granted under the employment contracts.

Under this policy, the compensation of the Deputy CEOs consists of a fixed portion, a variable portion in cash (annual bonus) and the allocation of free performance shares.

Other components of the Deputy CEOs' compensation include (i) an eight-year incentive plan (introduced in 2012 via a stock option plan initially comprised of 152 other key Company managers), and (ii) clauses in the employment contracts that may be applied in the event of a departure that are described below.

- **Fixed compensation**

The fixed compensation paid to the Deputy CEOs is determined each year by the Chairman and CEO. It is presented to the Nomination and Remuneration Committee and submitted to the Board of Directors for approval.

The amounts of compensation of the Deputy CEOs are specified in the tables presented in paragraph 15.3.1. below.

For 2018, it is expected that this compensation will increase slightly (2.9% on average)

In 2017, the fixed compensation of the Deputy CEOs increased by approximately 3.3% following a 2.3% increase in 2016 and 0% increase in 2015, representing an overall increase of 5.6% over three years.

Compared with the companies in the SBF80, the amounts of executive compensation within Ipsos are in the third quartile of the market (2017 Mercer study of the compensation of SBF 120 executives).

- **Variable cash compensation: annual bonus**

The annual bonus for the Deputy CEOs is calculated according to the rules of the "Ipsos Partnership Bonus Plan", which applies to the "Partnership Group" and consists of a global bonus package ("Partnership Pool").

The annual bonus that can be paid to each member of the Partnership Pool, and therefore to each Deputy CEO, depends on the achievement of several general and individual performance criteria. These criteria, which are subject to the individual targets that determine 20% of the bonus, are the same as those relating to the variable compensation of the Chairman and CEO as specified in the report in paragraph 15.1. above.

The target individual bonus, which corresponds to the achievement of 100% of the objectives, may be, depending on the executive, between 38% and 55% of their 2017 annual fixed compensation (see below).

If the target financial objectives are exceeded (financial outperformance), the share of the annual bonus that depends on the achievement of those financial objectives could increase up to a ceiling of 150% of the corresponding amount, with the portion of the bonus related to personal objectives (qualitative criterion) remaining capped at 100%. Accordingly, the individual bonus could reach a maximum of 140% of the target individual bonus.

The performance criteria governing the granting of annual bonuses are summarised in the table below.

VARIABLE COMPENSATION: PERFORMANCE CONDITIONS		
Performance criteria	**Targets**	**Portion of the bonus (*as a % of the "Individual bonus target"*)**
Criterion no. 1 (quantitative): Group operating profit Target: Target operating profit rate set by the Board of Directors	***Weighting: 80% of the total bonus – or 60% if Criterion No. 2 is applied also***	
	Below the "Budget"	0%
	Between the "Budget" and the "Target"	0% to 100%
	Above the "Target Rate"	100% to 150%
Criterion No. 2 (quantitative): Specific financial performance[1] Operating profit or revenue or net cash or budget level for a specific scope (geographic or business line)	***Weighting: 20% of the total bonus***	
	Below the "Budget"	0%
	Between the "Budget" and the "Target"	0% to 100%
	Above the "Target"	100% to 150%
Criterion No. 3 (qualitative): Individual objectives Individual objectives, depending on the executive, based on a combination of elements such as the growth of Ipsos, free cash flow levels, new services, collaboration, team management, development of new talent and also respect for the Charter of Rights and Responsibilities as it relates to the values and challenges of Ipsos to which each member of the Partnership Group is committed.	***Weighting: 20% of the total bonus***	
	From 0% to 100% depending on the level of achievement of the objectives	

[1] This criterion currently applies only to Pierre Le Manh, who heads the North America region and WSBL Ipsos Marketing. For him, it is based on the operating profit earned in North America and Ipsos Marketing revenue. For the other Deputy CEOs who are not part of a specific scope of activity (Finance and support functions for Laurence Stoclet and multi-scope for Henri Wallard), Criterion No. 1 of the Group's overall financial performance replaces it and therefore accounts for 80% of the bonus.

- **Long-term variable compensation: allocation of free performance shares**

The Deputy CEOs receive no multi-year variable cash compensation.

The Deputy CEOs are eligible for free shares under the yearly[3] Free Share Plan (FSP), as are 850 Ipsos managers across 66 countries in 2017.

Free share grants to the Deputy CEOs are subject to a condition of presence and to the attainment of performance criteria set by the Board of Directors. Each year, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviews the fulfilment of the performance criteria before the delivery of shares.

This annual allocation represents, at the time of allocation, a gross sum before tax of around €150,000 for each Deputy CEO, which represents 30% of their fixed compensation on average (from 22% to 34% depending on the recipient).

Vesting period

Final allocations are subject to a condition of presence within the Ipsos group by the beneficiary at the end of a definitive vesting period. The duration of the vesting period for previous plans was two years and will be increased to three years starting with the next plan to be implemented for the 2018 financial year.

This condition of presence may be waived in the event of death, infirmity or retirement of the beneficiary.

Performance criteria

In May 2018, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors will decide the performance criteria for the final vesting of the free shares awarded to Executive Officers under the Plan to be implemented in respect of the 2018 financial year. Subject to the definitive decisions taken by these bodies, these criteria should be broadly similar to those applied to the plans implemented over the past three years, each of which determine 50% of the vesting, i.e. (i) an organic growth criterion and (ii) an operating profit growth criterion[4].

[3] For a detailed description of the characteristics of these Plans, please see paragraph 21.1.4.2 of this Reference document.

[4] For a description of these two criteria, see Table 9 in paragraph 15.3. of this Reference document.

Holding requirement

All executive officers are required to retain at least 25% of the vested shares for the duration of their term of office. Throughout that period, they agree not to resort to risk hedging transactions on those shares.

Vesting period

In principle, final allocations are subject to the condition that the beneficiary is still active in the Ipsos group after a vesting period of two to three years from the plan implemented for the 2018 financial year. This condition of presence may, however, be waived in the event of death, infirmity or retirement of the beneficiary.

- **Long-Term Incentive Plan**

The Deputy CEOs, along with the other Level 1 senior managers who were members of the Partnership Group during the implementation of the plan, are beneficiaries of the long-term incentive plan called "IPF 2020" which was set up by a decision of the Board of Directors on 4 September 2012 taken on the basis of an authorisation granted by the General Meeting of 25 April 20125.

Participation in this plan was subject to the vesting of a certain number of Ipsos shares (the "Investment Shares"). Under the IPF 2020 Plan, beneficiaries were awarded a number of rights to free shares equal to the number of Investment Shares vested and a number of stock options equal to ten times the number of Investment Shares.

The following executive officers participated in the IPF 2020 Plan as indicated below and, as a result, at the end of the vesting period that ended on 4 September 2017, they definitively acquired the following free shares and stock options:

Name	Number of free shares acquired on 4 September 2017*	Number of stock options acquired on 4 September 2017*
Pierre Le Manh	4,872	48,720
Laurence Stoclet	4,872	48,720
Henri Wallard	4,872	48,720

Free shares are subject to a two-year holding period for French resident beneficiaries. The stock options are exercisable until 4 September 2020, subject to conditions of presence. In the event of departure, the stock options must be exercised within 30 days following such departure on penalty of cancellation.

[5] For a detailed description of the characteristics of the Company's IPF 2020 Plan, please see paragraph 21.1.4.2.1 of this Reference document.

- **Supplemental pension plan**

There is no supplementary pension plan in place for Ipsos SA's executive officers; more specifically, there is no top-hat pension scheme.

- **Change in control clause, non-compete and non-solicitation obligations**

The employment contracts of the three Deputy CEOs contain three types of clauses.

Change in control clause:

In the event of a change in control as defined below and that is considered a substantial modification of the employment contract of each relevant party, Laurence Stoclet, Henri Wallard and Pierre Le Manh may be paid, in addition to the legal compensation for dismissal, an amount equal to one year's compensation.

Under the terms of implementation of this clause, a change of control is defined as the occurrence of one of the following events that has the effect of changing the role and powers of the founding executive Didier Truchot, such that he may no longer define the strategy of the Group: (a) a change in the Company's shareholding structure; (b) a change in the composition of the Board of Directors; or (c) a change in the organisation of the management of the Company or of the Ipsos group. However, the resignation, retirement or other voluntary departure of the founding executive does not constitute a triggering event.

It should be noted that this clause was entered into in 2005 with each of the relevant parties because of the long-standing nature of their contractual relationship with Ipsos and their shared views with the founding executives on the strategy developed and the policies followed.

Non-compete payments:

In order to protect the interests of the Ipsos group, whose activities depend on the skills and know-how of its employees and corporate officers, Pierre Le Manh, Laurence Stoclet and Henri Wallard are each subject, in accordance with the provisions of their employment contracts, to a non-compete obligation to the Ipsos group for a period of 12 months, in exchange for compensation equal to the remuneration received during the previous calendar year or the preceding 12 months, paid on a monthly basis.

For Henri Wallard, this compensation would also cover a non-solicitation of clients' commitment (see Paragraph C below). It should be noted that the Company has the right to elect to waive the non-compete clauses, in which case no non-compete payments shall be due. The amounts paid shall, where appropriate, in accordance with the non-compete clause, be added to the amounts paid in accordance with the change of control clause.

Non-solicitation clause:

In order to protect the interests of the Ipsos group, Pierre Le Manh, Laurence Stoclet and Henri Wallard are subject, in accordance with the provisions of their employment contract, for a period of one year from their actual departure from Ipsos, to a commitment not to solicit Ipsos clients directly or indirectly and not to encourage any Group client to end its business relationship with Ipsos.

In exchange for this undertaking, Ipsos agrees to pay a lump-sum amount equal to (i) 50% of gross average monthly compensation over the twelve months preceding departure (excluding bonuses and the medium-term incentive plan) for Pierre Le Manh, and (ii) 30% of gross average monthly compensation over the twelve months preceding departure (excluding bonuses and medium-term incentive plan) for Laurence Stoclet. For Henri Wallard, the compensation referred to above covers both the non-compete and non-solicitation commitments.

Such compensation will be paid on a monthly basis at the end of the notice period and/or departure from the Company. Ipsos has the right to waive this commitment. In this case, no payment will be made to the relevant parties, and they shall be released from that commitment.

Clarification regarding the application of the non-compete and non-solicitation clauses:

The non-compete clause does not form part of a "package" offered by Ipsos and may guarantee additional compensation in the event of the relevant party's departure. This clause, which is optional and entered into for the sole benefit of Ipsos, is paid monthly for the duration of its application, provided that Ipsos has decided to implement it.

The non-solicitation clause is also an optional compensation component stipulated for the sole benefit of Ipsos in order to preserve its commercial interests, not for the benefit of the employee.

Ipsos is a "people business", and in the highly competitive market research sector in which it operates, these clauses are customary and included in all employment contracts for directors, managers and all employees who are directly involved with clients and the normal course of business. It is an indispensable way to protect the business interests of the company. Ipsos must be able to use them, implement them if necessary, and be able to compensate them at market levels. It should be noted, however, that Ipsos may waive the performance of one or both clauses. In practice, in most cases, if Ipsos decides to implement and compensate the non-compete clause to prevent a person from applying to a competitor, Ipsos will at the same time waive the application of the non-solicitation clause, whose application will then no longer be necessary. In contrast, if Ipsos waives the performance of the non-compete clause and allows a former employee to go to work for a competitor, then Ipsos must of course implement, and thus compensate, the non-solicitation clause.

Accordingly, compensation for those clauses will not in practice exceed one year of compensation for each relevant party.

15.3. Individual compensation of Executive Officers for the 2017 financial year

15.3.1. Summary tables prepared in accordance with Position-Recommendation No. 2009-16 of the Autorité des Marchés Financiers with respect to the information to be given in the Reference document for the compensation of Executive Officers

The compensation in these tables is stated in euros and as gross amounts.

Table 1: Summary of compensation and options and shares allotted to each Executive Officer

Executive officer	2016	2017
Didier Truchot, Chairman and Chief Executive Officer		
Compensation due with respect to the year[1]	603,752	592,750
Value of multi-annual variable compensation	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year[2]	138,920	140,060
Total	742,672	732,810
Laurence Stoclet, Deputy Chief Executive Officer		
Compensation due with respect to the year[1]	558,293	557,000
Value of multi-annual variable compensation	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year[2]	138,920	140,060
Total	697,213	697,060
Henri Wallard, Deputy Chief Executive Officer		
Compensation due with respect to the year[1]	546,554	530,216
Value of multi-annual variable compensation	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year[2]	138,920	140,060
Total	685,474	670,276
Pierre Le Manh, Deputy Chief Executive Officer		
Compensation due with respect to the year[1]	821,122	809,630
Value of multi-annual variable compensation	-	-
Value of options granted during the year	-	-
Value of performance shares granted during the year[2]	138,920	140,060
Total	960,042	949,690

[1]Compensation due with respect to 2016 and 2017 to each Executive Officer is detailed in table 2 below, "Summary of compensation paid to each Executive Officer". Such compensation includes amounts relating to accrued but not taken paid leave periods.

[2]The value of performance shares granted during the year to each Executive Officer is detailed in Table 6 below, "Performance shares granted to each Executive Officer".

Table 2: Summary of compensation paid to each Executive Officer

	2016[1]		2017[1]	
	Amounts due	**Amounts paid**	**Amounts due**	**Amounts paid**
Didier Truchot, Chairman and Chief Executive Officer				
Fixed compensation	488,752	488,752	502,750	502,750
Annual variable compensation[2]	115,000	19,694	90,000	115,000
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind	-	-	-	-
Total	**603,752**	**508,446**	**592,750**	**617,750**
Laurence Stoclet, Deputy Chief Executive Officer				
Fixed compensation	443,293	443,293	467,000	467,000
Annual variable compensation[2]	115,000	23,418	90,000	115,000
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind	-	-	-	-
Total	**558,293**	**466,711**	**557,000**	**582,000**
Henri Wallard, Deputy Chief Executive Officer				
Fixed compensation	431,554	431,554	440,216	440,216
Annual variable compensation[2]	115,000	21,289	90,000	115,000
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind	-	-	-	-
Total	**546,554**	**452,843**	**530,216**	**555,216**
Pierre Le Manh, Deputy Chief Executive Officer				
Fixed compensation	602,070	602,070	606,599	606,599
Annual variable compensation[2]	115,000	36,058	90,000	115,000
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Attendance fees	-	-	-	-
Benefits in kind[3]	104,052	104,052	113,031	113,031
Total	**821,122**	**742,180**	**809,630**	**834,630**

[1] 2016 and 2017 figures for fixed compensation include holiday bonuses given to all Group employees in France.
All the aforementioned Executive Officers are paid in euros, with the exception of Pierre Le Manh whose compensation is paid in USD. The exchange rate used above is the average EUR/USD exchange rate for 2017.

*[2] The **variable compensation** due for year N is paid in year N+1 after assessment of the achievement of the performance criteria as specified below.*

Regarding variable compensation payable for 2017, to be paid in 2018:

The Group's operating profit for the 2017 financial year was at a level above the budget, but below the target objective. The margin rate thus achieved (10.2%) meant that each Executive Officer was granted 26.83% of the target bonus that can be received under this criterion. After assessment of the individual targets, the bonuses that will be paid in 2018 are as follows:

Executive	Rate of achievement of performance criteria[1]	2017 bonus (gross, in €)	% of fixed compensation
Didier Truchot	Criterion No. 1: 26.83% (Weighting: 80%) Criterion No. 3: 72.68% (Weighting: 20%)	90,000	18%
Laurence Stoclet	Criterion No. 1: 26.83% (Weighting: 80%) Criterion No. 3: 80.18% (Weighting: 20%)	90,000	19.6%
Henri Wallard	Criterion No. 1: 26.83% (Weighting: 80%) Criterion No. 3: 93.11% (Weighting: 20%)	90,000	20.5%
Pierre Le Manh	Criterion No. 1: 26.83% (Weighting: 60%) Criterion No. 2: 25.81% (Weighting: 20%) Criterion No. 3: 76.86% (Weighting: 20%)	90,000	13.1%

Regarding the variable compensation (bonus) payable for 2016 and paid in 2017: see the 2016 Registration document, page 102.

[3] As regards Pierre Le Manh, in 2017, Ipsos paid a total of €113,031, which covers:

(i) the portion of the rent relating to the personal use of an apartment in which Pierre Le Manh has been living since he undertook his responsibilities in the North America Region in February 2013 (a total amount of €56,176 in rent for 2017);

(ii) the tax payable on such amount at a tax rate of 50% of the global amount of €113,031 in accordance with the local tax regulations (i.e. an amount of €56,855).

In 2016, Ipsos paid a total amount of €104,052, which covers:

(i) the portion of the rent relating to the personal use of an apartment in which Pierre Le Manh has been living since he undertook his responsibilities in the North America Region in February 2013 (a total amount of €52,413 in rent for 2016);

(ii) the tax payable on such amount at a tax rate of 49.6% of the global amount of €104,052 in accordance with the local tax regulations (i.e. an amount of €51,639).

Table 3: Allocation of share options during the year to each Executive Officer by the issuer and by any Group company

N/A

Table 4: Share options exercised during the year by each Executive Officer

Executive Officers	Number and date of plan	Number of options exercised during the financial year	Exercise price (in €)
Didier Truchot	-	-	-
Laurence Stoclet	-	-	-
Henri Wallard	-	-	-
Pierre Le Manh	No. 9 (IPF 2020 plan) Date: 04/04/2012	10,000	€24.63

Table 5: Performance shares granted during the year to each Executive Officer by the issuer and by any Group company

Executive Officers	Number and date of plan	Number of shares granted during the year	Value of shares calculated using the method adopted in the consolidated financial statements	Vesting date	Date of availability[1]	Performance conditions
Didier Truchot	No. 14 Date: 28/04/2017	5,174	€140,060	28/04/2019	28/04/2019	Two non-cumulative criteria each affecting 50% of attributions – See Table 9 (Historical information on free share grants)
Laurence Stoclet	No. 14 Date: 28/04/2017	5,174	€140,060	28/04/2019	28/04/2019	
Henri Wallard	No. 14 Date: 28/04/2017	5,174	€140,060	28/04/2019	28/04/2019	
Pierre Le Manh	No. 14 Date: 28/04/2017	5,174	€140,060	28/04/2019	28/04/2019	
Total		**20,696**	**€560,240**			

[1] *Each executive officer will be required to hold 25% of the shares definitively vested in registered form for the duration of his or her term of office.*

Table 6: Performance shares granted to Executive Officers which have vested during the financial year

Executive Officers	Number and date of plan	Number of shares which have vested during 2017	Vesting terms[1]
Didier Truchot	No. 10 – Date: 25 April 2013	6,838	Condition of presence, with the achievement of the following performance criteria: (i) greater level of organic[2] growth by Ipsos group than the market and; (ii) an increase in the operating profit over the two-year term of the plan.
Laurence Stoclet	No. 10 – Date: 25 April 2013	6,648	
Henri Wallard	No. 10 – Date: 25 April 2013	6,648	
Pierre Le Manh	No. 10 – Date: 25 April 2013	6,648	
Total		**18,382**	

[1] At the end of the vesting period (25/04/2015), the beneficiaries had obtained 100% of the free shares initially attributed, as the performance criteria were fully met.

[2] The three main competitors used in the organic growth calculation are: Nielsen's "Insights" division; Kantar excluding its panel business; and the "Consumer experience" division of GfK.

Table 7: Historical information on free share grants and share purchases

The information given about options in the table below relates to options granted under the IPF 2020 long-term incentive plan. For more information about the plan, please refer to paragraph 21.1.4.2.1 of this Reference document.

Date of General Meeting authorising the transaction	05/04/2012
Date of Board meeting and plan number	04/09/2012 No. 9
Initial number of shares eligible for subscription or purchase	1,969,370
Number of shares eligible for subscription or purchase by the Executive Officers	146,160
Pierre Le Manh	*48,720*
Laurence Stoclet	*48,720*
Henri Wallard	*48,720*
Initial exercise date for options	04/09/2015 and 04/09/2016
Expiry date	04/09/2020
Subscription or purchase price[1]	24.63
Exercise terms[2]	
Number of shares subscribed for at 31 December 2017	441,453
Cumulative number of cancelled of lapsed share options	574,711
Share options undelivered as at 31 December 2017	953,206

1 The subscription price used by the Board is €24.63, or the average of the 20 most recent closing prices for Ipsos shares prior to the Date of Allocation.

2 Once vested, the stock options can be exercised until the expiry date and the exercise of the stock options is not subject to any conditions or performance criteria.

Table 8: Share options granted to and exercised by the top ten employees who are not members of the Board during the financial year

This table appears in paragraph 21.1.4.2.1. of this Reference document.

Table 9: Historical information on free share grants

	Plan No. 9	Plan No. 10	Plan No. 11	Plan No. 12	Plan No. 13	Plan No. 14
Date of General Meeting of Shareholders	5/04/2012	25/04/2013	25/04/2014	24/04/2015	28/04/2016	28/04/2017
Date of Board Meeting	04/09/2012 (IPF 2020)	25/04/2013	25/04/2014	24/04/2015	28/04/2016	28/04/2017
Number of shares granted	196,937	414,155	410,135	416,143	451,115	397,878
Of which to Executive Officers	14,616	40,268	31,794	28,870	31,120	20,696
Didier Truchot	-	6,838	5,299	5,774	6,224	5,174
Jean-Marc Lech	-	6,838	5,299	-	-	-
Carlos Harding	-	6,648	5,299	5,774	6,224	-
Pierre Le Manh	4,872	6,648	5,299	5,774	6,224	5,174
Laurence Stoclet	4,872	6,648	5,299	5,774	6,224	5,174
Henri Wallard	4,872	6,648	5,299	5,774	6,224	5,174
Vesting date	04/09/2017	25/04/2015	25/04/2016	24/04/2017	28/04/2018	28/04/2019
Performance criteria (solely for Executive Officers) beyond the condition of presence (applicable to all beneficiaries)	Retention of Ipsos shares vested prior to allocation (allocation was conditional on prior vesting by the beneficiary of the same number of Ipsos shares.	• average organic growth rate over the two-year term of the plan higher than the average organic growth over the same period for our three main competitors [2] and: • an increase in the operating profit over the two-year term of the plan	Two non-cumulative criteria each affecting 50% of attributions: • Ipsos organic growth greater than average organic growth of three main competitors [2] for comparable activities during the two-year period of the plan • Increase in the Ipsos operating profit over the two-year term of the plan.	Two non-cumulative criteria each affecting 50% of attributions: • Cumulative rate of organic growth over the two-year duration of the plan higher than 3.02% (if this rate falls between 2% and 3.02%, the number of shares vested will be between 80% and 100% of the number of shares allocated according to a linear progression) • Ipsos' operating profit was higher than or equal to 10% in 2015 and this percentage has increased in 2016 compared to 2015	Two non-cumulative criteria each affecting 50% of attributions: • Cumulative rate of organic growth over the two-year duration of the plan higher than 3.02% (if this rate falls between 2% and 3.02%, the number of shares vested will be between 80% and 100% of the number of shares allocated according to a linear progression) • Ipsos' operating profit was higher than or equal to 10% in 2016 and this percentage has increased in 2017 compared to 2016	Two non-cumulative criteria each affecting 50% of attributions: • Cumulative rate of organic growth over the two-year duration of the plan higher than 3.02% (if this rate falls between 2% and 3.02%, the number of shares vested will be between 80% and 100% of the number of shares allocated according to a linear progression) • Ipsos' operating profit was higher than or equal to 10% in 2017 and this percentage has increased in 2018 compared to 2017

	Plan No. 9	Plan No. 10	Plan No. 11	Plan No. 12	Plan No. 13	Plan No. 14
End of the holding period[1]	04/09/2019	25/04/2015	25/04/2016	24/04/2017	-	-
Number of shares vested as at 31 December 2017	119,426	350,982	322,757	361,826	0	0
Cumulative number of shares cancelled	15,744	63,173	87,378	54,317	27,386	7,588
Number of shares to be delivered as at 31 December 2017	0	0	0	0	423,729	390,290

[1] *There was no holding requirement for free shares granted under the International Plans, the retention period only applying to French beneficiaries under the French Plans. There is no longer retention period since the Plan implemented on April 28, 2016 (for more details, see 21.1.4.2.2. of the Reference document).*

[2] *The three main competitors used in the organic growth calculation are: Nielsen's "Insights" division; Kantar excluding its panel business; and the "Consumer experience" division of GfK.*

Table 10: Summary of information concerning the compensation of Executive Officers

Executive Officers	Employment contract	Supplementary pension scheme	Compensation or benefits due or liable to become due as a result of termination or change of position	Compensation relating to non-compete clause
Didier Truchot Chairman and CEO Start of current term of office: 28/04/2016	No	No	Yes	No
Laurence Stoclet Deputy CEO Start of current term of office: 28/04/2016	Yes	No	Yes Note: compensation linked to the termination of the employment contract only	Yes Note: compensation linked to the termination of the employment contract only
Pierre Le Manh Deputy CEO Start of current term of office: 28/04/2017	Yes	No	Yes Note: compensation linked to the termination of the employment contract only	Yes Note: compensation linked to the termination of the employment contract only
Henri Wallard Deputy CEO Start of current term of office: 28/04/2017	Yes	No	Yes Note: compensation linked to the termination of the employment contract only	Yes Note: compensation linked to the termination of the employment contract only

15.3.2. Summary of share, option and voting rights holdings of Ipsos SA executive officers

The following table shows, as at 31 December 2017, the shareholding in Ipsos SA of each executive officer in terms of number of shares and voting rights; number of shares that may be acquired by exercising stock options; and number of shares that may be obtained through allocation of free shares.

Executive officer	Number of Ipsos SA shares	Number of Ipsos SA voting rights	Number of shares that may be purchased by exercising share subscription options	Number of shares that may be purchased by exercising stock options	Number of shares that may be obtained by free share attributions
Didier Truchot	260,143	512,439	-	-	11,398
Laurence Stoclet	62,265	112,471	48,720	-	11,398
Pierre Le Manh	38,808	72,744	28,720	-	11,398
Henri Wallard	49,782	86,845	48,720	-	11,398
Patrick Artus	792	1,584	-	-	-
Mary Dupont-Madinier	10	20	-	-	-
Jennifer Hubber	5,807	9,401	7,310	-	3,419
Neil Janin	10,000	10,000	-	-	-
Henry Letulle	15,755	31,510	-	-	-
Anne Marion-Bouchacourt	-	-	-	-	-
Florence Von Erb	410	420	-	-	-
Sylvie Mayou	2,934	5,593	-	-	265
Xavier Coirbay	10	20	-	-	-

15.4. Trading by officers in Ipsos SA financial instruments (article L. 621-18-2 of the Monetary and Financial Code)

The officers of Ipsos SA and persons who have close personal links with them have notified to the AMF the following transactions in Ipsos SA financial instruments in 2017:

Registrant	Date of transaction	Type of transaction	Unit price (in €)	Volume (number of instruments)
Yannick Carriou	27/01/2017	Stock options exercised	24.63	362
Yannick Carriou	27/01/2017	Sale of shares resulting from the exercise of options	29.90	300
Yannick Carriou	30/01/2017	Stock options exercised	24.63	1,208
Yannick Carriou	30/01/2017	Sale of shares resulting from the exercise of options	29.95	1,000
Yannick Carriou	01/02/2017	Stock options exercised	24.63	26,839
Yannick Carriou	01/02/2017	Sale of shares resulting from the exercise of options	29.95	22,205
Henri Wallard	03/03/2017	Sale of shares	30.00	1,000
Neville Rademeyer	04/05/2017	Sale of shares	29.00	3,949
Henri Wallard	09/05/2017	Sale of shares	30,150	1,800
Henri Wallard	11/05/2017	Sale of shares	31.65	2,000
Carlo Stokx	15/05/2017	Sale of shares	34.50	1,000
Ralf Ganzenmueller	10/05/2017	Sale of shares resulting from the exercise of options	29.00	4,488
Ralf Ganzenmueller	10/05/2017	Stock options exercised	24.63	4,488
Sheryl Goodman	16/05/2017	Sale of shares	35.00	1,000
Pierre Le Manh	02/05/2017	Sale of shares	29.50	117
Pierre Le Manh	05/05/2017	Sale of shares	29.50	2,483
Pierre Le Manh	16/05/2017	Stock options exercised	24.63	10,000
Pierre Le Manh	16/05/2017	Sale of shares resulting from the exercise of options	34.00	10,000
Pierre Le Manh	08/05/2017	Sale of shares	30.00	2,597
Henry Letulle	17/05/2017	Sale of shares	34,460	5,000
Brian Gosschalk	11/05/2017	Sale of shares	32,745	1,000
Carlo Stokx	30/05/2017	Sale of shares	35.00	1,000
Carlo Stokx	01/06/2017	Sale of shares	35.25	1,500
Sheryl Goodman	02/06/2017	Sale of shares	35,1288	1,100
Carlo Stokx	14/06/2017	Sale of shares	34.00	1,355
Sheryl Goodman	14/06/2017	Sale of shares	34.00	594
Neil Janin	31/07/2017	Acquisition of shares	29.17	1,000
Judith Passingham	19/05/2017	Sale of shares	33.84	3,849

Registrant	Date of transaction	Type of transaction	Unit price (in €)	Volume (number of instruments)
Henri Wallard	12/09/2017	Sale of shares	26.64	1,582
Henri Wallard	12/09/2017	Sale of shares	26.68	1,500
Henri Wallard	14/09/2017	Sale of shares	26,815	2,000
Henri Wallard	12/09/2017	Sale of shares	26.42	1,500
Henri Wallard	15/09/2017	Sale of shares	27.16	2,000
Henri Wallard	18/09/2017	Sale of shares	27.52	1,500
Henri Wallard	18/09/2017	Sale of shares	27,525	2,000
Henri Wallard	11/09/2017	Sale of shares	26.64	429
Henri Wallard	11/09/2017	Sale of shares	26.42	1,500
Alex Gronberger	20/06/2017	Sale of shares	34,095	132
Alex Gronberger	20/06/2017	Sale of shares	34.03	2,329
Alex Gronberger	20/06/2017	Sale of shares	34,010	864
Anne Martijn Kist	13/06/2017	Stock options exercised	33.33	6,579
Dean Luker	27/10/2017	Sale of shares	31,845	660
Carlo Stokx	09/11/2017	Sale of shares	31.00	2,000
Carlo Stokx	12/12/2017	Sale of shares	31.50	10,000

15.5. Remuneration of the Directors

15.5.1. Eligibility for attendance fees

No external director receives any compensation for the performance of his or her duties as a director (including participation in the Specialised Committees), other than attendance fees.

The director representing employees is also eligible to receive attendance fees.

On the contrary, directors who exercise executive functions within Ipsos do not receive attendance fees.

15.5.2. Amount of attendance fees and rules of distribution

In September 2016, under the aegis of the Nomination and Remuneration Committee, a benchmark for the rules and practices governing the allocation and distribution of attendance fees in French listed companies was drafted and brought to the attention of the Board of Directors.

Despite considerable variability in practices from one company to another, it was clear from this benchmark that the average attendance fees paid by Ipsos to its non-executive directors was below average for CAC Mid 60 companies and the two comparable groups that were considered to be most relevant by size and sector of activity.

The Nomination and Remuneration Committee has proposed that the fee for attending a meeting of the Board of Directors or a Committee be increased of €1,500 to €2,000.

In order to allow this revision of the unit amount of the fees, the Board of Directors asked the General Meeting of Shareholders, which met on 28 April 2017, to increase the amount of the annual budget for fees accordingly. Thus, pursuant to terms of the 12th resolution approved by the General Meeting, this total annual budget is set at €250,000 as of the 2017 financial year.

In accordance with the rules adopted by the Board of Directors on the basis of the recommendations of the Nomination and Remuneration Committee of 5 January 2017, the fees are now allocated and distributed on the following basis:

- €2,000 for each Board meeting attended in person during the financial year;
- €2,000 for any Committee meeting attended in person during the financial year, excluding Committee Chairpersons;
- a half-token of €1,000 for each meeting attended by phone for either the Board of Directors or a specialised committee, except for Directors living abroad and participating via phone, who will receive the full fee;
- an annual lump-sum compensation of €10,000 for each of the Committee Chairpersons, excluding the receipt of unit fees subject to additional amounts received (then added to the annual fixed lump sum) for a unit fee per additional meeting of the Committee after the fifth session per year;

up to a limit of €250,000.

15.5.3. Individual amounts of attendance fees received by directors

	Gross amounts paid for 2016	Gross amounts paid for 2017
Patrick Artus		
Attendance fees	€20,500	€22,000
Other compensation	-	-
Xavier Coirbay		
Attendance fees	€24,000	€14,000
Other compensation	-	-
Sébastien Coquard, representative of FFP		
Attendance fees	€18,150	€10,000
Other compensation	-	-
Pascal Cromback		
Attendance fees	€14,250	-
Other compensation	-	-
Yann Duchesne		
Attendance fees	€20,700	€8,000
Other compensation	-	-
Mary Dupont-Madinier		
Attendance fees	€24,000	€22,000
Other compensation	-	-
Florence von Erb:		
Attendance fees	€34,000	€30,000
Other compensation	-	-
Neil Janin		
Attendance fees	€22,000	€18,000
Other compensation	-	-
Henry Letulle		
Attendance fees	€7,500	€9,000
Other compensation	-	-
Anne Marion-Bouchacourt		
Attendance fees	-	€6,000
Other compensation	-	-
Sylvie Mayou (director representing		
Attendance fees	-	€4,000
Other compensation	-	-
TOTAL	**€185,100**	**€143,000**

16. Functioning of the corporate and management bodies

16.1. Date of expiration of current term of mandate

Please refer to Section 14 "Board of Directors and management bodies" in this Reference document. The start and end dates of each tenure are listed in the first table in paragraph 14.1.1.

16.2. Information about services agreements with affiliate members

There are no services agreements between any Board members and Ipsos SA or any of its subsidiaries and providing for the grant of benefits under the terms of this agreement.

16.3. Compliance of the issuer with the corporate governance regime of AFEP-MEDEF

See paragraph 16.4.1. below.

16.4. Board of Directors' report on corporate governance

This corporate governance report, which accompanies the management report referred to in Article L. 225-37 of the French Commercial Code and is prepared in accordance with the last paragraph of that article, was compiled by the Board of Directors.

It contains all the information referred to in Articles L.225-37-3, L. 225-37-4 and L. 225-37-5 of the French Commercial Code on corporate governance.

16.4.1. Corporate governance reference frameworks

1. Corporate governance standards

On 17 December 2008 the Board of Directors of Ipsos SA adopted the Code of Corporate Governance for listed companies of AFEP-MEDEF (hereinafter the "AFEP-MEDEF Code") as its corporate governance standards.

Since that date, and following successive updates of the Code, the Board of Directors has been working to enhance and develop its governance rules. For example, the Board of Directors endeavours to stay informed of new rules and updates, notably, its own internal regulations.

The Company refers to the latest version of the AFEP-MEDEF Code, which was published in November 2016 and is currently in force. It can be obtained from the Company's head office and can also be found on the AFEP website.

It should be noted that the Company follows all the recommendations contained in the Code, provided that they are compatible with the mode of operation and management of the Company by market research professionals, as well as the organisation, size and resources of the Ipsos group. Any recommendations that Ipsos may not have applied and the reasons for said non-application are listed in the table below.

AFEP MEDEF Code recommendations rejected by Ipsos	**Ipsos situation**	**Detailed justifications**
Article 24.5.1 - Termination payments The performance conditions set by the Board meetings for these termination benefits must be assessed over at least two financial years. In addition, termination benefits must not be paid to an executive officer (…) if he or she is able to claim a retirement package.	Termination payments to Didier Truchot In the event of his dismissal before the end of his term of office, Didier Truchot will be entitled to the payment of compensation equal to twice the gross remuneration he received in the year preceding the date of termination of his duties within Ipsos. This compensation is subject to the following performance condition: revenue for one of the three financial years ending prior to the year of dismissal must be higher, at constant exchange rates, than that of the preceding year. For example, if his dismissal takes place in 2017, the performance condition will be met in any of the following situations: (i) revenues in 2016 are higher than in 2015, (ii) revenues in 2015 are higher than in 2014, or (iii) revenues in 2014 are higher than in 2013.	The performance taken into account is that of a single financial year, compared with the performance of the previous financial year. The performance condition is therefore not assessed *stricto sensu* over at least two financial years, but it does imply growth assessed over at least two financial years. Compensation will not be paid in the event of proven failure by the executive in the last years of his term of office. Furthermore, it is not explicitly stated that payment of the compensation is ruled out in the event that Didier Truchot retires in the near future. However, Didier Truchot does not have a supplementary pension scheme from Ipsos, nor any other statutory or contractual termination payment, as he does not have an employment contract. Therefore, it is not only reasonable, but fully in the Company's interest, for the founding executive of Ipsos, who has dedicated almost all of his working life to growing the Company, to receive this compensation in the event of forced departure.
Article 10.3 – Meetings of the Board without the Executive Officers in attendance It is recommended that one meeting be held each year without the Executive Officers in attendance.	The organisation of this meeting was incorporated into the internal regulations of the Board of Directors as amended on 22 February 2017, which provide: “In principle, all directors are invited to participate in the Board meeting. However, at least once a year, one meeting (in whole or in part) of the Board shall be held without the Executive Officers in attendance, and this meeting shall be prepared with the secretary of the Board, who shall draft the minutes thereof.” However, no external meeting was held in 2017.	The external Directors took note of this new recommendation, and the Board Secretary scheduled a Board meeting in 2017 solely for external directors. However, this meeting, which was to take place after a plenary session on strategic issues, did not go ahead in the end because the plenary session overran. Given their respective diary constraints, the Directors wished to postpone this meeting, which was therefore rescheduled for 2018.
Article 17.1 – Composition of the Remuneration Committee It is recommended that the committee chair be independent and that an employee Director be a member.	The Director representing employees is not a member of the Company’s Nomination and Remuneration Committee.	The Director representing employees only joined the Board of Directors recently, in July 2017, so the possibility of appointing this Director as a member of the Nomination and Remuneration Committee has not yet been examined. Consideration will be given to this in 2018.

2. The internal regulations of the Board of Directors

Keen to comply with the corporate governance principles resulting from the applicable recommendations, the Board of Directors unanimously adopted internal regulations at its meeting of 8 April 2010. The Board of Directors regularly reviews these internal regulations and has amended them several times.

The internal regulations of the Board of Directors are an internal document adopted in accordance with the Articles of Association, which it supplements. The aim of the internal regulations is to clarify – within the framework of the existing laws, regulations and Articles of Association – the rules governing the composition, organisation and functioning of the Board of Directors and the committees established within it, as well as the ethical rules to be applied by the Company's Directors.

The latest version of the internal regulations can be found on the website www.ipsos.com (https://www.ipsos.com/en/management). The Company's Articles of Association are also available on the website (https://www.ipsos.com/en/regulated-informations/fr).

16.4.2. Governance structure: the Executive Management, Board of Directors and Board Committees

1. Executive Management

Chairman and CEO

Choice of Executive Management model:

Ipsos SA is a *société anonyme* with a Board of Directors. In accordance with legal requirements, its Articles of association delegate to the Board of Directors the choice between the combination of the roles of Chairman and Chief Executive Officer or the appointment of one person for each function.

At its meeting of 12 December 2001, the Board of Directors of Ipsos decided that Didier Truchot, Chairman of the Board and founder of Ipsos, would also take on the role of Chief Executive Officer of Ipsos SA, and that Jean-Marc Lech, Vice-Chairman and co-founder of Ipsos, would act as Deputy Chief Executive Officer. This structure was chosen to allow the two founding Co-Chairmen to work together.

This choice was confirmed twice during Mr Lech's lifetime, on 23 June 2004 and on 8 April 2010.

It was again confirmed following Jean-Marc Lech's death and upon Didier Truchot's re-election on 28 April 2016, when the Board decided that this arrangement should continue until the end of his tenure, due to expire at the end of the Ordinary General Meeting held to approve the financial statements for the financial year ended 31 December 2019.

The decision to keep this management model, which reflects the original organisational structure, is closely linked to Didier Truchot as an individual.

Mr Truchot, who founded the Group and managed and controlled it for nearly 40 years with his now deceased partner, Jean-Marc Lech, is an internationally renowned and respected market research professional. He has in-depth knowledge of the industry and its markets.

At a time when Ipsos is facing changes in its competitive environment, maintaining a streamlined governance structure focused on its founding Chairman is considered the most appropriate model in view of the Company's goals.

This decision gives the Group a clear and strong vision of its development prospects and needs, while allowing greater responsiveness in decision-making, which is essential in this context.

The corollary of combining the roles of Chairman and Chief Executive Officer is the close involvement of the Board of Directors. All the Directors work closely together and share a commitment to act in the best interests of Ipsos and all its shareholders, within a Board that is both balanced and responsive.

The continual changes in the Board's membership – with an increasing number of independent Directors or a wider diversity of backgrounds, skills and expertise, for example – are all signs that the chosen governance model is working effectively.

Powers of the Chairman and Chief Executive Officer:

As Chairman of the Board of Directors, Didier Truchot guides and organises the Board's work. He is responsible for the effective operation of the Company and ensures that Directors are able to discharge their responsibilities. Mr Truchot acts in accordance with the applicable laws and the Articles of Association, as well as the internal regulations of the Board of Directors referred to in paragraph 2.3. below.

As Chief Executive Officer, Didier Truchot has the utmost authority to act in any circumstances on behalf of the Company. He exercises that authority within the bounds of the corporate purpose and subject to the powers that the law expressly recognises for shareholders' meetings and for the Board of Directors. He represents the Company in its dealings with third parties. In accordance with the provisions of Article R.225-28 of the French Commercial Code, the Board of Directors has delegated authority to the Chairman and Chief Executive Officer to grant sureties, endorsements and guarantees on behalf of the Company, within the limit of a total annual amount of €50,000,000.

<u>Age limit</u>:

According to the Articles of Association of Ipsos SA, the age limit for the Chief Executive Officer is 75.

Deputy Chief Executive Officers

Alongside the Chairman and Chief Executive Officer, the Board of Directors has appointed three Deputy Chief Executive Officers. Their main duties are to continue discharging the management responsibilities linked to the salaried positions they hold within the Group. They are:

- Laurence Stoclet, Group Chief Financial Officer;
- Pierre Le Manh, Director of Ipsos North America and Ipsos Marketing;
- Henri Wallard, International Director of Ipsos Loyalty, Ipsos Public Affairs, Ipsos Science Centre, Ipsos Laboratories, Neurosciences and Ipsos Knowledge Centre.

Management Board Executive Committee (MBEC)

The Management Board Executive Committee (MBEC), which acts as the Group's Executive Committee, is composed of the Group's senior officers and executives. It currently has 21 members (see paragraph 14.1.3 of the Reference document).

2. Board of Directors and Specialised Committees

Ipsos SA is managed by a Board of Directors, which is assisted by three specialised committees: the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Social Responsibility Committee.

The Company's Articles of Association and the Board of Directors' internal regulations lay down the main rules governing the composition and functioning of those bodies, in addition to the code of conduct for Directors. Each Committee also has internal regulations which set out the specific rules applicable to each of them.

2.1. Main rules governing the composition of the Board of Directors and the Specialised Committees

- Applicable principles

<u>Number of Directors</u>: Ipsos' Board of Directors has a maximum of 18 members. At least half of them must be independent and without vested interests in Ipsos within the meaning of Article 2.2 of the internal regulations, as specified below.

<u>Duration and staggering of tenures</u>: Article 12 of the Articles of Association provides that Directors shall be appointed for a four-year term. As an exception to this principle, and when justified in order to facilitate the staggered re-election of Directors, the Ordinary General Meeting may, when a Director is appointed, limit his or her term to two (2) or three (3) years.

This arrangement, introduced by the General Meeting of 24 April 2015 and maintained by the General Meeting of 28 April 2017, should allow for the staggered and orderly re-election of Directors.

<u>Age limit and eligibility for re-election</u>: No more than a third of the individual Directors or permanent representatives of companies on the Board of Directors may be over 75 years of age. If this proportion is exceeded, the oldest member will be deemed to have resigned automatically.

<u>Share ownership</u>: In July 2016, the Board of Directors decided to change the provisions for minimum ownership of Ipsos shares by Directors. In line with the best practices in this matter, and more specifically with the AFEP-MEDEF Code, which recommends a relatively significant number of shares in relation to the attendance fees received, it was decided to increase this number to 400 shares.

<u>Absence of convictions</u>: To Ipsos' knowledge, no Board members or senior executives of the Group have been convicted of fraud in the last five years. None of the Directors has participated, while being a board member or officer, in a bankruptcy, an attachment procedure or liquidation during the last five years and none of them has been publicly incriminated or officially sanctioned by a governmental or quasi-governmental authority. None of the Directors have been prohibited by a court from acting as member of a board of Directors, a directorate or a supervisory board in the management or the supervision of the affairs of an issuer during the last five years.

<u>Management of conflicts of interest</u>: To prevent conflicts of interest, the internal regulations of Ipsos' Board of Directors specify that Directors have a duty of loyalty. Accordingly, each Director undertakes to inform the Board of any conflict of interest, even if only potential, and to abstain from taking part in discussions and voting on the corresponding resolution, and not to have any personal

involvement with companies that compete with Ipsos and the Group without informing the Board and obtaining its consent. No conflicts of interest between the obligations towards Ipsos SA of the Directors and officers and their personal interests and other obligations have been brought to the Company's attention.

- Independent Directors

Independence criteria used: Any Director who does not have a relationship of any nature whatsoever with Ipsos or its management which might compromise the exercise of his freedom of judgement or be of a nature to put him in a situation of conflict of interest with the management, Ipsos or the Group, is deemed to be independent.

The status of independent Director is discussed by the Nomination and Remuneration Committee, which presents the outcome of its assessment to the Board. Each year, the Board of Directors examines, on the basis of this assessment and before the publication of the annual report, the position of each Director with regard to the independence criteria.

The Nomination and Remuneration Committee and the Board of Directors must apply the following criteria to test whether a Director qualifies as independent and to prevent the risk of a conflict of interest between the Director and the management, the Company or the Group:

- Not to be, either currently or at any time in the previous five years:
  - an employee or executive corporate officer of Ipsos,
  - an employee, executive corporate officer or director of another Group company, or,
  - an employee, executive corporate officer, or director of a shareholder holding sole or joint control of Ipsos within the meaning of Article L. 233-3 of the French Commercial Code or a company consolidated by that shareholder;
- Not to be an executive corporate officer of a company in which Ipsos holds a directorship, directly or indirectly, or in which an employee appointed as such by Ipsos, or an executive corporate officer of Ipsos (or someone who had been a Director within the previous five years) is a Director;
- Not to be, or be bound directly or indirectly to, a customer, supplier, investment banker or commercial banker:
  - that is material for Ipsos or the Group,
  - or for which Ipsos or the Group accounts for a material share of business,

  The evaluation of how significant the relationship is with the company or its group must be debated by the Board and the quantitative and qualitative criteria used in this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the annual report;
- Not to be closely related to a Director of Ipsos or the Group;
- Not to have been an auditor of the company or a Group company within the previous five years;
- Not to have been a Director of Ipsos for more than twelve years.

A non-executive corporate officer may not be considered independent if he or she receives variable compensation in cash or securities or any compensation linked to the performance of the Company or Group.

Directors representing major direct or indirect shareholders of Ipsos may be considered independent, provided that these shareholders do not take part in control of the company. However, the qualification as independent of any Director representing an Ipsos shareholder that directly or indirectly owns over 10% of the share capital or voting rights of Ipsos requires that the Board, upon a report from the Nomination and Remuneration Committee, systematically reviews the qualification of the Director as an Independent Director taking into account Ipsos' capital structure and the existence of any potential conflicts of interest.

Review of the independence of Directors: Each year, in principle at the start of the financial year, the independent status is discussed by the Nomination and Remuneration Committee, which prepares a report on this subject. On the basis of this report, the Board of Directors examines the position of each Director with regard to each of the independence criteria. In addition, when examining nominations for new Directors, the Committee and the Board consider the candidate's eligibility for independent director status on the basis of each criterion. This examination only covers external Directors, excluding those with executive or salaried positions within Ipsos.

From the assessments carried out, it emerges that of the six external Directors on the Board of Directors as of the date of this Report, five of them are considered to have no vested interests and are thus deemed independent.

Criteria	Patrick Artus	Mary Dupont-Madinier	Neil Janin	Henry Letulle	Anne Marion-Bouchacourt	Florence von Erb
Absence of status of employee or executive corporate officer of Ipsos or of the Group, or of a shareholder having control of Ipsos, in the previous five years	Yes	Yes	Yes	No	Yes	Yes
Absence of cross-directorships	Yes	Yes	Yes	Yes	Yes	Yes
Absence of significant business relationships	Yes	Yes	Yes	Yes	Yes	Yes
Absence of close family ties with a corporate officer	Yes	Yes	Yes	Yes	Yes	Yes
Absence of a statutory auditor relation within the previous five years	Yes	Yes	Yes	Yes	Yes	Yes
Absence of Director status within the Company for more than 12 years	Yes	Yes	Yes	Yes	Yes	Yes
Absence of variable compensation received in addition to attendance fees	Yes	Yes	Yes	Yes	Yes	Yes
Status determined by the Board of Directors	Independent	Independent	Independent	Non-independent	Independent	Independent

Assessment of whether or not the business relationship is significant: For two of the external Directors (Patrick Artus and Anne Marion-Bouchacourt), their main role is working for a bank that Ipsos has business relations with (Natixis and Société Générale, respectively).

The independence of each of these Directors means that the business relationship that Ipsos has with the bank that each Director works for is not considered “significant” for either party, i.e. for Ipsos or for the bank. A relationship that was significant for either party would give rise to conflicts of interest and would therefore make it impossible for the Director to qualify as independent.

Patrick Artus is Chief Economist at Natixis, which is one of Ipsos’ corporate banks. Based on the work carried out by the Nomination and Remuneration Committee, the Board of Directors found that in 2016, the volume of business with this bank represented only 1% of the Group’s total borrowings (and barely 6% if one includes borrowings with the Caisse d’Epargne network, which together with Natixis is part of the BPCE group). This volume is therefore extremely low, given that borrowings with seven other banks or banking groups exceed 5%. Consequently, the Board does not regard this business relationship as significant for Ipsos. Similarly, the fees earned by Natixis from this financing make up a tiny part of its revenue and do not lead to any dependency on Ipsos. Therefore, this business relationship cannot be considered significant for the bank either. Lastly, the Board has noted the existence within Natixis of a “Chinese wall”, which means that Patrick Artus would never be involved in any business dealings with Ipsos. Accordingly, the Board of Directors does not consider this business relationship to be significant for any of the parties concerned. Patrick Artus thus remains eligible for the status of independent Director.

For Anne Marion-Bouchacourt, Société Générale Group Chief Country Officer for China, the Board of Directors’ analysis, based on the work of the Nomination and Remuneration Committee, was as follows. The volume of loans granted by Société Générale to Ipsos during the 2017 financial year represented 9% of the Group’s total debt. Although this has increased by 3 percentage points from 2016, it still remains relatively low and at levels comparable to those of seven other partner banks or banking groups with whom the Group’s borrowings exceed 5%. The Board has therefore found that for financing purposes, the Ipsos group uses a series of instruments (bilateral or syndicated credit lines, Schulschschein loans, private placement) involving a wide range of international financial institutions. This ability to diversify its sources of funding in a highly competitive environment rules out any dependency of Ipsos on Société Générale or any other bank, Ipsos working with more than 80 banks in total worldwide. Similarly, the fees earned by Société Générale from this financing make up a tiny part of its revenue and do not lead to any dependency on Ipsos. Lastly, the Chinese wall that exists within the banking group is an additional safeguard against any conflict of interest. Consequently, the Board of Directors does not consider the business relationship to be significant for any of the parties concerned. Anne Marion-Bouchacourt thus remains eligible for the status of independent Director.

As of the date of this report, Ipsos’ Board of Directors therefore has ten members, including one Director representing employees, taking the Board’s independence rate to 55%.

- Other rules governing the composition of the Board of Directors and the Committees

Director representing employees: The General Meeting of Shareholders of 28 April 2017 approved the proposal made by the Board of Directors pursuant to Law no. 2013-504 of 14 June 2013 on "secure employment" to include a provision in the Articles of Association for the mandatory appointment of one or more employee representatives on the Company’s Board of Directors.

The new Article 11-1 of the Articles of Association relating to Directors representing employees thus provides that the Board of Directors shall, under Article L. 225-27-1 of the French Commercial Code, have one Director representing the Group’s employees, with the proviso that if more than 12 Directors are appointed by the General Meeting, a second Director representing employees shall then be appointed.

The director representing employees shall be appointed by the trade union organisation that obtained the most votes in the first round of the elections mentioned in Articles L.2122-1 and L.2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries, whose registered offices are located in French territory.

Composition of the Board’s Committees: The members of standing committees are appointed by the Board of Directors. They may be removed by the Board. They are appointed either for the duration of their tenure as Director, or for a period determined by the Board, which may not exceed that of their tenure as Director.

Audit Committee – The Audit Committee is composed of two to four members appointed by the Board from among its members. The Committee chair is appointed by the Board of Directors. At least two thirds of Audit Committee members must be independent Directors, as defined by the AFEP-MEDEF corporate governance code for listed companies. Committee members must have the financial and/or accounting expertise necessary to carry out their duties.

Nomination and Remuneration Committee – The Nomination and Remuneration Committee may not include executive corporate officers. It is composed of two to four members, the majority of whom must be independent Directors.

Corporate Social Responsibility Committee – The CSR Committee is composed of three to four members appointed by the Board of Directors, at least two of whom must be independent Directors.

Gender balance and diversity policy: In accordance with the recommendations referred to in the AFEP-MEDEF Code adopted by Ipsos, the Board of Directors regularly examines the ideal balance of its membership and that of the committees assisting it, particularly in terms of diversity. This includes balanced gender representation and a mix of different nationalities, international experience and expertise.

To date, this review has been carried out by the Board of Directors as and when required. The Board has no specific diversity targets, apart from those laid down in the AFEP-MEDEF Code and the Coppé-Zimmerman law. Ipsos pledged to achieve those targets by the legal deadline, and they have now been achieved if not exceeded.

For several years now, the Board of Directors has been regularly asked to assess its own composition as well as that of its committees.

The Board has to express its opinion not only during its annual operational assessment, but also during preparations for the General Meeting and when examining nominations for new Directors.

From the responses to the questionnaires and from discussions on the subject, it emerges that Directors are increasingly satisfied with the level of diversity on the Board, both in terms of gender and nationality, and in terms of skills and expertise, often acquired internationally. The last formal Board assessment conducted in 2017 revealed a high level of satisfaction with the Board's composition. However, the Directors found it to be even more balanced during the last self-assessment review which featured on the Board's agenda in early 2018.

The addition in 2017 of Anne Marion-Bouchacourt, an independent Director with solid management expertise and extensive knowledge of the Chinese market, and Jennifer Hubber, an experienced industry professional, were seen as beneficial for the discussions and functioning of the Board.

2.2. Changes in the composition of the Board of Directors and its Committees

- **Board of Directors**

Director	At 1 January 2017	As of the date of this report	Comment
Current tenures			
Didier Truchot	Director (non-independent)	Director (non-independent)	No change
Laurence Stoclet	Director (non-independent)	Director (non-independent)	No change
Patrick Artus	Director (independent)	Director (independent)	No change
Mary Dupont-Madinier	Director (independent)	Director (independent)	No change
Jennifer Hubber	-	Director (non-independent)	Start of tenure: AGM on 28/04/2017 (appointment)
Neil Janin	Director (independent)	Director (independent)	No change
Henry Letulle	Director (non-independent)	Director (non-independent)	No change
Anne Marion-Bouchacourt	Director (independent)	Director (independent)	Start of tenure: AGM on 28/04/2017 (appointment)
Florence Von Erb	Director (independent)	Director (independent)	No change
Sylvie Mayou	-	Director representing employees	Start of tenure: 26/07/2018 (appointed after the AGM on 28/04/2017)
Previous tenures			
Xavier Coirbay	Director (non-independent)	-	End of tenure: 16/01/2018 (resignation)
Yann Duchesne	Director (non-independent)	-	End of tenure: AGM on 28/04/2017 (expiration)
FFP represented by Sébastien Coquard	Director (non-independent)	-	End of tenure: 22/02/2017 (resignation)

The composition of the Board of Directors changed significantly during the 2017 financial year, largely as a result of several resolutions approved by the General Meeting of Shareholders on 28 April 2017.

First, FFP Invest resigned as Director and member of the Nomination and Remuneration Committee on 22 February 2017, following the merger with LT Participations approved by the Extraordinary General Meeting on 29 December 2016.

Yann Duchesne, whose tenure expired at the General Meeting of 28 April 2017, was not re-elected to the Board.

At the same General Meeting, Anne Marion-Bouchacourt was appointed as Director, the Board having found that she qualified as an independent Director.

Jennifer Hubber, Ipsos Chief Client Officer and a partner at Ipsos Partners, was also appointed to the Board by this General Meeting.

In July 2017, the Board of Directors was also joined by a Director representing employees, Sylvie Mayou. Ms Mayou was appointed by the main French trade union in accordance with the amended Articles of Association providing for this appointment, as adopted by the General Meeting.

The number of Board members therefore increased from ten to eleven in 2017.

Between the end of the 2017 financial year and the date of this report, the Board was reduced to ten members owing to the resignation of Xavier Coirbay, who has not been replaced.

Therefore, of the ten members of the Board of Directors as of the date of this report:

- the Board considers five out of nine Directors (excluding the Director representing employees) to be independent (i.e. the majority of its members);

- Four Directors are men and five are women (excluding the Director representing employees, who is also a woman), which is a very good level of parity;
- Five Directors are foreign nationals or are based abroad;
- All the Directors have different and complementary skills and expertise, as specified in the tables in paragraph 14.1.1 of this Reference document.

- **Audit Committee**

Composition as of 1 January 2017	**Composition as of the date of this report**
Patrick Artus, Chair (independent) Florence Von Erb, member (independent) Xavier Coirbay, member (non-independent) Yann Duchesne, member (non-independent)	Patrick Artus, Chair (independent) Florence Von Erb, member (independent)

Two of the three members of the Audit Committee, including the Chair, are considered to be free of vested interests. Therefore, the majority of the Audit Committee was independent in 2017. Xavier Coirbay was a member of this Committee until 16 January 2017.

All members of the Audit Committee have specific financial or accounting expertise, as shown in the detailed tables in paragraph 14.1.1 of this Reference document.

- **Nomination and Remuneration Committee**

Composition as of 1 January 2017	**Composition as of the date of this report**
Neil Janin, Chair (independent) Mary Dupont-Madinier, member (independent) Sébastien Coquard, member (non-independent)	Neil Janin, Chair (independent) Mary Dupont-Madinier, member (independent) Anne Marion-Bouchacourt, member (independent)

The number of independent Directors on the Nomination and Remuneration Committee has also increased. This Committee is now solely composed of independent Directors.

- **Corporate Social Responsibility Committee**

Composition as of 1 January 2017	**Composition as of the date of this report**
Florence von Erb, Chair (independent) Mary Dupont-Madinier, member (independent) Didier Truchot, member (non-independent)	Florence von Erb, Chair (independent) Mary Dupont-Madinier, member (independent) Didier Truchot, member (non-independent) Jennifer Hubber, member (non-independent)

In 2017, a fourth non-independent member, Jennifer Hubber, joined this Committee. It seemed advantageous to involve this new Director, who has only just joined the Board, in the work of one of its Committees. The CSR Committee was regarded as the most suitable given Ms Hubber's in-depth knowledge of Ipsos, its business and its global teams, and her particular interest in the matters within the Committee's remit.

2.3. Organisation and functioning of the Board of Directors and its Specialised Committees

The Board of Directors is organised in accordance with and performs the functions assigned to it by the applicable laws and regulations, the Articles of Association of Ipsos SA, the AFEP-MEDEF Code and the internal regulations of the Board of Directors. The same applies to the Committees, which have their own internal regulations.

The tasks of the Board of Directors

The Board of Directors determines the guidelines of the Company's business and supervises their implementation. Subject to the powers specifically attributed to the General Meeting of Shareholders, and within the limit of its corporate object, it concerns itself with any issue of interest to the proper functioning of the Group and resolves any issues that may arise. It performs the controls and checks that it deems necessary.

In particular, the Board of Directors is responsible for the following matters:

a. all decisions relating to the overall strategic, economic, social, financial and technological orientation of the Company and the Group;

b. the subscription or conclusion of loans of a material amount, whether in the nature of a bond issue or otherwise;

c. The creation of joint ventures or any material acquisition of activities, assets, or shareholdings;

d. the annual budget and the approval of the business plan of the Group;

e. the nomination or revocation of the Statutory Auditors or any one of them;

f. any merger or planned merger involving the Company, or more generally any operation ensuing the transfer or sale of all or almost all of the assets of the Company;

g. exercise of any delegations of power or competence relating to the issue or purchase of shares or financial instruments giving access to the share capital of the Company or any transaction leading to a capital increase or reduction, including the issue of financial instruments giving access to the share capital or preference shares[1];

h. the creation of any double voting rights or any modification of the voting rights attached to the shares of the Company;

i. any changes to the corporate governance, including any changes to the rules of corporate governance applicable within the Company;

j. any proposal to amend the Articles of association of the Company;

k. any new admission for trading of the Company's shares on a regulated market other than Eurolist of NYSE Euronext;

l. the voluntary dissolution or amicable liquidation of the Company, any decision having as a consequence the commencement of a collective procedure or the nomination of an ad hoc administrator against the Company;

m. in case of litigation, the entering into of any agreements or settlements, or the acceptance of any compromise if the relevant amounts are material;

n. upon proposal by the Nomination and Remuneration Committee, draft stock option or free shares plans and more generally the policy of associating employees and Directors with the results of the Group;

o. the quality of the information provided to the shareholders and to the market, through the accounts or during an important transaction.

Any material transaction which is outside of the strategy of the undertaking must receive the prior approval of the Board of Directors.

[1] A table summarising the powers currently delegated by the General Meeting of Shareholders for capital increases, indicating the use made of those powers during the financial year, can be found in paragraph 21.1.4.1 of this Reference document on “Share capital authorised but not issued”.

The Board of Directors examines any transactions of strategic importance, particularly as regards external growth, divestments, important investments in internal growth and internal restructuring. The Board of Directors is informed in due time of the liquidity situation of the Company and the Group in a manner allowing it to take such decisions relating to financing or indebtedness as may be required.

Once a year, the Board meets solely to review topics relating to the Group's strategy. In 2017, that meeting took place on 12 October. The Board of Directors regularly examines issues relating to the strategy and internal or external growth projects. This allows Directors to receive regular progress reports and to support or potentially challenge the Executive Management on these topics.

With the exception of the limitations imposed by laws, regulations and the provisions of the above-mentioned internal regulations, no limitations have been imposed by the Board of Directors on the powers of the CEO.

To perform its functions effectively and to facilitate its deliberations and decision-making, the Board of Directors is assisted by Specialised Committees which give advice and make proposals and recommendations to the Board within their respective areas of responsibility. They are: the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Social Responsibility Committee (CSR Committee). Their role is described in more detail below.

The information of the Board of Directors

The Board of Directors meets when summoned. Notices may be sent by post, fax, or email. In an emergency, they may be given verbally.

At the end of each year, a preliminary schedule of Board meetings for the following year is established. On the basis of this schedule, electronic invitations are then sent to the Directors and, where appropriate, to the Statutory Auditors, so that the meetings of the Board are recorded in their calendars.

Several days before each meeting of the Board, notices are formally sent by e-mail by the Secretary of the Board to the Directors, accompanied by the agenda and any documents already available.

Subject to applicable laws and regulations, the Board of Directors meetings may be held by video or telephone conference or teletransmission in the manner specified in the internal regulations of the Board of Directors.

Information on agenda items requiring specific analysis and prior consideration is sent to Board members prior to the meeting. A Director may request communication of any additional documents that he or she deems necessary to prepare for a meeting provided that the request is made with reasonable prior notice. When confidentiality is an issue, particularly as regards sensitive financial information, the information may be communicated during the meeting.

The Board of Directors is regularly informed about the Company's financial position, cash position and commitments.

Directors are entitled to meet with the Company's principal senior managers, even in the absence of the Chairman and CEO. In the latter case, the Chairman and CEO must be given prior notice.

The members of the Board of Directors are entitled to training to gain a better understanding of the research industry and Group operations.

Assistance from the Specialised Committees

The Committees only have a consultative role and exercise their attributions under the responsibility of the Board of Directors.

The Committees regularly report to the Board of Directors as to the performance of their tasks and inform it of any problems they encounter.

Each Committee has adopted internal regulations approved by the Board of Directors, the main provisions of which relating to its functioning are described below.

No Executive Officer may be a member of the Audit Committee or Nomination and Remuneration Committee. Nevertheless, they may attend meetings without taking part in the deliberations. Accordingly, Didier Truchot, Chairman and Chief Executive Officer, participates in the meetings of the Nomination and Remuneration Committee but does not vote, and Laurence Stoclet, Deputy CEO in charge of the Group's Finance Department, participates in the meetings of the Audit Committee.

The Committees meet as often as necessary. The Chairman and Chief Executive Officer can call a Committee meeting if he/she notes that a Committee has not met as many times as specified in the Committee's internal regulations. He may also call a meeting whenever he feels it is necessary for a Committee to present the Board with an opinion or recommendation on a specific subject.

<u>Audit Committee</u>:

The Audit Committee was created by the Board of Directors on 1 October 1999.

In addition to its members who have voting rights, the Group Chief Financial Officer, the Deputy Chief Financial Officer, the Director of Accounting, Consolidation and Reporting and the Statutory Auditors also attend its meetings. Whenever necessary, the head of internal audit also takes part in the Audit Committee meetings.

Ipsos refers to the recommendations of the working group regarding the Audit Committee dated July 2010 for the definition and conduct of the work of the Audit Committee.

The legal framework for the auditing of the financial statements was substantially revised in 2016 following the entry into force on 17 June of Order No. 2016-315 of 17 March 2016 for the adaptation of French law of the "Statutory audit reform" initiated by the European Community institutions in 2014 with Directive 2014/56 and Regulation 537/2014.

Under these circumstances, on 26 July 2016, the Board of Directors amended its internal regulations to take account of the new tasks of the Audit Committee arising from said Statutory audit reform. The internal regulations of the Audit Committee were amended in 2017 to reflect these changes and to provide for a specific procedure for the approval of "services other than the certification of accounts" to be entrusted to the Statutory Auditors.

The Committee is responsible for matters pertaining to the preparation and control of accounting and financial information.

Without prejudice to the competence of the Board of Directors, the Committee is specifically tasked with:

a) monitoring the process for preparing financial information and making recommendations or proposals to ensure its integrity;

b) ensuring the effectiveness of the internal control, risk management and, where applicable, internal audit systems with regard to financial information;

c) overseeing the statutory audit of the separate and consolidated financial statements by the Statutory Auditors;

d) verifying the independence of the Statutory Auditors, particularly as regards the provision of services other than the statutory audit of the accounts of the audited entity;

e) issuing a recommendation on the Statutory Auditors nominated for appointment or re-election by the General Meeting, including through a call for tenders under applicable laws and regulations;

f) authorising the outsourcing of "services other than the certification of accounts" to the Statutory Auditors, ensuring that their provision does not compromise the independence of the Statutory Auditors, according to a specific procedure annexed to its regulations, approved in accordance with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes – CNCC).

Specifically, it is mandated by the Board of Directors:

- to conduct a preliminary review of the draft annual and half-year separate and consolidated financial statements, to examine how these were prepared and ensure the relevance and permanence of the accounting policies adopted;

- to examine the integration methods and the scope of consolidation of the accounts (as well as the reasons why companies might not be included);
- to ensure the correct treatment of material transactions at the Group level, particularly where a conflict of interest could arise in those transactions;
- to keep up to date on the financial situation, cash position and significant liabilities of the Company and the Group;
- to ensure the relevance and quality of the Company's financial reporting;
- to examine significant off-balance sheet risks and commitments;
- to monitor the effectiveness and quality of the Group's internal control, risk management and, where applicable, internal audit systems;
- to be briefed by the head of internal audit and to be informed of his or her work programme. It receives internal audit reports or a periodic summary of these reports;
- to oversee the procedure for the selection of the Statutory Auditors by examining issues relating to their appointment, re-appointment or dismissal;
- to review the amount and breakdown of fees paid by the Group to the Statutory Auditors and to any networks they might belong to; as such, the Committee must be informed of the fees paid by the Company and the Group to the firm and network of Statutory Auditors and ensure that their amount, or the proportion they represent of the revenue of the firm and network, are not liable to compromise the independence of the Statutory Auditors;
- to examine the safeguard measures taken to mitigate the risks to their independence.

The Committee may be charged with any other task that the Board of Directors deems necessary or appropriate.

The Committee's duties on behalf of the Board of Directors of the Company do not limit the powers of the Board of Directors, which cannot avoid liability by citing the Committee's work or advice.

The Committee may directly and independently consult the Statutory Auditors, the corporate officers and senior executives, as well as all management documents, ledgers and records of the Company. In this respect, it may conduct visits or interview managers if this proves relevant or necessary for its work. Specifically, the Committee may interview the individuals involved in the preparation or control of accounts. The Committee informs the Chairman of the Board of Directors of any consultation, visit or interview; this information is given in advance or, if this is not possible in the circumstances or due to an emergency, immediately after the consultation, visit or interview concerned.

The Committee may arrange meetings with the Statutory Auditors without the Executive Management being present.

The Committee may ask the Board of Directors to provide it with external assistance for the fulfilment of its mission if it deems it necessary. The Committee may also ask, at any time, for a report to be produced by the Company's executive management, Statutory Auditors or CFO concerning a specific point in the financial statements.

The Committee may also submit any proposed amendments to its regulations to the Board of Directors for approval.

<u>Nomination and Remuneration Committee</u>:

The Nomination and Remuneration Committee was created by the Board of Directors on 1 October 1999.

In addition to its members who have voting rights, the Chairman and Chief Executive Officer of Ipsos, the Group's Human Resources Director, the Group's Remuneration Director and the Corporate Secretary also attend meetings of the Nomination and Remuneration Committee.

In accordance with its internal regulations, and without prejudice to the powers of the Board of Directors, the Nomination and Remuneration Committee is responsible for examining and issuing recommendations on the remuneration and benefits of the executive officers. The Board of Directors has ultimate responsibility for any decisions. The Committee also make recommendations on the total amount of attendance fees and how they should be allocated to Directors.

In addition, the Committee is informed of the compensation policy for senior managers who are not corporate officers.

The Committee is consulted on and examines any nominations of Ipsos Directors, presenting its opinion to the Board. Nominations can come from the Board in the form of resolutions to be put to shareholders, through co-opting or following a proposal from Ipsos shareholders. The Committee also analyses the independence of candidates according to the criteria established by the Board and issues a proposal regarding their status. It is responsible for submitting proposals to the Board following a detailed review of all factors to be taken into account in its deliberations, particularly in view of the composition and development of the Company's shareholding structure, so as to achieve a balanced composition of the Board through the representation of different genders, nationalities, international experience, expertise, etc.

Each year, it analyses the status of independent Directors and submits its opinion to the Board.

The Committee is consulted on, examines and advises the Board on any nominations to the position of Chief Executive Officer of Ipsos.

The Nomination Committee also prepares succession plans for executive officers.

In late 2015 and early 2016, it worked with the Chairman and Chief Executive Officer on establishing a succession plan for that role. The plan was approved by the Board of Directors in February 2016.

<u>Corporate Social Responsibility Committee (CSR Committee)</u>:

The CSR Committee was created by the Board of Directors on 23 July 2014.

The Deputy Chief Financial Officer, in charge of the Committee secretariat, the CSR Officer and the Secretary of the Board of Directors participate in the meetings of the CSR Committee.

In accordance with its internal regulations and without prejudice to the powers of the Board of Directors, the CSR Committee's main task is the supervision of the Group's social projects, including the projects conducted by the Ipsos Foundation.

Its scope of action covers all aspects of the Company's corporate social responsibility, in connection with the Group's mission and activities, particularly its social, environmental, ethics and governance policies.

The work of the CSR Committee notably concerns the following three areas:

- the review of CSR policies, reporting tools and monitoring of CSR criteria;
- review of the CSR report and review of non-financial information contained in the report;
- supervision of the activities of the Ipsos Foundation, the purpose of which is to provide assistance and develop and implement educational actions for children and young people worldwide.

2.4. The work of the Board of Directors and the Specialised Committees in 2017

Board of Directors

The Board of Directors met five times during the financial year ended 31 December 2017. This is more or less in line with previous years, except for 2016, when the Board was particularly active (ten meetings), mainly due to the merger with LT Participations.

The overall attendance rate at Board meetings was 94% in 2017. The individual attendance rate of each of Director can be found in the tables in paragraph 14.1.1. of this Reference document.

At these meetings, the Board of Directors reviewed and deliberated on a series of agenda items covering the Group's business and results, governance and remuneration, strategy and development, and the preparation for the Annual General Meeting. This included the following activities:

- review of the work of the Specialised Committees, and in particular the reports of the Audit Committee;
- review of the 2017 budget;
- approval of the Company and consolidated full-year financial statements for the year ended 31 December 2017;
- review of financial press releases on the annual and half-year results;
- review of the half-year financial statements as at 30 June 2017;
- updates on the Group's business;
- review of governance issues, particularly the independence of Directors and proposals to be submitted to the General Meeting on the composition of the Board of Directors;
- formal evaluation of the work and functioning of the Board of Directors;
- the compensation of the Chairman and Chief Executive Officer and the compensation of the other MBEC members;
- review of the amounts of attendance fees and criteria for allocating these among Directors, subject to the approval by the General Meeting of a new annual budget set by the shareholders;
- review of the call for tenders from Statutory Auditors;

- preparation of the General Meeting of Shareholders of 28 April 2017;
- review of the composition of the Committees;
- update of the internal regulations of the Board and the Committees;
- free share grants and the assessment of the level of achievement of the performance criteria of previous plans;
- implementation of the share buyback programme;
- authorisation of surety bonds, endorsements and guarantees;
- Ipsos Partners shares buyback by the Company in application of call and put option contracts concluded in 2016;
- the results of the risk survey to be used in the next risk map;
- review of strategy and growth projects, and particularly the implementation of the new Total Understanding project.

Specialised Committees

Audit Committee:

The Audit Committee met five times in 2017. These meetings were held in January, February, April, July and December 2017.

The main topics examined and discussed by the Committee were:

- the findings of the internal audit for 2016;
- the review of the annual and half-year financial statements;
- the work on the new risk map;
- the presentation by the Statutory Auditors of a summary of IFRS amendments;
- the internal audit programme for 2017;
- the strategic external audit approach for 2017, in view notably of the IFRS amendments;
- the services other than the certification of accounts, for which a specific authorisation procedure was introduced which was subsequently validated by the Board of Directors and simultaneously incorporated into the Committee's internal regulations;
- the Statutory Auditors' fees for 2017 and the verification of their independence;
- the presentation of the various anti-bribery measures contained in the "Sapin II" law and how these measures are effectively implemented within the Ipsos Group;
- the detailed presentation of IFRS 15 on revenue recognition, applicable to the Group from 1 January 2018, with a second meeting following up on the progress and implementation of the new standard within the Group.

The Audit Committee was therefore kept busy in 2017, mainly as a result of the impact of the Audit Reform and work relating to the new IFRS 15 applicable from 1 January 2018. The Committee's members were closely involved in its work, with a meeting attendance rate of 94%.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee met four times in 2017.

Two meetings were held in January and February, one in April and the last one in October 2018.

During these meetings, the Nomination and Remuneration Committee examined the following topics:

- the composition of the Board of Directors as part of the preparatory work for the General Meeting of 28 April 2017: selection of candidates, review of the independence of Directors;
- re-evaluation of Directors' attendance fees on the basis of a benchmark submitted for review;
- review of the arrangements that might be proposed to the Board of Directors as part of the evaluation of its functioning and procedures;
- presentation of the new say on pay rules for executive officers of companies listed on Euronext under the "Sapin II" law;
- the compensation policy applicable to the Chairman and Chief Executive Officer, the setting of his compensation for the 2017 financial year (fixed and variable compensation), and approval of the variable amount payable for the 2016 financial year;
- review of compensation proposals (fixed salary and calculation of the variable amount) for the Deputy Chief Executive Officers and other members of the MBEC;
- implementation of the new free share plan for the 2017 financial year and the performance criteria for the vesting of those shares for executive officers;
- feedback on voting on executive pay resolutions proposed at the General Meeting of Shareholders.

In 2017, the attendance rate at meetings of the Nomination and Remuneration Committee was 92%.

Corporate Social Responsibility Committee:

The CSR Committee met twice in 2017, in January and July.

It examined and discussed the following topics in particular:

- the Group's CSR policy and the outlook for this policy, with the definition of CSR indicators for which the Group has set measurable and public targets for 2020;
- organisation of the work for the preparation of the CSR report and the independent expert's review and findings;
- review of the activities of the Ipsos Foundation;
- the question of equal pay, which members of the Committee and Board are examining to improve equality where there are significant gaps and to analyse the reasons for these.

In 2017, the attendance rate at CSR Committee meetings was 100%.

In 2016, the CSR Committee prepared an activity report which was the subject of a detailed presentation given to the Board of Directors in September 2016. This increased the Board's awareness of the Group's issues and its main challenges in this area.

In 2017, the attendance rate at CSR Committee meetings was 100%.

Assessment of the functioning of the Board of Directors and its Specialised Committees in 2017

In accordance with its internal regulations, the Board of Directors conducted an assessment of its organisation and operating procedures in the first quarter of 2017.

This assessment was formally conducted in 2017 in accordance with procedures previously approved by the Board of Directors at its meeting of 10 January 2017.

It was outsourced to an external consultant, who was assisted by the Secretary of the Board.

The assessment was carried out by means of an anonymous questionnaire followed by interviews with the Directors. During these interviews, statements were obtained which were also given anonymously.

The questionnaire was identical to the one used for the previous formal assessment in 2015 to facilitate comparison and measure progress. The various questions covered four key themes, namely: the Board's operating procedures; the preparation and conduct of meetings; the actual contribution of each member to the work of the Board and the Specialised Committees; Board members' proposals on how to improve the Board's organisation, work and overall effectiveness.

The results of the assessment were presented and discussed at the meeting of the Board of Directors of 22 February 2017.

Following these discussions, several issues were examined in more detail under the guidance of the external consultant. A report on this additional work was presented to the Board of Directors after the General Meeting of 28 April 2017.

The assessment resulted in the following conclusions.

The Directors expressed their satisfaction with the frequency of meetings, the quality and level of information received, the participation of members at Board meetings and the confidentiality of the Board's work.

The level of attendance of Directors at Board meetings and at the various Committee meetings was considered satisfactory.

The Directors agreed that the recommendations made at the end of the previous assessment were fully taken into consideration. They also believed that the Board of Directors worked even more efficiently than had emerged from the previous assessment carried out in 2015.

They thought that each Director made a sound contribution to the Board's work and that members contributed effectively to the work of the Committees. The individual contribution of Directors was measured through generic questions. No individual feedback, interviews or assessments were used.

In general, the study showed progress. This is particularly true of the assessment of the Board's composition, which was seen in a more positive light than two years ago. It was recognised that more independent Directors were needed, what was actually implemented during the General Meeting of April 28, 2017.

As for areas of improvement, some of the Directors indicated that while the recommendations made in the previous assessment had been partially taken into account, there was still room for improvement in the timeliness of submission of documents prior to the meetings. From an organisational standpoint, some Directors expressed the desire to have the opportunity to consider the set up a secure platform for document sharing as part of the digitisation of the work of the Board. However, not all Directors share this view on digitisation, so no decision has yet been taken in this regard. The Board of Directors decided that work would be carried out on these two topics with the assistance of the Board's Secretary. These issues will be re-examined in 2018.

The Directors also expressed a desire that analyst notes be distributed to enable them to better monitor market expectations, and this was immediately implemented.

16.4.3. Presentation of executives and corporate officers

This part of the corporate governance report can be found in paragraph 14.1 of this Reference document.

16.4.4. Remuneration of executives and corporate officers

This part of the corporate governance report can be found in paragraph 14.1 of this Reference document.

16.4.5. Items that may potentially affect a public offer

Factors likely to have an impact in the event of a public tender offer for the Company's shares, as referred to in Article L. 225-37-5 of the French Commercial Code, are covered in the following sections of this Reference document:

Factors referred to in Article L. 225-37-5 of the French Commercial Code	**Sections of the Reference document**
Company's equity structure	18 and notably 18.1, 18.2 and 18.3; 21.1
Restrictions laid down in the Articles of Association on the exercise of voting rights and transfers of shares or clauses of agreements brought to the Company's attention pursuant to Article L. 233-11 of the French Commercial Code	18.4; 21.2.6; see note 1 below
Direct or indirect equity interests in the Company of which it is aware pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code	18.1.
Holders of any securities conferring special control rights and a description of those rights	See note 2 below
Control mechanisms within any employee shareholding scheme, where control rights are not exercised by the employees	See note 3 below
Agreements among shareholders known to the Company that could lead to restrictions on transferring shares or exercising voting rights	18.4. See note 4 below.
Rules governing the appointment and replacement of members of the Board of Directors and amendments to the Company's Articles of Association	16.4.2. (notably 2.1.); 21.2.
Powers of the Board of Directors, particularly concerning the issue or buyback of shares	21.1.3.; 21.1.4.
Agreements entered into by the Company that are amended or terminate in the event of a change in control, unless such disclosure could severely compromise its interests (excluding cases where disclosure is required by law)	See note 5 below
Agreements providing for payments for employees or members of the Board of Directors in the event that they resign or are dismissed without cause or if their employment contract is terminated as a result of a public tender offer or public exchange offer	See note 6 below

The following points should be noted in particular:

1) There is no clause in the articles of association restricting the transfer of shares;
2) There are no shares giving special control rights other than the double voting rights allocated to all fully paid-up shares, which have been registered in the name of the same shareholder for more than two years;
3) Voting rights of Ipsos shares held by the FCPE "Ipsos Actionnariat" (employee savings mutual fund) are exercised by the Supervisory Board of the fund in accordance with Article 8.2, Paragraph 2 of the FCPE's internal regulations;
4) There are no limitations in the articles of association governing the exercise of voting rights, other than the penalty for non-disclosure of any ownership thresholds exceeded;
5) The main financing agreements of the Ipsos Group contain clauses allowing for amendment or termination in the event of a change in control. It is the policy of the Group to resist, wherever possible, any clauses in its commercial or partnership contracts allowing amendment or termination in the event of a change in control in Ipsos SA;
6) Didier Truchot is entitled to a severance payment in the event of his removal from office under the conditions set out in paragraph 15.1.1 of this Reference document. Laurence Stoclet, Pierre Le Manh and Henri Wallard benefit from a conscience clause in respect of their salaried positions, as described in paragraph 15.2 of this report. Other senior employees within the Group may have a similar clause in their employment contracts.

16.4.6. Share capital authorised but not issued

This part of the corporate governance report can be found in paragraph 21.1.4.1 of this Reference document.

16.4.7. Other information covered by the French Commercial Code

Agreements referred to in Article L. 225-37-4 2 of the French Commercial Code

The reporting requirement does not apply to agreements made directly or through an intermediary between any corporate officer or shareholder holding more than 10% of the voting rights of a Group company and another company in which the former directly or indirectly holds more than half of the share capital, except for standard business agreements concluded at arm's length.

Specific arrangements relating to shareholder participation in the General Meeting or provisions of the Articles of Association providing for such arrangements

Shareholder participation at Ipsos SA General Meetings is governed by law and by the Articles of Association, and specifically Articles 20 to 23 of the Company's Articles of Association, available online at www.ipsos.com in the section on regulated information.

The conditions for convening and deliberating at General Meetings are those stipulated by applicable laws and regulations. General Meetings are held at the Ipsos SA's registered office, or at any other place specified in the notice of the meeting.

Regardless of the number of shares owned, any shareholder can take part in General Meetings of Shareholders if proof of the right to participate can be provided by way of registration of the shares in the shareholder's name or, in the case of a shareholder not resident in France, in the name of the intermediary registered on its behalf, on the third business day at midnight (Paris time) preceding the second day of the General Meeting (Article 21 of the articles of association). Registration of the shares within the time limits provided by the foregoing paragraph must take the form of registration in the registered share accounts kept by the Company or of registration in bearer share accounts kept by the authorised intermediary. Pursuant to Article 23 of the articles of association, an Extraordinary General Meeting must be held to modify any shareholder rights.

16.5. Internal control and risk management procedures

16.5.1. Introduction

1. Reference framework for internal control

The methodology adopted by the Ipsos Group uses the reference framework of the French Financial Markets Authority (*Autorité des Marchés Financiers*, AMF) concerning risk management and internal control systems published on 22 July 2010 and the risk management and internal control procedures published on 4 November 2013. This defines internal control as the system developed by or on behalf of Senior Management and implemented under its responsibility by all Group employees. It is made up of a body of means, behaviours, procedures and actions adapted to the characteristics of each Group company and which contributes to the management of the Company business, the efficiency of its operations and resources with the purpose of allowing the Company to take into account in an appropriate manner all material risks, whether of an operational, financial, compliance or reputational nature.

The purpose of the framework is more particularly to ensure the:

- compliance with applicable laws and regulations;
- implementation of instructions and orientations set by Senior Management;
- effectiveness of the Group's internal procedures, in particular as regards safeguarding corporate assets; and
- reliability of accounting and financial information.
-

Scope and purpose of internal control at Ipsos

The overall objective of the internal control system is to anticipate and control risks arising from Ipsos SA's activities, as well as risks of error or fraud, particularly in financial and accounting matters. To achieve this objective, a risk management policy has been set up to identify and measure these risks. Like any control system, however, it cannot absolutely guarantee the elimination of these risks, and depends largely on individual respect of the procedures put in place.

The Ipsos Group attempts to control these risks by implementing measures to ensure that management and operational actions and employee behaviour comply with applicable laws and regulations, the guidelines provided by general management, and the Company's internal regulations.

These procedures also aim to ensure that the accounting, financial and management information communicated to the management bodies gives a true and fair picture of the business activity and financial position of Ipsos and its Group.

Ipsos also takes measures to ensure that these measures are applied by its subsidiaries. Mechanisms are in place at the country level to meet their specific needs and are subject to regular monitoring by the Group (please refer to paragraph 16.5.4 of this Reference document).

16.5.2. People and structures exercising internal control procedures within the Ipsos Group

At the central level, in addition to the Board of Directors and the specialised committees whose duties and operations are described above, the Group's Senior Management relies on the Management Board Executive Committee (MBEC). This committee supervises all areas of Ipsos' organisational structure, namely the regions, business lines and support functions. One of its duties is to specify and supervise policies and procedures allowing the Ipsos Group to achieve its goals.

The following departments are specifically involved in internal control: finance department; legal and tax department; technology and information systems department; human resources department; audit, quality and compliance department. These departments report to MBEC members.

With the exception of the corporate development department and the audit and quality department, similar structures are generally set up at regional and national levels.

1. The finance department

The finance department encompasses the functions of management controls, accounting & consolidation, cash management and management of financial information systems. It is supported by local financial teams working at the regional and national level.

Management control is responsible for monitoring the quality of financial information including supervising the quality of account closing and reporting. It also monitors the performance of business units based on budget forecasts, and may suggest corrective actions when necessary. The finance department objectively evaluates the quality of internal financial controls at all levels of the organisation.

The heads of Group accounting and consolidation supervise the work of the central and local accounting teams and ensure the quality of the accounting information produced.

The Chief Financial Officer of the Ipsos Group is also responsible for implementing the Group's financing policy and supervises its application in subsidiaries.

The Finance Directors responsible for subsidiaries and national or regional operations ensure the quality of the accounting and financial information reported to the Group's central bodies by the entities that they supervise. Since 1 January 2007, they report to the next level of hierarchy of the finance department and operationally to the operational managers.

Finance Directors occupy a key role at the national and regional level and appointments to these functions are carefully examined by the Group's finance department to ensure that appointees have the required level of expertise. These people always benefit from an integration programme at the Group's headquarters.

2. The legal and tax department

The Group's legal and tax department is responsible for (i) contributing to the defence and protection of the Group's interests, (ii) defining, implementing and managing the Group's governance, in particular through procedures and controls, and (iii) advising the Group's Executive Management, functional departments and operational departments on a wide range of subjects.

The legal and tax department also ensures that each country's laws and regulations are complied with.

The Group's legal and tax department is organised in four geographical areas: (a) France, Middle East and North Africa, (b) the Americas, (c) Europe and sub-Saharan Africa and (d) Asia-Pacific. In addition, it has a centralised Corporate Division. The regions' Legal Affairs Directors, the Director of the Corporate Division and the Tax Manager report directly to the Group's General Counsel. Local lawyers report to their region's Legal Affairs Director. In countries where there is no lawyer, legal and fiscal matters are the responsibility of the Finance Directors or the Country Managers, as the case may be, assisted by outside counsels placed under the supervision of the legal department of the region concerned.

3. The technology and information systems department

The Technology and Information Systems Department, called Ipsos Tech, actively contributes to risk management by (i) overseeing technological infrastructure investments and solutions, (ii) developing and implementing rules, standards and policies applicable to the Group in the choice and management of information, systems and data technologies, (iii) approving and monitoring the implementation of multinational projects and major regional projects and (iv) implementing the necessary measures to ensure the reliability and safety of the Group's technological operations. The technology and information systems department, in collaboration with the Group legal department, and the Group audit and quality department, establishes risk management procedures relating to information security and data protection and monitors their implementation and proper application.

4. The human resources department

The tasks of the human resources department include (i) the development of human resources management methods and rules, (ii) monitoring of the various variable compensation programmes within the Group, and (iii) monitoring the consistency of the human resources policy of the Group's various companies.

Apart from establishing the various human resources systems and policies, the human resources department is directly involved in the supervision of all senior executives of the Ipsos Group.

5. The corporate development department

Working in conjunction with the finance and legal departments, the corporate development department is responsible for identifying and securing potential acquisition targets.

For each acquisition, a detailed review of the target company is undertaken with the assistance of relevant country and regional departments, the legal department, the finance department as well as external advisors, notably to ensure the accuracy and reliability of the financial data and financial information system and audit risks of all types. Every acquisition project is reviewed and validated by the dedicated Review Committee and is discussed within Ipsos' Board of Directors. Newly consolidated companies are very closely monitored during the first few years to ensure that the various internal policies and procedures are correctly implemented. Acquisition due diligence is performed systematically by outside auditors or internally as regards acquisitions of lesser importance.

***6.* The audit, quality and compliance department**

The internal audit department was created in 2007 to help improve internal control within the Group. In April 2011, the "quality" function was incorporated within this department. This was followed in October 2017 by "compliance". The department therefore became the audit, quality and compliance department.

Annual audit plans are prepared on the basis of the Group-level risks identified. After being reviewed by the Chairman and Chief Executive Officer and the finance department, they are submitted to the Audit Committee for approval.

The audit plans include subsidiary reviews as well as aspects covering several countries.

Through its work, the department helps to ensure compliance with the Group's internal control procedures and improves their efficiency.

A summary of internal audit activities is presented to the Audit Committee at its meeting in January or February each year. In principle, the internal audit plan is presented to the Audit Committee in April/May.

16.5.3. Significant control measures put in place

Ipsos has implemented a series of organisational rules, policies, procedures and systems that contribute to the effectiveness of internal controls.

1. **Values, rules and general procedures applicable to all employees**

The Group adopted a Green Book - the Ipsos Code of Conduct, which was modified in September 2014. It sets out the Group's organisation, structures, values and procedures. It also describes the professional obligations, rules and principles that must be observed, notably codes of practice and ethics. The book is given to new employees upon joining the Group and is available to all Group employees via the Ipsos intranet.

The duties and responsibilities of the different levels and the different players in the Group’s organisation are detailed in a document entitled “Ipsos Organisation”, and a document on the organisation of the finance (Finance Accounting and Administration), a key player in this organisation, setting out the rules applicable in terms of the separation of powers and corporate governance.

The Ipsos Book of Policies and Procedures contains all general procedures relating to financial matters, legal questions, the management of human resources, communications, IT and the conduct of surveys, thereby contributing to internal control. In particular the book includes specific procedures concerning acquisitions, banking powers, the delegation and limitation of powers, cash flow management, litigation monitoring, the review and approval of investments, the preparation and implementation of budgets, accounting rules and methods, the corporate calendar and consolidation tools.

The Group regularly updates these procedures. All of these documents are available to all Group employees on the Ipsos intranet.

Since April 2013, a whistle-blowing system enables all Ipsos employees to express their concerns or preoccupations concerning detected or suspected fraud, conflicts of interest or ethical problems, through various means of communication (post, email or telephone). This system will also allow for investigations to be monitored using an integrated alert management system. Every year, the cases reported and investigated are presented to the Audit Committee at its January meeting.

2. **Internal control procedures relating to the preparation and treatment of accounting and financial information for the parent company and consolidated financial statements**

The subsidiaries prepare detailed monthly financial reports, used to prepare the monthly consolidated financial statements of the Group. Reviews of results and forecasts are carried out very regularly to ensure that targets will be achieved and, if this is not the case, to take any corrective action that might be necessary.

Accounting rules are defined in the Ipsos Group manual. Explanatory notes are issued for each account closing, emphasising subjects to be given particular attention in light of changes in accounting rules or problems that may have been identified in previous years.

The consolidation of accounting data is performed through a well-known software system which is used by a number of listed companies.

A timetable for reporting information is disseminated within the Group to allow the different accounting teams to organise their work and identify any potential delays or difficulties as soon as possible.

The information reported by the different subsidiaries complies with International Financial Reporting Standards (IFRS). The consolidation files are controlled by a central team, which verifies the accounting options used throughout the year and carries out elimination and consolidation operations. It also verifies the items that present the highest risk.

All material subsidiaries are subject to an audit or a limited review at least once per year by an external accounting firm.

Each subsidiary monitors its internal controls and may set up specific control procedures when necessary, depending on the type of business it conducts and the risks involved.

Lastly, based on information correlated with the current book of procedures, automated monthly indicators have been established to ensure the quality of financial reporting and the effectiveness of our customer collection cycle. These indicators are followed at all levels of the organisation (countries, regions and Group) and are led by the Group Management Control Department, some of the indicators are part of the quarterly business reviews.

3. **Symphony management information system**

In addition to office computers used by employees, the Group has a comprehensive information and management system (Symphony) that is used in all the countries where Ipsos operates.

The system is made up of a series of tools to help control operations in each line of business. It comprises a secure Business Intelligence tool used by all Group entities. It has an access management system that ensures that the roles of different types of users are defined according to best practices in terms of the separation of tasks.

The Group has set up a system, which automatically detects projects, which may present anomalies (Jobs Under Review). This system is used for each closing, and all countries currently use Symphony. The subsidiaries' Finance Directors confirmed to the Group's finance department that, since the year-end closing at 31 December 2014, they have been performing a review of ongoing surveys, as well as of the year's revenue and gross margin.

16.5.4. Risk management

1. Objectives and scope of risk management

Risk management is a management lever that contributes to (i) creating and preserving the value, assets and reputation of the Company, (ii) securing the Company's decision-making and processes to promote the achievement of objectives, (iii) promoting consistency of actions with the values of the Company and (iv) mobilising the Company's employees around a common vision of the main risks and making them aware of the risks inherent in their business.

The risk management policy applies to all Group assets.

2. General organisation of risk management

Since 2007, Ipsos has set up a risk management procedure supervised and managed by the internal audit department.

3. Risk management

Risk assessments should identify the events that may affect the ability of the organisation to achieve its objectives, assess its risks and determine the appropriate responses. A first risk analysis was conducted in 2007 based on interviews with members of the Executive Committee and other senior managers of the Group, and updates were carried out in 2010 and 2013 using a questionnaire sent to key managers of the Group to evaluate previously identified risks and detect the emergence of new risks.

In December 2016, a new risk analysis was conducted via a questionnaire relating to the Group's main domains. Ipsos' key managers were invited to participate in this survey. The risks identified were classified according to the probability of their occurrence and their impact on the Group's business.

The initial results of this analysis were presented by the head of the internal audit department to the Audit Committee on 9 January 2017. It formed part of the basis used to establish the 2017 internal audit plan. The full risk mapping report was presented to the Board. For each risk identified, a specific action plan was drawn up in order to limit this risk across the Group and to take appropriate measures to prevent similar risks from occurring in our future operations. This approach also led to new tools and procedures being developed to manage these risks (see paragraph 16.5.3 above).

The risk analysis is taken into account when assessing the main risks referred to in Section 4 of the Reference document.

This risk analysis is regularly followed up to allow for an update of previously identified risks (their evolution or disappearance) and to add any new risks that might be identified.

A new analysis is performed every three years. New risk mapping will therefore be completed and is part of the 2019 internal audit plan.

4. Monitoring the internal control system

The self-evaluation of the quality of the internal control system, performed in each country through an online questionnaire in 2013, was monitored in order to challenge the evaluations, assess the progress made and identify the actions that may need to be set up in the countries where the Group operates.

Likewise, local external auditors had appraised the processes during their interim or annual certification missions by entering their own evaluations in the analysis grid.

The results thus obtained by country allowed closer monitoring and a more precise analysis of weaknesses and of the actions to be set up to improve the quality of internal control.

In 2016, a new questionnaire was developed and used by the external auditors during the annual certifications in order to update their assessment of internal controls.

In 2017, Internal Audit carried out a new self-assessment with Country Finance Directors using an updated questionnaire. The results will be compared with assessments carried out by local external auditors to define appropriate actions and establish a follow-up plan.

Reviews of specific processes are also performed by the external auditors at each interim (for entities in full audit scope).

In addition, the internal audits carried out during the country audits assess the risks and weaknesses and set up the required corrective measures to ensure data reliability and compliance with Group requirements.

Each country audit gives rise to customised monitoring throughout the implementation of the recommendations set out in the audit report. As required, the internal audit teams call on the appropriate internal or external resources to perform the missions entrusted to them.

17. Employees

17.1. Information about Ipsos SA

Ipsos SA has one permanent employee.

Therefore, the requirement to provide information regarding reductions in headcount, protection of employment, reclassification of employees, working time provisions and sub-contracted work is not applicable to Ipsos SA.

17.2. Information about the Group

Information regarding Group employees is described in Part 8 “Social and environmental information” of this Reference document.

18. Major shareholders

18.1. Distribution of share capital and voting rights as at 31 December 2017

As at 31 December 2017, distribution of share capital and voting rights of Ipsos SA was as follows:

	Number of shares	% Shares	Number of voting rights	% of voting rights
DT & Partners	4,406,988	9.92%	8,813,976	17.37 %
Didier Truchot	260,143	0.59%	512,439	1.01%
Sofina	2,179,919	4.9%	4,359,838	8.59%
Public	35,185,958	79.18%	35,350,208	69.68 %
Employees* Including FCPE and Group savings plan	1,052,386 *32,392*	2.37% *0.07%*	1,695,806 *64,179*	3.34% *0.13%*
Treasury shares	1,350,841	3.04%	-	-
Total	**44,436,235**	**100%**	**50,732,267**	**100 %**

** Employee participation within the meaning of Article L. 225-102 of the French Commercial Code was 0.07% as at 31 December 2017.*

Changes in distribution of share capital and voting rights during the 2017 financial year

Unlike the 2016 financial year, the Company's shareholder structure did not undergo any major changes in 2017.

In 2016, two major transactions detailed in the 2016 Reference document (see pages 25, 26, and 147 to 149) and summarized below had a significant impact on the distribution of share capital: the merger of LT Participations with Ipsos finalised on 29 December 2016, and the creation of Ipsos Partners at the end of September 2016.

Creation of Ipsos Partners - In late September 2016, 144 Ipsos mid-level and senior managers took part in the creation of Ipsos Partners SAS. This creation marked the culmination of a process initiated in early 2015 to continue the plan of the Group's Co-Chairmen, Didier Truchot, the Group's founder, and Jean-Marc Lech, his business partner who suddenly died in December 2014, to ensure the Group's independence and to encourage the transfer of their shares among the members of Ipsos Partners SAS rather than a transfer of assets that could have resulted in the sale of the Group. The amounts invested by the managers with Ipsos Partners allowed them to subscribe to a capital increase for DT & Partners, Didier Truchot's personal holding company. Following the capital increase, Ipsos Partners held 19% of the share capital and voting rights of DT & Partners.

Merger of LT Participations into Ipsos - The Extraordinary General Meetings of Ipsos and LT Participations, which were held on 29 December 2016, gave their respective 99.92% and 100.0% approvals of the proposed Merger between the two companies. The transaction was effective immediately.

As a result of the merger, DT & Partners, which controlled LT Participations, became the new principal reference shareholder of Ipsos, and now holds approximately 9.91% of share capital and 10.08% of the voting rights of Ipsos as at 31 December 2016.

This transaction also gave the former shareholders of LT Participations direct access to the share capital of Ipsos, thus enabling them to benefit from any potential liquidity.

The completion of this merger, which had no impact on the consolidated shareholders' equity or the number of shares that comprise the share capital, streamlined Ipsos' shareholding structure by removing a non-essential layer and offering better market readability, to the benefit of all shareholders.

Divestment from FFP Invest - During the 2017 financial year, FFP Invest, one of the former shareholders of LT Participations and financial partner of Ipsos, which supported the Group in the acquisition of Synovate in 2011, wanted to take advantage of the liquidity offered by the aforementioned merger and sell its 2.1% stake in Ipsos. As a result, the stake was sold on the market in the first half 2017, and the sale was finalised on 23 June 2017.

Changes in voting rights - In addition, another important item that occurred in 2017 involves changes in voting rights. As at 30 June 2017, former LT Participations shareholders who held double voting rights in that Company were given double voting rights for the Ipsos shares they were issued during the merger, in proportion to the quantity received that they still held in registered form as at that date. This was also the case for DT & Partners, whose voting rights at 31 December 2017 rose to 17.37%.

- **Employee shareholding**: The level of employee participation in the share capital of Ipsos within the meaning of Article L. 225-102 of the French Commercial Code was 0.07% at 31 December 2017.

This employee shareholding includes:

- the shares held by employees through the “Ipsos Shareholding” FCPE (0.06% of the share capital);
- due to capital increases exclusively offered to employees as part of the Group employee savings

plans, three tranches were offered to employees in 1999 and 2000. The remaining 5,568 Ipsos shares are still currently held by employees.

In addition, employees of the Group hold shares in the Company that they acquired by means other than those referred to in Article L. 225-102 of the French Commercial Code and therefore do not fall strictly within the scope of the employee shareholding within the meaning of the Code. In particular, the following are not included in the calculation of the employee shareholding:

- shares subscribed directly by certain Group managers at the time of the Company's IPO (shares in registered or non-registered form);
- the Ipsos shares that were awarded as part of the acquisition of MORI in 2005 to MORI shareholder managers in compensation for their MORI shares;
- certain employees and officers of the Group, who were also shareholders of LT Participations, received Ipsos shares in exchange for their LT Participations shares contributed to the Company in connection with the merger on 29 December 2016;
- the shares delivered to employees and executive officers of the Group under the free share plans approved annually by the Board of Directors since 2006, up to the 24 April 2015 plan.

As a result, employees of the Ipsos Group hold 2.37% of the share capital and 3.34% of the voting rights, including 0.06% through a Company Investment Plan (*fonds commun de placement d'entreprise*, or FCPE), "Ipsos Actionnariat", whose voting rights are exercised upon a decision of the Supervisory Board of the FCPE, in accordance with Article 8.2 of its charter.

- **Treasury shares**: Treasury shares are stripped of their voting rights that can be exercised at a General Meeting.

For information, at 31 December 2017, the total number of voting rights attached to shares, including those stripped of their voting rights, to be used in accordance with Article 223-11 of the General Regulations of the *Autorité des Marchés Financiers* for the calculation of ownership thresholds expressed in terms of voting rights amounted to 52,083,108.

At 31 December 2017, Ipsos SA held 1,350,841 treasury shares, representing 3.04% of the share capital, including 16,857 shares under the liquidity contract and 1,333,984 shares outside the liquidity contract.

- **Double voting rights**: As per Article 10 of the articles of association of Ipsos, shares registered in a shareholder's name for more than two years qualify for double voting rights. At 31 December 2017, 7,646,873 shares carried double voting rights. Except these double voting rights, there are no other securities having different voting rights.

It should be noted that LT Participations had double voting rights in Ipsos SA.

The shareholders of LT Participations were themselves holders of shares in the company that acquired double voting rights on 30 June 2017. As a result of the merger of LT Participations into Ipsos SA, the Ipsos SA shares delivered in exchange for the merger to the shareholders of LT Participations also enjoyed double voting rights that were to be applicable as of 30 June 2017 to shares still held in registered form by their holders on that date.

- **Crossings of thresholds during the year:**

Pursuant to Article L.233-7 of the Commercial code and to Article 8 of the Company's Articles of Association, the following declarations in relation to crossings of thresholds during the financial year 2017 were sent to the *Autorités des Marchés Financiers* (AMF) and are published on its database of financial information ("BDIF") under the references mentioned below:

AMF reference No. of the decision	Date of AMF publication	Registrant	Shareholder(s) concerned - Aggregate	Legal threshold(s) crossed	Direction of crossing
217C0673	17/03/2017	JP Morgan Asset Management Holdings Inc.	Customers under mandate	5% of share capital	Downward
217C0736	31/03/2017	JP Morgan Asset Management Holdings Inc.	Customers under mandate	5% of share capital	Upward

AMF reference No. of the decision	Date of AMF publication	Registrant	Shareholder(s) concerned - Aggregate	Legal threshold(s) crossed	Direction of crossing
217C0759	05/04/2017	JP Morgan Asset Management Holdings Inc.	Customers under mandate	5% of share capital	Downward
217C0907	03/05/2017	JP Morgan Asset Management Holdings Inc.	Customers under mandate	5% of share capital	Upward
217C1005	19/05/2017	JP Morgan Asset Management Holdings Inc.	Customers under mandate	5% of share capital	Downward
217C1473	05/07/2017	Sofina SA	Sofina SA	10% of voting rights	Upward
217C1516 (1)	10/07/2017	Didier Truchot	Didier Truchot DT & Partners SAS	15% of voting rights threshold crossed by Didier Truchot 10% and 15% of the voting rights thresholds crossed by DT & Partners individually	Upward

(1) In addition to the declaration of the crossing of a threshold, the following declaration of intent was made:
"In accordance with Article L. 233-7 VII of the French Commercial Code, Didier Truchot, acting in concert with DT & Partners, has signed the following declaration of intent for the next six months:

1. the acquisition of the voting rights covered by this declaration has not been financed insofar as such voting rights are solely the result of the transfer to IPSOS of the rights acquired by Didier Truchot and DT & Partners as LT Participations shareholders;
2. Didier Truchot is acting in concert with DT & Partners, which he controls and of which he is chairman;
3. Didier Truchot, acting in concert with DT & Partners, does not intend to continue to make significant purchases of IPSOS shares except in the context of the implementation of its agreement with Sofina (see Decisions and Information No. 216C2816 of 15 December 2016);
4. Didier Truchot, acting in concert with DT & Partners, does not plan to take control of the company within the meaning of Article L. 233-3 of the French Commercial Code;
5. Didier Truchot, acting in concert with DT & Partners does not intend to modify the strategy implemented by the company;
6. Didier Truchot, acting in concert with DT & Partners, does not plan to promote any of the transactions referred to in Article 223-17-I-6 of the General Regulations of the *Autorité des Marchés Financiers*;
7. neither Didier Truchot nor DT & Partners owns any instruments or is party to any agreements referred to in Article L. 233-9-I-4 and 4 bis of the French Commercial Code;
8. neither Didier Truchot nor DT & Partners is party to a temporary sale agreement relating to the shares and voting rights of the company;
9. Didier Truchot, acting in concert with DT & Partners, intends to request the appointment of a director to the company's Board of Directors, although it should be noted that Didier Truchot is himself currently a director and chief executive officer of the company."

- **Other significant shareholding interests**

Ipsos SA is not aware of any other holdings of its share capital or voting rights in excess of the 5% threshold.

18.2. Whether the issuer's major shareholders have different voting rights

As per Article 10 of the articles of association of Ipsos, shares registered in a shareholder's name for more than two years qualify for double voting rights. At 31 December 2017, 7,646,873 shares carried double voting rights. Except these double voting rights, there are no other securities having different voting rights.

18.3. Control

As a result of the merger of LT Participations with Ipsos on 29 December 2016, Ipsos is no longer a controlled company.

Since that date, DT & Partners, the holding company controlled by Didier Truchot, in which 144 Group managers, through Ipsos Partners, invested, became the new reference shareholder of Ipsos SA.

At 31 December 2017, DT & Partners held approximately 9.9% of the share capital and 17.4% of the voting rights of Ipsos SA. Didier Truchot is the Chairman of DT & Partners and Chairman and CEO of Ipsos SA (for further details on his mandates, please refer to Section 14.1 "Information relating to members of the administrative and management bodies" of this Reference document).

18.4. Agreements among shareholders

18.4.1. A description of any arrangements regarding a change in control of the issuer

None.

18.4.2. Other types of shareholders' agreements

Shareholders' agreements

In a letter received on 22 November 2016, the *Autorité des Marchés Financiers* received a shareholders' agreement relating to Ipsos, entered into on 16 November 2016, which does not constitute concerted action between the parties, namely, Didier Truchot ("the founder") and DT & Partners on the one hand, and FFP Invest on the other hand, effective on the completion date of the merger of LT Participations with Ipsos.

This agreement has no longer been in effect since 23 June 2017 (see Section 18.1 above "Changes in the distribution of share capital" - Divestment from FFP Invest").

In another letter received on 22 November 2016, the *Autorité des Marchés Financiers* received a shareholders' agreement similar to the previous one, entered into on 16 November 2016 between the parties, namely, Didier Truchot ("the founder") and DT & Partners on the one hand, and Sofina on the other hand, also effective on the completion date of the merger of LT Participations with Ipsos.

These shareholders' agreements essentially stipulate (i) a reciprocal right of information between the parties in the event of a proposal for the submission of a public offering, or, subject to limitations in the case of free transfers, a proposal for the transfer of Ipsos shares to a third party, and (ii) a right of first offer for Didier Truchot and DT & Partners for the Ipsos shares whose sale would be contemplated by Sofina.

These agreements entered into force on the completion date of the merger of LT Participations and Ipsos (29 December 2016). They were entered into in principle for a five-year period and will be renewable for successive periods of three years, unless a notice of termination is issued by one of the parties at least two months before its normal date of expiry.

To Ipsos SA's knowledge, there are no other shareholders' agreements relating to at least 0.5% of the share capital, voting rights or shares held jointly.

18.5. History of the share capital

To Ipsos SA's knowledge, the breakdown of share capital and voting rights over the past three years was as follows:

	31 December 2017			31 December 2016			31 December 2015		
	Shares	% of share capital	% of voting rights	Shares	% of share capital	% of voting rights	Shares	% of share capital	% of voting rights
DT & Partners	4,406,988	9.92%	17.37%	4,406,988	9.92%	10.08%	7,561	0.02%	0.01%
Didier Truchot	260,143	0.59%	1.01%	254,946	0.57%	0.63%	25,103	0.06%	0.06%
Sofina	2,179,919	4.9%	8.59%	3,179,919	7.16%	7.28%	-	-	-
FFP Invest	-	-	-	924,337	2.10%	2.11%	-	-	-
LT Participations	-	-	-	-	-	-	11,861,976	26.16%	39.82 %
SG Capital Développement	-	-	-	514,272	1.16%	2.35%	514,272	1.13%	1.78 %
Employees*	1,052,386	2.37%	3.34%	1,294,358	2.91%	4.59%	759,749	1.68%	2.01%
Treasury shares	1,350,841	3.04%	-	2,092,179	4.71%	-	50,918	0.11%	-
Public	35,185,958	79.18%	69.68%	31,769,236	71.49%	72.96%	32,116,656	70.84%	56.31%
Total	44,436,235	100%	100%	44,436,235	100%	100%	45,336,235	100%	100%

* *As regards the percentage of employee ownership in the strict sense of Article L. 225-102 of the French Commercial Code, see Section 18.1. of this Reference document (see paragraph on employee shareholding)*

18.6. Pledge of registered shares of Ipsos at 31 December 2017

At 31 December 2017, 1,615,922 shares registered in the name of the shareholder DT & Partners representing 3.64% of Ipsos' share capital had been pledged to credit institutions as security for a loan granted to said shareholder.

19. Related-party transactions

19.1. Main related-party agreements

A description of the main related-party transactions appears in Note 6.6 "Related-party transaction" of the consolidated financial statements presented in Section 20.2 of this Reference document.

In accordance with the regulations in force (Article L. 225-40-1 of the French Commercial code), the Board of Directors, meeting on 28 February 2018, reviewed the agreements entered into and authorised in previous financial years whose performance continued in 2017, the list of which was shared with the Statutory Auditors for the preparation of their special report.

The Board of Directors thus reaffirmed the value of each of those agreements to the Company and consequently decided to maintain each of its authorisations previously granted.

19.2. Statutory Auditors' special report on regulated agreements and commitments

This is a translation into English of the statutory auditors' special report on regulated agreements and commitments issued in French and it is provided solely for the convenience of English speaking users.

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

Ipsos 31 December 2017

To the general meeting of shareholders of IPSOS SA,

In our capacity as Statutory Auditors of Ipsos SA, we hereby present our report on the Company's regulated agreements and commitments.

It is not our responsibility to investigate the possible existence of other such agreements and commitments, but to inform you, based on the information provided to us, of the main terms and conditions of those agreements and the justification of their merits brought to our attention, without having to express an opinion on their usefulness or appropriateness. Pursuant to the terms of Article R. 225-31 of the French Commercial Code, it is your responsibility to assess the merits of these agreements and commitments with a view to their approval.

Moreover, we are required, if necessary, to provide you with the information specified in Article R. 225-31 of the French Commercial Code relating to the continuation, during the year, of agreements and commitments already approved by the General Meeting of Shareholders.

We have conducted our work in accordance with the professional standards applicable in France. These standards require that we plan and perform our work to verify the consistency of the information provided to us with the underlying documents from which it was taken.

1. Agreements and commitments submitted for the approval of the general meeting of shareholders

1.1. Authorized agreements and commitments authorized and concluded during the year

In accordance with Article L. 225-38 of the French Commercial Code, we were not informed of any agreement or commitment approved during the year and that should be submitted for the approval of the general meeting of shareholders.

2. Agreements and commitments already approved by the general meeting of shareholders

2.1. Agreements and commitments approved during prior financial years

2.1.1. Agreements and commitments still implemented during the past financial year

In accordance with Article R. 225-30 of the French Commercial Code, we were informed that the following agreement, approved by the General Meeting of Shareholders over prior financial years, was still in force in the past financial year.

2.1.1.1. Master agreement for the sale of shares by Ipsos SA to some of its subsidiaries

On 27 February 2013 meeting, the Board of Directors approved a master agreement for the sale of shares by Ipsos SA to some of its subsidiaries. The purpose of this agreement is for Ipsos SA to sell Ipsos shares to subsidiaries employing the beneficiaries of bonus share plans, in order to be able to deliver the shares allotted in the context of such plans with effect from April 2013. These sales will be invoiced to the subsidiaries once delivery of the bonus shares is completed.

The sale price of the shares invoiced by Ipsos SA to each subsidiary concerned will be equal to the total price paid by Ipsos SA to buy the shares including the expenses associated with the purchase, divided by the number of shares to be allotted.

Directors/persons concerned: Didier Truchot (Chief Executive Officer), Laurence Stoclet (Deputy Chief Executive Officer).

During the financial year 2017, Ipsos SA invoiced €10,218,630 to some of its subsidiaries pursuant to the agreement.

2.1.1.2. *Agreement for Ipsos SA to re-invoice the purchase price of shares to some of its subsidiaries*

In the context of the allotment of bonus shares by the Board of Directors on 4 September 2012 pursuant to the IPF 2020 plan, to employees or corporate officers of subsidiaries of Ipsos SA, in France and elsewhere, and in order for those shares to be allotted directly by the subsidiaries of Ipsos SA, Ipsos SA entered into an agreement on 5 September 2012 to re-invoice the purchase price of those shares to the subsidiaries concerned. The reinvoicing price will be the average price at which Ipsos purchased the shares to be delivered to the beneficiaries in the context of the IPF 2020 plan.

Directors/persons concerned: Didier Truchot (Chief Executive Officer), Pierre Le Manh (Deputy Chief Executive Officer), Laurence Stoclet (Deputy Chief Executive Officer), Henri Wallard (Deputy Chief Executive Officer).

During the financial year 2017, Ipsos SA invoiced €3,316,018 to some of its subsidiaries pursuant to the agreement.

2.1.1.3. *Amendment to the employment contract of Laurence Stoclet dated on 8 June 2005*

On 8 June 2005, Laurence Stoclet signed an amendment to her employment contract dated 27 May 1998 providing for the updating of her duties within the Group and her base compensation and the bonus target amount expressed as a percentage of the base pay.

Directors/persons concerned: Laurence Stoclet (Deputy Chief Executive Officer).

During the financial year 2017, Ipsos SA payed €582,000 to Laurence Stoclet.

2.1.1.4. *Amendment to the employment contract of Henri Wallard on 25 October 2005*

On 25 October 2005, Henri Wallard signed an amendment to his employment contract dated 27 May 1998 providing for the updating of his duties within the Group and his base compensation and the bonus target amount expressed as a percentage of the base pay.

Directors/persons concerned: Henri Wallard (Deputy Chief Executive Officer)

During the financial year 2017, Ipsos SA payed €552,216 to Henri Wallard.

2.1.2. Agreements and commitments which were not executed during the past financial year

Moreover, we were informed of the ongoing validity of the following agreements and commitments, already approved by the General Meeting of Shareholders, which were not executed during the past financial year.

2.1.2.1. *Severance payment for Didier Truchot*

In the context of the renewal of Didier Truchot as Chairman and Chief Executive Officer during the General Meeting of 28 April 2016, the Board of Directors dated 17 February 2016 has renewed the authorization to allocate a severance payment for Didier Truchot, based on the fulfilment of performance conditions already authorized. The amount of payment will be equal to twice the gross compensation received over the course of the calendar year preceding the termination of their functions at Ipsos.

This payment is subject to performance conditions: if Didier Truchot's severance occurs in year N, the revenue of the Group in one of the three years N-1, N-2 or N-3 shall have been greater than the year preceding (N-2, N-3 and N-4 respectively), at constant exchange rates.

Directors/persons concerned: Didier Truchot (Chief Executive Officer)

2.1.2.2. *Amendment to the employment contract of Laurence Stoclet dated 3 October 2012*

On 3 October 2012, Laurence Stoclet signed an amendment to her employment contract, whereby she undertakes, for a period of one year from the date she actually leaves Ipsos, not to solicit Ipsos customers either directly or indirectly, nor incite any Group customer to end its business relations with Ipsos.

In exchange for this commitment, Ipsos will pay a lump-sum amount equal to 30% of her gross average monthly compensation over the twelve months preceding her departure. Such compensation will be paid on a monthly basis at the end of the notice period and/or departure from the Company. Ipsos has the right to waive this commitment.

Under this amendment, Laurence Stoclet also undertakes not to solicit any employees for a period of one year from the date she actually leaves the Group. This commitment does not involve any financial compensation.

Directors/persons concerned: Laurence Stoclet (Deputy Chief Executive Officer)

2.1.2.3. *Amendment to the employment contract of Pierre Le Manh dated 3 October 2012*

On 3 October 2012, Pierre Le Manh signed an amendment to his employment contract comprising a post-contractual non-compete obligation for a period of twelve months. This obligation is compensated by a payment equal to the remuneration he received during the previous calendar year, to be paid monthly. Ipsos Group GIE has the option of waiving the non-compete clause and thus not making the compensatory payment.

Under this amendment, Pierre Le Manh also undertakes, for a period of one year from the date he actually leaves Ipsos, not to solicit Ipsos customers either directly or indirectly, nor incite any Group customer to end its business relations with Ipsos. In exchange for this commitment, Ipsos will pay a lump-sum amount equal to 50% of his gross average monthly compensation over the twelve months preceding his departure. Such compensation will be paid on a monthly basis at the end of the notice period and/or departure from the Company. Ipsos has the right to waive this commitment.

Moreover, Pierre Le Manh undertakes not to solicit any employees for a period of one year from the date he actually leaves the Group. This commitment does not involve any financial compensation.

Directors/persons concerned: Pierre Le Manh (Deputy Chief Executive Officer).

2.1.2.4. Amendment to the employment contract of Henri Wallard dated 25 October 2015

On 25 October 2005, Henri Wallard signed an amendment to his employment contract, whereby he undertakes, for a period of one year from the date he actually leaves Ipsos, not to compete with Ipsos nor solicit Ipsos customers or employees either directly or indirectly.

In exchange for this commitment, Ipsos will pay a lump-sum amount equal to 100% of his gross average monthly compensation over the twelve months preceding his departure. Such compensation will be paid on a monthly basis at the end of the notice period and/or departure from the Company. Ipsos has the right to waive this commitment.

Directors/persons concerned: Henri Wallard (Deputy Chief Executive Officer)

2.2. Agreements and commitments approved during past the financial year

2.2.1. Call Option agreements between some Ipsos SA Executive Officers as promisors, with Didier Truchot as first-tier beneficiary and Ipsos SA as second-tier beneficiary for the implementation of the Ipsos Partners project

Under these Call Option agreements, (i) Laurence Stoclet, Henri Wallard, Carlos Harding and Pierre Le Manh undertake to assign to Didier Truchot as first-tier beneficiary or Ipsos SA as second-tier beneficiary, and (ii) Didier Truchot undertakes to assign to Ipsos SA, as beneficiary, all of the Ipsos Partners shares they hold in the event that they cease to hold positions within the Ipsos Group.

These promises to sell by Laurence Stoclet, Henri Wallard, Carlos Harding and Pierre Le Manh will enable Ipsos SA to organize the exclusion from the share capital of Ipsos Partners of these managers in the event that they no longer exercise functions within the group. The exercise of these call options will occur at a value determined by an independent expert. Ipsos SA also enjoys a right of substitution such that the shares may be purchased by a new manager who fulfils the conditions set to participate in the share capital of Ipsos Partners. These call options are an essential protection for Ipsos SA to ensure that Ipsos Partners can continue to assemble only a core of executive shareholders.

Directors/persons concerned: Didier Truchot (Chief Executive Officer), Laurence Stoclet (Deputy Chief Executive Officer), Henri Wallard (Deputy Chief Executive Officer), Pierre Le Manh (Deputy Chief Executive Officer).

During the financial year 2017, Ipsos SA payed €434 475,24 to the heirs of Carlos Harding pursuant to the agreement.

2.2.2. Put Option agreements between some Ipsos SA Executive Officers as beneficiaries and Ipsos SA as promisor for the implementation of the Ipsos Partners project

Under the Put Option agreements, Ipsos SA undertakes to purchase from Didier Truchot, Laurence Stoclet, Henri Wallard, Carlos Harding and Pierre Le Manh all Ipsos Partners shares that they hold in the event that they cease to hold positions within the Ipsos Group.

These promises to buy liquidity at a "fair" price set by an independent expert will allow Ipsos SA to consolidate a core of executive shareholders alongside Didier Truchot within Ipsos Partners SAS and thus give executives a stake in the growth of the Company.

Directors/persons concerned: Didier Truchot (Chief Executive Officer), Laurence Stoclet (Deputy Chief Executive Officer), Henri Wallard (Deputy Chief Executive Officer), Pierre Le Manh (Deputy Chief Executive Officer).

Neuilly-Sur-Seine and Courbevoie, 21 March 2018

The Statutory Auditors

Grant Thornton
French member of Grant Thornton International

Gilles Hengoat
Partner

Mazars

Isabelle Massa
Partner

Financial statements

20. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses

20.1. Statutory Auditors' report on the consolidated financial statements

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

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

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

For the year ended 31 December 2017

To the general meeting of shareholders of IPSOS SA,

Opinion

In compliance with the engagement entrusted to us by your annual general meetings, we have audited the accompanying consolidated financial statements of IPSOS SA for the year ended December 31, 2017.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit CommitteeBasis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.
Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1st, 2017 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of Ethics (Code de déontologie) for statutory auditors.

Justification of assessments - Key audit matters

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

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

Revenue recognition

(Note 1.2.25 to the consolidated financial statements)

Risk identified

Total consolidated revenue for 2017 amounted to €1,780 million recognised using the percentage of completion method. Percentage of completion is generally determined on a straight-line basis over the period from the beginning of each survey to the presentation of the survey's conclusions to the customer. If the straight-line basis is not a true measurement of the degree of completion of a survey at the year-end, other more specific methods may be applied.

Any error in analysing agreements concluded with customers, or in estimating surveys' degree of completion, may result in improper revenue recognition.

We have considered revenue recognition as a key audit matter given the volume and diversity of the surveys performed and the necessary analysis of the Group's obligations and of service performance.

Our audit response

We obtained an understanding of the revenue recognition process determined by management and covering service performance, billing, accounting recognition and receipt of the associated payments.

We assessed the key controls over the revenue recognition process and associated information systems, with help from our computer specialists, and performed testings.

For a random, statistical or judgmental quantitative/qualitative selection of contracts, we also performed detailed substantive testing of the revenue recorded, by comparison with signed contracts or other external evidence, and verified sales cut-off.

We assessed the compliance of the company's revenue recognition methodology with generally accepted revenue recognition principles.

We also verified the appropriateness of the revenue disclosures in the notes to the consolidated financial statements.

Valuation of goodwill

(Notes 1.2.15 and 5.1.1 to the consolidated financial statements)

Risk identified

As at 31 December 2017, the carrying amount of the Group's goodwill amounted to €1,159 million.

Ipsos performs goodwill testing at least annually and whenever an indication of impairment is observed. Impairment is recognised in the amount of any excess of the current carrying amount over recoverable value defined as the higher of value in use and fair value net of costs to sell.

Assessment of the recoverable value of goodwill requires the exercise of judgement and the performance of estimates by Ipsos Group management in respect of such matters as the assessment of the competitive, economic and financial environment of the countries in which the Group operates, its ability to achieve the operating cash flows reflected in its strategic plans and the determination of the appropriate discount and growth rates.

We consider the valuation of goodwill as a key audit point given its sensitivity to management's assumptions and the materiality of the amount to the consolidated financial statements.

Our audit response

Our audit procedures consisted in:

- Obtaining an understanding of the process of impairment testing of each CGU implemented by management with particular regard to:
  - The determination of market multiples;
  - The determination of the cash flows used in determining recoverable value;
- Assessing the reliability of the business plan data used in calculating recoverable value. In particular, when impairment testing of a CGU proved sensitive to a particular assumption we:
  - Compared the 2018 business plan projections to previous business plans and to the actual results for prior years;
  - Interviewed Group financial management and country financial managements in order to identify the main business plan assumptions, and assessed those assumptions in the light of the explanations obtained;
  - Assessed the Group's sensitiveness testing and performed our own sensitiveness testing of key assumptions in order to assess their impact on the conclusions of the impairment tests performed;
- In respect of the models applied in determining recoverable values, and with help from our valuation experts, we:
  - Tested the models' arithmetical accuracy and recalculated the resulting recoverable amounts;
  - Assessed the consistency of the methods retained for determining the applicable discount rates and terminal values, compared them with appropriate market data or other external sources and recalculated their values using our own data sources.

We equally assessed the appropriateness of the information included in note 5.1 to the consolidated financial statements.

Verification of the Information Pertaining to the Group Presented in the Management Report

As required by law we have also verified in accordance with professional standards applicable in France the information pertaining to the Group presented in the management report of the board of directors.
We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on other legal and regulatory requirements

Appointment of the statutory auditors

We were appointed, as statutory auditors of IPSOS SA, by the annual general meetings held on 31 may 2006 for Grant Thornton and on 24 april 2017 for Mazars.

As at 31 December 2017, Grant Thornton and Mazars were respectively in the 12th year and 1st year of total uninterrupted engagement.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.
The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.
The consolidated financial statements were approved by the board of directors.

Statutory auditors' responsibilities for the audit of the consolidated financial statements

Objectives and audit approach

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

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

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

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.
Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.
We also provide the Audit Committee with the declaration

provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-la-Défense and Courbevoie, 21 March 2018

The statutory auditors

French original signed by

GRANT THORNTON	MAZARS
GILLES HENGOAT	ISABELLE MASSA

20.2. Consolidated financial statements

for the year ended 31 December 2017

20.2. Consolidated financial statements

For the year ended 31 December 2017

1 – Consolidated income statement

Year ended 31 December 2017

In thousand euros	Notes	31/12/2017	31/12/2016
Revenue	**3**	1,780,453	1,782,691
Direct costs	4.1	(623,787)	(622,244)
Gross profit		**1,156,666**	**1,160,446**
Payroll - excluding share based payments		(747,500)	(751,754)
Payroll costs - share-based payments	5.8.3	(10,094)	(9,991)
General operating expenses		(210,865)	(220,646)
Other operating income and expense	4.2	(5,931)	2,026
Operating margin	**3**	**182,275**	**180,080**
Amortisation of intangible assets identified on acquisitions	4.3	(4,668)	(4,786)
Other non-current income and expense	4.4	(14,364)	143
Income from associates	5.4	217	(46)
Operating profit		**163,460**	**175,391**
Finance costs	4.5	(20,380)	(20,811)
Other financial income and expenses	4.5	633	(475)
Profit before tax		**143,713**	**154,105**
Income tax - excluding deferred tax on goodwill	4.6	(39,118)	(37,765)
Deferred tax on goodwill	4.6	24,482	(6,582)
Income tax	**4.6**	**(14,636)**	**(44,347)**
Net profit		**129,076**	**109,758**
Attributable to the Group		**128,507**	**106,897**
Attributable to minority interests		**569**	**2,861**
Earnings per share (in euros) - Basic	4.8	**2.99**	2.40
Earnings per share (in euros) - Diluted	4.8	**2.94**	2.36

2 – Statement of comprehensive income

Year ended 31 December 2017

In thousand euros	31/12/2017	31/12/2016
Net profit	**129,076**	**109,758**
Other comprehensive income		
Hedges of net investments in a foreign subsidiary	(432)	(32,626)
Currency translation differences	(67,357)	24,483
Deferred tax on hedges of net investments in a foreign subsidiary	(1,849)	10,822
Total of other reclassified comprehensive income	**(69,638)**	**2,680**
Actuarial gains and losses	181	(2,487)
Deferred taxes on actuarial gains and losses	95	470
Total of other non-reclassified comprehensive income	**276**	**(2,017)**
Total of other comprehensive income	**(69,362)**	**663**
Comprehensive income	**59,715**	**110,421**
Attributable to the Group	61,086	108,180
Attributable to minority interests	(1,372)	2,249

3 – Consolidated balance sheet

Year ended 31 December 2017

In thousand euros	Notes	31/12/2017	31/12/2016
ASSETS			
Goodwill	5.1	1,159,352	1,259,193
Other intangible assets	5.2	59,964	71,489
Property, plant and equipment	5.3	32,228	35,517
Investment in associates	5.4	916	207
Other non-current financial assets	5.5	21,425	22,547
Deferred tax assets	4.6	21,252	18,184
Non-current assets		**1,295,136**	**1,407,138**
Trade receivables	5.6	617,660	624,406
Current taxes	4.6	13,517	15,204
Other current assets	5.7	75,802	78,677
Derivatives financial assets	5.9	1,462	3,399
Cash and cash equivalents	5.9	137,267	164,892
Current assets		**845,708**	**886,579**
TOTAL ASSETS		**2,140,844**	**2,293,717**
LIABILITIES AND EQUITY			
Share capital	5.8	11,109	11,109
Share premiums		516,130	516,489
Treasury shares		(35,235)	(55,905)
Other reserves		569,717	492,737
Currency translation differences		(112,515)	(44,819)
Shareholders' equity - attributable to the Group		**949,208**	**919,612**
Minority interests		17,290	19,805
Shareholders' equity		**966,498**	**939,417**

Borrowings and other long-term financial liabilities	5.9	577,432	626,152
Non-current provisions	5.10	8,964	9,230
Retirement benefit obligations	5.11	26,918	28,029
Deferred tax liabilities	4.6	66,450	100,432
Other non-current liabilities	5.12	18,183	21,159
Non-current liabilities		**697,948**	**785,002**
Trade payables		259,432	262,865
Borrowings and other short-term financial liabilities	5.9	25,527	86,662
Current taxes	4.6	14,658	11,104
Current provisions	5.10	7,189	9,664
Other current liabilities	5.12	169,592	199,005
Current liabilities		**476,398**	**569,300**
TOTAL LIABILITIES AND EQUITY		**2,140,844**	**2,293,717**

4 – Consolidated cash flow statement

Year ended 31 December 2017

In thousand euros	Notes	31/12/2017	31/12/2016
OPERATING ACTIVITIES			
NET PROFIT		**129,076**	**109,758**
Items with no impact on cash flow			
Amortisation and depreciation of property, plant and equipment and intangible assets		24,910	25,970
Net profit of equity associated companies - net of dividends received		(217)	46
Losses/(Gains) on asset disposals		(43)	2,481
Net change in provisions		(511)	(12,702)
Share-based payment expense		9,549	9,737
Other non-cash income/(expenses)		(778)	978
Acquisition costs of consolidated companies		178	1,325
Finance costs		20,380	20,811
Income tax expense		14,636	44,347
OPERATING CASH FLOW BEFORE FINANCIAL EXPENSES AND TAX PAID		**197,182**	**202,752**
Changes in working capital requirement	6.1	(37,771)	22,819
Interest paid		(21,245)	(20,351)
Income tax paid		(38,975)	(38,046)
CASH FLOW FROM OPERATING ACTIVITIES		**99,191**	**167,174**
INVESTMENT ACTIVITIES			
Acquisitions of property, plant and equipment and intangible assets	6.1.2	(17,518)	(17,631)
Proceeds from disposals of property, plant and equipment and intangible assets		285	133
(Increase)/Decrease of financial assets		(1,201)	(1,070)
Acquisitions of companies and consolidated activities, net of acquired cash	6.1.3	(2,212)	23,900
CASH FLOW FROM INVESTMENT ACTIVITIES		**(20,647)**	**5,332**
FINANCING ACTIVITIES			
Increase/(Decrease) in capital		-	(225)
(Purchase)/Proceeds of treasury shares		6,399	(85,050)
Increase/(Decrease) in long-term borrowings		(53,315)	(1,688)
Increase/(Decrease) in bank overdrafts and short-term debt		86	491
Purchase of minority interests	6.1.3	(12,785)	(33,312)
Dividends paid to parent company shareholders		(36,414)	(36,358)

Dividends paid to minority shareholders of consolidated companies		-	(431)
CASH PROVIDED BY FINANCING ACTIVITIES		**(96,030)**	**(156,575)**
NET CHANGE IN CASH		**(17,485)**	**15,932**
Impact of foreign exchange rate movements		(10,140)	(2,615)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		**164,892**	**151,576**
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		**137,267**	**164,892**

5 – Statement of changes in consolidated shareholders' equity

Year ended 31 December 2017

In thousand euros	Share capital	Share premiums	Treasury shares	Other reserves	Currency translation differences	Shareholders' equity		
						Attributable to the Company's shareholders	Minority interests	Total
Position at 1 January 2016	**11,334**	**540,201**	**(1,220)**	**423,190**	**(48,110)**	**925,395**	**19,889**	**945,284**
Change in capital	(225)	-	-	-	-	(225)	-	**(225)**
Dividends paid	-	-	-	(36,228)	-	(36,228)	(1,161)	**(37,389)**
Impact of acquisitions and commitments to buy out minority interests	-	-	-	(2,605)	-	(2,605)	(1,197)	**(3,803)**
Delivery of treasury shares related to the 2014 plan to grant free shares	-	-	6,806	(6,806)	-	-	-	**-**
Other movements on treasury shares	-	(23,712)	(61,491)	153	-	(85,050)	-	**(85,050)**
Share-based payments taken directly to equity	-	-	-	9,737	-	9,737	-	**9,737**
Other movements	-	-	-	453	-	453	26	**479**
Transactions with shareholders	**(225)**	**(23,712)**	**(54,685)**	**(35,297)**	**-**	**(113,919)**	**(2,332)**	**(116,251)**
Profit for the year	-	-	-	106,897	-	106,897	2,860	**109,757**
Other comprehensive income	-	-	-	-	-	-	-	-
Hedges of net investments in a foreign subsidiary	-	-	-	-	*(32,458)*	*(32,458)*	(168)	***(32,626)***
Deferred tax on hedges of net investments in a foreign subsidiary	-	-	-	-	*10,822*	*10,822*	-	***10,822***
Currency translation differences	-	-	-	-	*24,927*	*24,927*	*(444)*	***24,483***

In thousand euros	Share capital	Share premiums	Treasury shares	Other reserves	Currency translation differences	Shareholders' equity		
						Attributable to the Company's shareholders	Minority interests	Total
Revaluation of the net liability (asset) for defined benefit plans	-	-	-	*(2,523)*	-	*(2,523)*	-	***(2,523)***
Deferred taxes on actuarial gains and losses	-	-	-	470	-	*470*	-	***470***
Total of other comprehensive income	**-**	**-**	**-**	**(2,053)**	**3,292**	**1,239**	**(612)**	**627**
Comprehensive income	**-**	**-**	**-**	**104,844**	**3,292**	**108,136**	**2,249**	**110,385**
Position at 31 December 2016	**11,109**	**516,489**	**(55,905)**	**492,738**	**(44,819)**	**919,612**	**19,805**	**939,417**

In thousand euros	Share capital	Share premiums	Treasury shares	Other reserves	Currency translation differences	Shareholders' equity		
						Attributable to the Company's shareholders	Minority interests	Total
Position at 1 January 2017	**11,109**	**516,489**	**(55,905)**	**492,738**	**(44,819)**	**919,612**	**19,805**	**939,417**
Change in capital								
Dividends paid	-	-	-	(36,292)	-	(36,292)	(75)	**(36,367)**
Impact of acquisitions and commitments to buy out minority interests	-	-	-	(10,899)	-	(10,899)	(1,332)	**(12,231)**
Delivery of treasury shares related to the 2015 plan to grant free shares and the IPF 2012-2020	-	-	13,935	(13,935)	-	-	-	**-**
Other movements on treasury shares	-	(358)	6,735	22	-	6,399	-	**6,399**
Share-based payments taken directly to equity	-	-	-	9,543	-	9,543	-	**9,543**
Other movements	-	-	-	(241)	-	(241)	264	**22**
Transactions with shareholders	**-**	**(358)**	**20,670**	**(51,803)**	**-**	**(31,491)**	**(1,143)**	**(32,634)**
Profit for the year	-	-	-	128,507	-	128,507	569	**129,075**
Other comprehensive income	-	-	-	-	-	-	-	-
Hedges of net investments in a foreign subsidiary	-	-	-	-	*(972)*	*(972)*	540	***(432)***

In thousand euros	Share capital	Share premiums	Treasury shares	Other reserves	Currency translation differences	Shareholders' equity		
						Attributable to the Company's shareholders	Minority interests	Total
Deferred tax on hedges of net investments in a foreign subsidiary	-	-	-	-	*(1,849)*	*(1,849)*	-	***(1,849)***
Currency translation differences	-	-	-	-	*(64,876)*	*(64,876)*	*(2,481)*	***(67,357)***
Revaluation of the net liability (asset) for defined benefit plans	-	-	-	*181*	-	*181*	-	***181***
Deferred taxes on actuarial gains and losses	-	-	-	95	-	*95*	-	***95***
Total of other comprehensive income	**-**	**-**	**-**	**276**	**(67,697)**	**(67,421)**	**(1,941)**	**(69,362)**
Comprehensive income	**-**	**-**	**-**	**128,783**	**(67,697)**	**61,086**	**(1,372)**	**59,715**
Position at 31 December 2017	**11,109**	**516,130**	**(35,235)**	**569,719**	**(112,515)**	**949,208**	**17,290**	**966,498**

Notes to the consolidated financial statements

Year ended 31 December 2017

1 – Information about the Company and principal accounting policies

1.1 – Information about the Company

Ipsos is a global company specialising in survey-based research for brands, companies and institutions. It is currently the world's third-largest player in its market, with consolidated subsidiaries located in 89 countries at 31 December 2017.

Ipsos SA is a *Société Anonyme* (limited-liability corporation) listed on Euronext Paris. Its head office is located at 35 rue du Val de Marne, 75013 Paris, France.

On 28 February 2018, Ipsos' Board of Directors approved and authorised publication of Ipsos' consolidated financial statements for the year ended 31 December 2017. The consolidated financial statements for the financial year ended 31 December 2017 will be submitted to Ipsos shareholders for approval at the General Meeting on 4 May 2018.

The financial statements are presented in euros, and all values are rounded off to the nearest thousand euros (€000), unless otherwise indicated.

1.2 – Principal accounting policies

1.2.1 – Basis of preparation of the financial statements

In accordance with regulation 1606/2002 adopted on 19 July 2002 by the European Parliament and Council of Europe, Ipsos' consolidated financial statements for 2017 have been prepared in accordance with IFRS (International Financial Reporting Standards) published by the IASB (International Accounting Standards Board) at 31 December 2017 and adopted by the European Union (EU) as evidenced by publication in the Official Journal of the European Union prior to the date of approval of the financial statements.

1.2.1.1 –Standards, amendments and interpretations adopted by the European Union and effective for reporting periods beginning on or after 1 January 2017

The interpretations and amendments to published standards that are mandatory for the Group as of the fiscal year beginning on January 1, 2017 did not have a significant impact on the consolidated financial statements.

- Amendments to IAS 7 - Disclosure Initiative;

- Amendments to IAS 12 - Recognition of Deferred Tax Assets for Unrealized Losses;

- Annual Improvements to IFRS (2014-2016) - Various Standards (Amendment to IFRS 12)

New standards and amendments to published standards will be effective for fiscal years beginning on or after January 1, 2018. Although early adoption is permitted, the following new standards and standards amendments have not been applied to the preparation of these standards. consolidated financial statements.

> Main IFRS standards published and not yet applicable

- IFRS 15

In May 2014, the IASB issued IFRS 15 "Revenue from contracts with customers". This standard was developed as part of a joint project between the IASB and the FASB (the United States' Financial Accounting Standards Board). In April 2016, the IASB issued clarifications (amendments to IFRS 15) concerning the identification of performance obligations, agent and principal concepts and the accounting of licence revenues.

From 1 January 2018, IFRS 15 replaced IAS 18 "Revenue" and IAS 11 "Construction contracts" and all the associated interpretations.

IFRS 15 incorporates new principles for revenue recognition, particularly in terms of the events triggering the recognition of revenue, the identification of performance obligations, the inclusion of variable income and the allocation of the transaction price for multiple-component contracts. It also includes specific guidance regarding revenue generated by licensing agreements. Lastly, it includes new requirements for information in notes to the financial statements.

Ipsos began its implementation of IFRS 15 with a diagnostic phase during which the various categories of customer agreements, which are representative of Ipsos's business, were analysed according to the contract duration and type in the main countries. At the same time, as part of a working group facilitated by ESOMAR (the worldwide professional association of market research practitioners) the Ipsos Group participated in meetings with two market research companies, also members of ESOMAR, to establish recommendations and best market practices. These have been posted on Esomar's website. Six themes arose from this discussion: revenue recognition based on progress or completion; interpretation of contractual clauses upon completion; measurement of progress, separation of a contract into several components; capitalisation of costs; presentation of the financial statements: receivables or ongoing research. Ipsos follows all the recommendations provided by this working group.

The Group was able to complete its initial conclusions internally during the second half of the year and presented them to the Audit Committee meeting dedicated to this topic on 12 December 2017.

Ipsos signs contracts with its clients on either an individual basis or as part of a Master Service Agreement (MSA). In both cases, the general terms of sale contractual clauses have been amended to meet IFRS 15 requirements, particularly regarding the client's ability to terminate the contract early for convenience. These clauses will become applicable within the Group from the beginning of 2018.

The Ipsos Group will also implement new standard rules for the invoicing of clients since the beginning of 2018, which will involve invoicing client contracts monthly and in advance. This method conforms with the practices followed in other areas of business services and consulting.

Overall, revenue from contracts with clients will still be recognised using the percentage-of-completion method per IFRS 15, the continuous transfer of control for the service performed being generally demonstrated.

Methods that do not reflect the percentage of research completion were abandoned pursuant to IFRS 15 in favour of the straight-line method, insofar as this method reliably reflects the percentage of completion.

The Group began applying IFRS 15 as at 1 January 2018 and opted to apply the simplified transition method which will consist of only restating revenue from contracts impacted by the change of standard and that were still ongoing on 1 January 2018. The impact of this change will be recognised under consolidated shareholders' equity at 1 January 2018. The 2017 financial year presented as a comparison will therefore not be restated.

The Ipsos Group is unable to provide a precise number reflecting the impact that will be recognised under shareholders' equity, but believes it will not be material.

In addition, throughout 2018, in terms of the calculation of organic growth and the information required in the notes to the financial statements published pursuant to this method change, revenue (and other items impacted) will continue to be monitored solely within the Group's internal reporting, pursuant to the former (IAS 18).

- IFRS 9

The IASB issued IFRS 9 "Financial Instruments" in July 2014. From 1 January 2018, this standard will replace the current standards for the presentation, recognition and valuation of financial instruments (IAS 32 and IAS 39).

IFRS 9 was structured around three main themes: classification and valuation, impairment and hedge accounting. This standard was approved by the European Union and is mandatory for financial years beginning on or after 1 January 2018.

The Group intends to apply IFRS 9 from 1 January 2018. Analyses are underway, but given the nature of its business, Ipsos does not anticipate any major changes.

- IFRS 16

In January 2016, the IASB issued IFRS 16 "Leases", which aligns the accounting for operating leases with the accounting for finance leases (recognition on the balance sheet of a liability for future lease payments and an asset under the right of use). The implementation of this standard will also entail a change in the presentation of the rental expense in the income statement (i.e. Depreciation and amortisation and interest expense) and in the cash flow statement (the amount used to repay the debt will be presented in cash flows from financing activities and the amount allocated to the asset will be presented in cash flows related to investment activities).

The standard is applicable for financial years beginning on or after 1 January 2019. Analysis of the impacts of this standard is underway.

1.2.2 – Use of estimates

When drawing up the consolidated financial statements, the measurement of certain balance sheet or income statement items requires the use of assumptions, estimates and assessments. These assumptions, estimates and assessments are based on information or situations existing on the date on which the financial statements were drawn up and which may in future prove to be different from the actual situation.

The main sources of estimates concern:

-Goodwill and business combinations as described in Note 1.2.8;

- the value of goodwill in respect of which the Group verifies, at least once per year, that there is no impairment to recognise, by using various methods that rely on estimates. More detailed information on this point is provided in Notes 1.2.8 and 5.1.1;

- deferred tax assets related to tax loss carryforwards as described in Note 1.2.24;

- unlisted financial assets as described in Note 1.2.16;

- the valuation of debts relating to put options on minority interests / non-controlling interests as described in Note 1.2.7;

– the fair value measurement of borrowings and hedging instruments as described in Note 1.2.20;
- the valuation of the progress of surveys as described in Note 1.2.25;

- the different elements involved in calculating the operating margin as described in Notes 1.2.25 Revenue recognition, 1.2.26 Definition of gross profit and 1.2.27 Definition of operating margin.

1.2.3 – Consolidation methods

In accordance with IFRS 10 "Consolidated Financial Statements", Ipsos's consolidated financial statements include the financial statements of the entities directly or indirectly controlled by the Company, irrespective of its level of equity interest in those entities. An entity is controlled whenever Ipsos holds the power over that entity, is exposed to, or is entitled to variable returns as a result of its involvement in that entity, and when it has the ability to use its power over the entity to influence the amount of such returns.

The determination of control takes into account the existence of potential voting rights if they are substantive, i.e. whether they can be exercised in a timely manner when decisions on the relevant activities of the entity must be taken.

The financial statements include the financial statements of Ipsos Group and of all its subsidiaries for the period to 31 December of each year. The financial statements of subsidiaries are prepared using the same accounting period as the parent company financial statements, and on the basis of common accounting principles.

Subsidiaries are consolidated from the date on which they are acquired i.e. from the date on which control passed to the Group.

Companies Controlled by the Group (An investor controls an investee when it is exposed or is entitled to variable returns because of its links with the entity that is the subject of the an investment and has the capacity to influence these returns because of the power it holds over it), whether by right (direct or indirect holding of the majority of the voting rights), or contractually are fully consolidated. The accounts are taken at 100%, item by item, with recognition of the rights of the minority shareholders.

In accordance with IFRS 11 "Partnerships", Ipsos classifies partnerships (entities over which Ipsos exercises joint control with one or more other parties) as joint operations, in which Ipsos recognises its assets and liabilities in proportion to its rights and obligations, or joint ventures, which are accounted for using the equity method.

The Ipsos Group exercises joint control over a partnership when decisions regarding the relevant activities of the partnership require the unanimous consent of Ipsos and the other controlling parties.

Ipsos exercises significant influence over an associate when it has the power to participate in financial and operational policy decisions but cannot control or exercise joint control over those policies.

Joint ventures, companies over which Ipsos exercises joint control, and associates, companies over which Ipsos exercises significant influence, are accounted for under the equity method in accordance with IAS 28 "Investments in associates and joint ventures".

The equity method involves initially recognising the cost contribution and adjusting it subsequently to reflect changes in the net assets of an associate or joint venture.

Transactions between consolidated companies and internal profits are eliminated.

The list of the main companies included in the scope of consolidation in 2017 is presented in Note 7.1.

1.2.4 – Area reporting

IFRS 8 requires area reporting in the consolidated financial statements based on the internal reporting presentation that is regularly reviewed by the Group's executive management in order to assess performance and allocate resources to the areas. The executive management represents the chief operating decision-maker pursuant to IFRS 8.

Three reportable areas have been defined, consisting of geographical regions based on internal reports used by the Group's management. The Group's three areas are:

- Europe, Middle East and Africa;
- the Americas;
- Asia-Pacific.

Furthermore, Ipsos has a single business activity, i.e. survey-based research.

The accounting policies put in place by the Group for area reporting in accordance with IFRS 8 are the same as those used for preparing the financial statements.

In addition to the three operational areas, the Company reports for Corporate entities and eliminations between the three operating areas classified in "Other". Corporate assets which are not directly attributable to the activities of the operating areas are not allocated to an area.

Inter-area commercial transactions are carried out in line with market conditions, i.e. on terms similar to those that would be proposed to third parties. Area assets include property, plant and equipment and intangible assets (including goodwill), trade receivable and other current assets.

1.2.5 – Translation of foreign currency items

The financial statements of foreign subsidiaries whose functional currency is not the euro or the currency of a country experiencing hyperinflation are translated into euros (the currency in which Ipsos presents its financial statements) as follows:

- foreign currency assets and liabilities are translated at the closing rate;

- the income statement is translated at the average rate for the period;

- Translation differences arising from application of these different exchange rates are reported as a separate component of in other comprehensive income under "Translation differences".

Recognising and valuing foreign currency transactions are defined by IAS 21 "Effects of changes in foreign exchange rates". In accordance with IAS 21, transactions denominated in foreign currencies are translated by the subsidiary into its operational currency on the day of the transaction.

Monetary items on the balance sheet are revalued at the period-end exchange rate at each balance sheet date. The corresponding revaluation adjustments are recorded in the income statement:

- in operating profit for commercial transactions related to client surveys;
- in other non-recurring income and expenses for commitments to buy out minority interests;
- in financial result for financial transactions and corporate costs.

By exception to the rule described above, translation differences arising on long-term intra-group financing transactions that can be considered as forming part of the net investment in a foreign subsidiary, and translation differences arising on foreign currency borrowings representing, in whole or in part, a hedge of the net investment in a foreign entity (in accordance with IAS 39), are recognised directly under translation differences as a separate component of "Hedges of net investments in a foreign subsidiary" until the disposal of the net investment.

1.2.6 – Intra-group transactions

The closing balances of the following items have been eliminated, based on their impact on net profit and deferred taxation: accounts receivable and accounts payable between Group companies, income and expenses generated by transactions between consolidated companies, and other intra-group transactions such as dividend payments, gains and losses on disposals, changes in or reversals of provisions for impairment losses on investments in consolidated companies, loans to Group companies and internal profits.

1.2.7 – Commitments to buy out minority interests

The Group has given commitments to minority shareholders in some fully consolidated subsidiaries to acquire their interests in these companies. For Ipsos, these commitments are option-like, equivalent to those arising from the sale of put options.

On initial recognition and in accordance with IAS 32, the Group records a liability with respect to put options sold to minority shareholders in fully consolidated subsidiaries. The liability is initially recognised at the present value of the put option's strike price, which on subsequent balance sheet dates is adjusted according to changes in the value of the commitment.

For acquisitions where control was gained prior to 1 January 2010, the counterparty to this liability consists partly of a deduction from minority interests, with the remainder being recorded under goodwill. Subsequently, the effect of accretion and change in value of the commitment are recognised through an adjustment to goodwill.

When the commitment expires, if the buy-out has not taken place, accounting entries previously made are reversed. If the buy-out has taken place, the amount recorded under current or non-current liabilities is reversed, with the balancing entry being the cash outflow arising from the minority investment, and ongoing goodwill is reclassified as goodwill.

In accordance with IFRS 3 revised and IAS 27 amended, for acquisitions where control was gained since 1 January 2010, the counterpart of this liability is deducted from the related minority interests for the carrying amount of the minority interests in question, with any remainder being deducted from shareholder's equity attributable to the Group. The value of the debt is remeasured at each closing date at the current repayment value, i.e. the current value of the put exercise price.

Until 31 December 2012, any change in the value was recorded in equity. From financial year 2013, the Ipsos Group decided to record all changes in the value of commitments to purchase minority interests and the effect of accretion under "other non-current income and expense" in the income statement as per IAS 39.

In accordance with IAS 27, the share of income or changes in equity attributable to the parent company and to minority interests is determined on the basis of current ownership percentages and does not reflect potential additional interests that may arise as a result of such commitments.

1.2.8 –Goodwill and business combinations

In accordance with IFRS 3 revised, business combinations are recognised under "Business combinations" using the purchase method from 1 January 2010. When a company is acquired, the buyer must recognise identifiable acquired assets, liabilities and contingent liabilities at their fair value on the acquisition date, if they comply with the IFRS 3 revised accounting criteria.

Goodwill is the sum of the consideration transferred and non-controlling interests, less the net amount recognized for identifiable assets and liabilities assumed by the acquiree at the acquisition date, is recognized as an asset. of the balance sheet under the heading "Goodwills" Goodwill from the acquisition of joint ventures is included in the value of securities accounted by the equity method. It chiefly comprises non-identifiable items such as the know-how and business expertise of staff. Negative goodwill is immediately recorded in profit or loss.

Goodwill is allocated to Cash-Generating Units (CGUs) for the requirements of impairment tests. Goodwill is allocated to the CGUs liable to benefit from the synergies created by business combinations and representing for the Group the lowest level at which goodwill is measured for internal management purposes.

A CGU is defined as the smallest identifiable group of assets that generates cash and cash equivalents largely independent of cash and cash equivalents generated by other assets or groups of assets. The CGUs correspond to the geographical areas in which the Group conducts its business.

Goodwill is recorded in the operational currency of the acquired entity.

Acquisition costs are immediately charged against income when they are incurred.

On an individual transaction basis, the Group can choose to use the "full goodwill method", i.e. where the fair value of the totality of the minority interests at the acquisition date is taken into account in the goodwill calculation and not only the Group's share in the fair value of the assets and liabilities of the acquired company.

Goodwill is not amortised and is tested for impairment at least once a year by means of a comparison of the book value and the recoverable amount at the balance sheet date, on the basis of projected cash flows based on business plans covering a period of four years. Testing may be carried out more frequently if events or circumstances indicate that the book value is not recoverable. Such events or circumstances include but are not restricted to:

- a significant difference in the economic performance of the asset compared with the budget;

- significant deterioration in the asset's economic environment;

- the loss of a major client;

- the significant rise in interest rates.

Details of impairment tests are described in Note 1.2.15 dealing with impairment. In the event of impairment, the impairment loss taken to income is irreversible.

Any potential earn-out is calculated at its fair value at the acquisition date. This initial value cannot be adjusted later against goodwill unless some new information linked to facts or circumstances already existing at the acquisition date are taken into account and insofar as the initial valuation has been presented on a temporary basis (12-month period limitation); any post-acquisition adjustment which does not meet these conditions is recorded in group profit or loss (with debt or receivables as a counterpart, as appropriate).

Concerning acquisitions carried out before 1 January 2010 and in respect of which the old version of IFRS 3 continues to apply, all changes on debt relating to earn-out clauses remain recorded with a balancing entry under goodwill with no impact on Group profit or loss.

IFRS 10 changed the accounting for transactions involving minority interests, the changes of which, in the absence of a change of control, are now recognized in equity. In particular, in the case of a complementary acquisition of securities of an entity already controlled by the Group, the difference between the purchase price of the shares and the additional share of the consolidated shareholders 'equity acquired is recorded in shareholders' equity - Group. The consolidated value of the entity's identifiable assets and liabilities (including goodwill) remains unchanged.

1.2.9 –Other intangible assets

Separately acquired intangible assets are stated on the balance sheet at acquisition cost less accumulated amortisation and any impairment losses.

Intangible assets acquired as part of a business combination are booked at fair value at the date of the acquisition, separately from goodwill, where they meet one of the following two conditions:

- they are identifiable, i.e. they arise from contractual or other legal rights;
- they are separable from the acquired entity.

Intangible assets comprise chiefly brands, contractual relationships with clients, software, development costs and panels.

1.2.10 –Brands and contractual relationships with clients

No value is assigned to brands acquired as part of business combinations, which are regarded as names with no intrinsic value, unless the brand has a sufficient reputation to enable the Group to maintain a leadership position in a market and to generate profits for a lengthy period.

Brands recognised as such in connection with business combinations are regarded as having an indefinite life and are not amortised. They are tested for impairment on an annual basis, which consists of comparing their recoverable value with their book value. Impairment losses are recognised in the income statement.

In accordance with IFRS 3 revised, contractual relationships with clients are accounted for separately from goodwill arising from a business combination where the business acquired has a regular flow of business with identified clients. Contractual relationships with clients are measured using the excess earnings method, which takes into account the present value of future cash flows generated by the clients. The parameters used are consistent with those used to measure the value of goodwill.

Contractual relationships with clients with a determinable life are amortised over their useful life, which has usually been assessed at between 13 and 17 years. They are tested for impairment whenever evidence of impairment exists.

1.2.11 – Software and development costs

Research costs are recognised as expenses when they are incurred. Development costs incurred on an individual project are capitalised when the project's feasibility and its profitability can reasonably be regarded as assured.

In accordance with IAS 38, development costs are capitalised as intangible assets if the Group can demonstrate:

- its intention to complete the asset and its ability to use it or to sell it;

- its financial and technical ability to complete the development project;

- the availability of resources with which to complete the project;

- that it is probable that the future economic benefits associated with the development expenditure will flow to the Group;

- that the cost of the asset can be reliably measured.

Capitalised software includes software for internal use, as well as software for commercial use, measured at acquisition cost (external purchase) or at production cost (internal development).

These intangible assets are amortised on a straight-line basis over periods corresponding to their expected useful lives, i.e.:

- for software: three years;

- for development costs: varies according to the economic life of each specific development project.

1.2.12 – Panels

The Group applies specific rules to panels: they consist of the representative samples of individuals or professionals regularly surveyed on identical variables and which are handled for accounting purposes by the Group according to their type:

- online panels: panel surveyed mainly online;

- Offline panels: panel surveyed mainly by mail or by telephone.

The costs arising from the creation and improvement of offline panels are capitalised and amortised over the estimated time spent by panellists on the panels, i.e. three years.

Costs arising from the creation and extension of online panels (purchases of databases, scanning, and panellist recruitment) are capitalised. Since these panels do not have a given useful life, in particular since they are never disbanded, the capitalised costs related to online panels are not amortised but undergo impairment tests at least once a year and whenever there is evidence that these intangible assets may have been impaired.

Subsequent maintenance expenditure required on both types of panel are charged to expense, owing to the specific nature of these intangible assets and the difficulty of distinguishing expenses incurred to maintain or develop the Company's intrinsic business activities.

1.2.13 – Property, plant and equipment

In accordance with IAS 16 "Property, plant and equipment", these assets are stated on the balance sheet at purchase or cost price, less depreciation and any identified impairment loss.

Property, plant and equipment comprise fixtures and fittings, office and computer equipment, office furniture and vehicles.

Certain assets are leased by Ipsos. These items are therefore covered by IAS 17 "Leases".

Under IAS 17, leases are classified as finance leases whenever the terms of the lease substantially transfer the risks and rewards of ownership to the lessee.

The value of fixed assets which are the subject of a contract referred to as a finance lease is charged to assets. These fixed assets are amortised using the method indicated below. The corresponding debt is recognised as a balance-sheet liability.

All other leases are classified as operating leases.

Lease payments under an operating lease are expensed on a straight-line basis over the lease term.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets:

- fixtures and fittings: the shorter of the lease term and useful life (ten years);

- office and computer equipment: the shorter of the lease term and useful life (from three to five years);

- office furniture: the shorter of the lease term and useful life (nine or ten years);

- vehicles: the shorter of the lease term and useful life (five years).

The useful lives and residual values of property, plant and equipment are reviewed annually. Where applicable, the impact of changes in useful life or residual value are recognised prospectively as a change in accounting estimate.

Depreciation of property, plant and equipment is recognised in the various functional lines of the income statement.

1.2.14 – Borrowing costs

Borrowing costs are expensed in the period in which they are incurred and are stated on the income statement under "financing expenses".

1.2.15 –Impairment of fixed assets

In accordance with IAS 36 "Impairment of assets", impairment tests are carried out on property, plant and equipment and intangible assets as soon as there is evidence that an asset may be impaired and at least once per year. At Ipsos, this applies to intangible assets with an indefinite life (online panels) and goodwill.

When the net book value of these assets becomes higher than their recoverable amounts, the difference is recorded as impairment. Impairment is charged in priority to goodwill, but is recognised on a separate line of the income statement when the amounts are significant. Impairment of goodwill cannot be reversed subsequently.

Impairment tests are applied to the smallest group of cash-generating units to which goodwill can be reasonably allocated. For the requirements of impairment tests, the goodwill is allocated to the following cash generating units or groups of cash generating units: Continental Europe, the United Kingdom, Central and Eastern Europe, North America, Latin America, Asia-Pacific, the Middle East and Sub-Saharan Africa.

The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use:

- Fair value is the amount that may be obtained by selling an asset through an arm's length transaction and is determined with reference to a price resulting from an irrevocable agreement to sell, or if this is not possible, with reference to prices observed in recent market transactions;

- Value in use is based on the discounted value of future cash flows generated by the assets concerned. Estimates are derived from the forecasting database used for budgets and business plans drawn up by the Group's management. The discount rate applied reflects the rate of return required by investors and the risk premium specific to the Group's business and the relevant country or region. The perpetual growth rate applied depends on the geographical area.

Cash-generating units used for impairment tests are not higher than those used according to IFRS 8 "Operating areas".

1.2.16 – Other non-current financial assets

Financial assets are initially recognised at cost which corresponds to the fair value of the price paid and which includes the related acquisition costs. After initial recognition, financial assets classified as "available for sale" are stated at fair value. Unrealised gains and losses relative to the price of acquisition are recorded as in other comprehensive income until the asset is sold. However, if permanent impairment is deemed to have occurred, the amount of the impairment is transferred from equity to profit or loss, and the net book value of the financial asset after impairment replaces its cost.

For financial assets listed on a regulated market, fair value corresponds to the market closing price. For unlisted financial assets, fair value is subject to estimates. Finally, the Group values financial assets at their historic cost less any potential impairment loss in the event that the fair value cannot be estimated reliably using another valuation technique.

1.2.17 - Treasury shares

The purchase price of Ipsos shares owned by the Group, at a spot rate and forward basis, are deducted from consolidated equity, at their acquisition cost. In the event of sale, the income from the sale is charged directly to equity for its amount net of tax, such that any capital gains or losses resulting from the sale do not affect the for profit the period. Sales of treasury shares are accounted for using the weighted average cost method.

1.2.18 – Distinction between current and non-current items

In accordance with IAS 1 "Presentation of financial statements", a distinction must be drawn between current and non-current items of an IFRS-compliant balance sheet. Assets expected to be realised and liabilities due to be settled within 12 months from the balance sheet date are classified as current, including the short-term portion of long-term debts. Other assets and liabilities are classified as non-current.

All deferred tax assets and liabilities are presented on a separate line in the balance sheet assets and liabilities, among the non-current items.

1.2.19 –Trade receivables

Receivables are carried at their fair value. A provision for impairment is made when there is an objective indication of the Group's inability to recover all of the amounts owed, after analysis within the framework of the receivables recovery process. Major financial difficulties encountered by the debtor, the known likelihood of insolvency or financial restructuring and a failure or payment default represent evidence of impairment of a receivable. Impairment is recognised in the income statement under "Other operating income and expenses". The "Receivables and related accounts" item also comprises the studies in progress valued at their recoverable value based on the percentage-of-completion method.

1.2.20 – Financial instruments

The principles for the recognition and measurement of financial assets and financial liabilities are set out by IAS 39 "Financial instruments: recognition and measurement". Information to be disclosed and presentation principles are set out by IAS 32 "Financial instruments: disclosure and presentation".

Assets and liabilities are recognised in the balance sheet when, and only when, the Group becomes a party to the contractual provisions of the instrument.

- Borrowings

On the arrangement date, borrowings are recognised at the fair value of the consideration given, which is normally the cash received less related issuance costs. Subsequently, if a hedging relationship does not exist, borrowings are measured at amortised cost using the effective interest method. Redemption premiums and issuance costs are taken to income over time according to the effective interest method.

- Derivative instruments

Derivative instruments are recognised on the balance sheet at their market value on the balance sheet date. Where quoted prices on an active market are available, as for example with futures and options traded on organised markets, the market value used is the quoted price. Over-the-counter derivatives traded on active markets are measured with reference to commonly used models and to the market prices of similar instruments or underlying assets. Instruments traded on inactive markets are measured using commonly used models with reference to directly observable parameters. In the case of hybrid instruments, the resulting value is confirmed with reference to quoted prices of third-party financial instruments. Derivative instruments with a maturity of more than 12 months are recognised as non-current assets and liabilities. Fair value variations of non-hedging instruments are directly accounted in the income statement.

- Cash and cash equivalents

"Cash and cash equivalents" include cash in hand and at bank, along with short-term investments in money-market instruments. These investments can be realised at any time at their face value, and the risk of a change in value is negligible and representative of developments in the money market.. Cash equivalents are stated at their market value at the balance sheet date. Changes in value are recorded under "financial income and expenses".

1.2.21 – Provisions

In accordance with IAS 37 "Provisions, contingent liabilities and contingent assets", provisions are booked when, at the end of an accounting period, the Group has a present obligation as a result of a past event, when it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation.

This obligation may be legal, regulatory or contractual.

These provisions are measured according to their type, taking into account the most likely assumptions. Where the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax discount rate that reflects the market's current assessment of the time value of money. Where the provision is discounted, the increase in the provision linked to the passage of time is recognised under financial expenses.

The long-term portions of provisions are booked under non-current liabilities, with their short-term portion recognised under current liabilities.

If no reliable estimate of the amount of the obligation can be made, no provision is booked, and a disclosure is made in the notes.

1.2.22 – Employee benefits

The Group provides employees with pension plans according to regulations and customs in force in the countries in which it operates.

The benefits gained by these plans fall into two categories: defined contributions and defined benefits.

For defined contribution plans, the Group's sole obligation is to pay the premiums due to external organisations: the expenses corresponding to the payment of these premiums is taken into account in the profit (loss) for the year under "payroll costs", with no liabilities being stated in the balance sheet as the Group has no commitment beyond the contributions paid.

For defined-benefit plans, the Group estimates its obligations using the projected unit credit method, in accordance with IAS 19 "Employee benefits". This method uses actuarial techniques that take into account the employee's expected length of service assuming the employee remains with the Group until retirement, along with future salary, life expectancy and staff turnover. The present value of this liability is determined using the appropriate discount rate for each of the relevant countries.

Changes in actuarial gains and losses are systematically recorded under other comprehensive income, net of tax, and past service cost are recognised entirely as net income for the period. A rate of return on financial assets corresponding to the discount rate is used to calculate the net commitment.

1.2.23 – Share-based payments

Ipsos has a policy of giving all managers and staff an interest in the Company's success and in the creation of shareholder value through stock option and bonus free share plans.

In accordance with IFRS 2 "Share-based payment", services received from employees that are remunerated through stock option plans are recognised under staff costs, with a balancing entry consisting of an increase in equity, over the vesting period. The expense recognised in each period corresponds to the fair value of goods and services received, measured using the Black & Scholes formula on the grant date.

All stock options granted after 7 November 2002 and non-vested at the start of the period are taken into account.

For bonus share plans, the fair value of the benefit granted is measured on the basis of the share price on the grant date, adjusted for all specific conditions that may affect fair value (e.g. dividends).

1.2.24 – Deferred tax

Deferred taxes are recognised using the liability method, for all temporary differences existing on the balance sheet date between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are generally recognised for all taxable temporary differences, except where the deferred tax liability results from the initial recognition of an asset or liability as part of a transaction that is not a business combination and which, on the transaction date, does not affect accounting profits or taxable profits or losses.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that a taxable profit will become available against which the deductible temporary difference could be charged.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and increased or reduced as appropriate, to take account of changes in the likelihood that a taxable profit will become available against which the deferred tax asset can be charged. To assess the likelihood that a taxable profit will become available, the following factors are taken into account: results in previous years, forecasts of future results, non-recurring items that are unlikely to arise again in the future and tax planning strategy. As a result, a substantial amount of judgement is involved in assessing the Group's ability to utilise its tax loss carryforwards. If future results were substantially different from those expected, the Group would have to increase or decrease the carrying amount of its deferred tax assets, which could have a material impact on its balance sheet and net income of the Group.

Deferred tax assets and liabilities are set off against each other where the Group has a legally enforceable right to offset tax assets and liabilities, and these deferred taxes relate to the same taxable entity and the same tax authority. Deferred tax assets and liabilities are not discounted.

Tax savings resulting from the tax-deductible status of goodwill in certain countries (notably in the United States) generate temporary differences which give rise to the recognition of deferred tax liabilities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is debited from or credited to the income statement except where it relates to items taken directly to equity, in which case it is also taken to equity.

1.2.25 –Revenue recognition

Revenues are recognised using the percentage-of-completion method. Generally speaking, the percentage of completion is determined on a straight-line basis over the period between the date on which client agrees to a project and the date on which the survey findings are presented.

If the straight line method does not reflect the percentage of completion of research at the balance sheet date, other methods may be used to estimate progress taking into account the specific features of the relevant survey.

Revenues are measured at the fair value of the consideration received or receivable taking into account the amount of any discounts and rebates granted by the Company.

1.2.26 – Definition of gross profit

Gross profit is defined as revenues less direct costs, i.e. external variable costs incurred during the data collection phase, including goods and services delivered by third-party providers, remuneration of temporary staff paid on an hourly or per task basis, and subcontractors for field work.

For studies in progress, gross profit is recognised using the percentage-of-completion method, on the basis of the estimated income and costs upon completion.

1.2.27 –Definition of operating margin

Operating margin reflects profit generated from ordinary operations. It consists of gross profit less administrative and commercial expenses, pension costs and share-based payment costs.

Amortisation of intangible assets is included in operating expenses and features under "general operating expenses" on the income statement, except for amortisation of intangible assets identified on acquisitions (notably client relationships).

1.2.28 –Definition of other non-recurring income and expenses

Other non-recurring income and expenses include the components of earnings that because of their nature, their amount or frequency cannot be considered as being part of the Group's operating profit, such as non-recurring restructuring costs and other non-recurring income and expenses, representing major events, which are very few in number and unusual.

1.2.29 – Definition of financing expenses

Financing expenses include interest on debt, changes in the fair value of interest-rate financial instruments and income from ordinary cash management. Interest expenses are recognised according to the effective interest method, under which interest and transaction costs are spread over the borrowing term.

1.2.30 – Definition of other financial income and expenses

Other financial income and expenses include financial income and expenses, except for financing expenses.

1.2.31 –Earnings per share

The Group reports basic earnings per share, diluted earnings per share and adjusted earnings per share.

Earnings per share is calculated by dividing the net profit attributable to equity holders of the Group by the weighted average number of shares outstanding during the period, minus the Ipsos treasury shares stated as a reduction in consolidated equity.

The number of shares used to calculate diluted earnings per share is the number used to calculate basic earnings per share plus the number of shares that would result from the exercise of all existing options to subscribe new shares during the period.

Diluted earnings per share is calculated using the treasury stock method, taking into account the share price at each balance sheet date. Owing to the price applied, earnings-enhancing instruments are excluded from this calculation. The total issue price of potential shares includes the fair value of the services to be provided to the Group in the future within the framework of stock option plans, stock purchase plans or free share allocation plans. When basic earnings per share are negative, diluted earnings per share are equal to basic earnings per share.

Adjusted net earnings is calculated before non-cash items linked to IFRS 2 (share-based payments), before the amortisation of intangible assets identified on acquisition (client relationships), before deferred tax liabilities related to goodwill on which the amortisation is deductible for tax purposes in certain countries and before the impact net of tax of other non-recurring income and expenses and other non-operating income and expenses and the non-monetary impact of changes in puts in other financial income and expenses.

2 – Changes in the scope of consolidation

2.1 – Transactions during 2017

The main changes in the scope of consolidation in FY 2017 are shown in the following table:

Name of the entity concerned	Type of transaction	Change in % of voting rights	Change in % stake	Date of inclusion or exclusion from scope of consolidation	Country
Ipsos MMA Inc.	Buy-out of minority interests	2.60%	2.60%	2nd quarter 2017	USA
Shanghai Ipsos Information Technology Company Limited	Creation	40%	40%	2nd quarter 2017	China
Ipsos China Limited	Buy-out of minority interests	2%	2%	3rd quarter 2017	China
Ipsos Stat SA	Subscription to a capital increase by a minority interest	-0.68%	-0.68%	3rd quarter 2017	France
Ipsos Stat Jordan (Ltd.)	Buy-out of minority interests and impact from the subscription to a capital increase of the holding company by a minority interest	12.67%	12.67%	2nd quarter 2017	Jordan
Ipsos SAL	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.68%	-0.84%	3rd quarter 2017	Lebanon
AGB Stat Ipsos SAL	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.68%	-0.24%	3rd quarter 2017	Lebanon
Ipsos Mena Offshore s.a.l.	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.18%	-0.73%	3rd quarter 2017	Lebanon
The European Co. for Marketing Research	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.63%	-0.68%	3rd quarter 2017	Kuwait
Ipsos Stat Emirates LLC	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.73%	-0.56%	3rd quarter 2017	United Arab Emirates
Ipsos Saudi Arabia	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.56%	-0.68%	3rd quarter 2017	Saudi Arabia
Ipsos WLL	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.13%	-0.66%	3rd quarter 2017	Bahrain
Ipsos Egypt For Consultancy Services	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.68%	-0.68%	3rd quarter 2017	Egypt
Iraq Directory for Research and Studies Co. Ltd	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.43%	-0.43%	3rd quarter 2017	Iraq
Synovate The Egyptian Market Research Co	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.37%	-0.68%	3rd quarter 2017	Egypt
Marocstat	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.13%	-0.66%	3rd quarter 2017	Morocco

Name of the entity concerned	Type of transaction	Change in % of voting rights	Change in % stake	Date of inclusion or exclusion from scope of consolidation	Country
MDCS	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.13%	-0.66%	3rd quarter 2017	Morocco
Synovate Market Research Sarl	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.13%	-0.68%	3rd quarter 2017	Morocco
Ipsos SARL	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.63%	-0.69%	3rd quarter 2017	Tunisia
Ipsos Qatar WLL	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.66%	-0.70%	3rd quarter 2017	Qatar
Ipsos Pakistan	Impact from the subscription to a capital increase of the holding company by a minority interest	-0.43%	-0.40%	3rd quarter 2017	Pakistan
Ipsos Nigeria Limited	Buy-out of minority interests	40.00%	40.00%	4th quarter 2017	Nigeria
Ipsos	Creation	100.00%	100.00%	4th quarter 2017	Senegal

2.2 – Transactions during 2016

The main changes in the scope of consolidation in FY 2016 are shown in the following table:

Name of the entity concerned	Type of transaction	Change in % of voting rights	Change in % stake	Date of inclusion or exclusion from scope of consolidation	Country
Ipsos GmbH	Creation	78.7%	78.7%	4th quarter 2016	Austria
Ipsos SA	Buy-out of minority interests	16.90%	16.90%	4th quarter 2016	Costa Rica
Ipsos Guatemala S.A.	Buy-out of minority interests	16.90%	16.90%	4th quarter 2016	Guatemala
Ipsos SRL	Buy-out of minority interests	15.20%	15.20%	4th quarter 2016	Dominican Republic
Ipsos TMG	Buy-out of minority interests	16.90%	16.90%	4th quarter 2016	Panama
Ipsos Opinion y Mercado SA	Capital increase	25.80%	25.80%	2nd quarter 2016	Bolivia
PT Ipsos Market Research	Buy-out of minority interests	30.00%	30.00%	2nd quarter 2016	Indonesia
Ipsos MMA Inc.	Buy-out of minority interests	2.55%	2.55%	2nd quarter 2016	USA
Research Insight	Disposal	-100.00%	-100.00%	1st quarter 2016	Ukraine

3 – Area reporting

3.1 – Area reporting as at 31 December 2017

In thousand euros	Europe, Middle East and Africa	Americas	Asia-Pacific	Others [2]	Total
Revenue	792,985	712,939	348,138	(73,609)	1,780,453
Sales to external clients	*767,543*	*688,490*	*325,146*	*(795)*	*1,780,383*
Inter-area sales	*25,442*	*24,449*	*22,992*	*(72,814)*	*70*
Operating margin	71,861	84,331	30,353	(4,269)	182,275
Depreciation and amortisation	(15,087)	(6,385)	(3,434)	(4)	(24,910)
Area assets[1]	863,780	855,978	331,742	(106,496)	1,945,006
Area liabilities	354,891	148,220	92,573	(174,952)	420,739
Capital expenditure for the period	11,686	2,732	3,097	3	17,518

(1) *Area assets consist of property, plant and equipment and intangible assets (including goodwill), trade and other receivables.*

(2) *Intercompany elimination and others*

3.2 – Area reporting as at 31 December 2016

In thousand euros	Europe, Middle East and Africa	Americas	Asia-Pacific	Others	Total
Revenue	785,973	736,958	336,902	(77,142)	1,782,691
Sales to external clients	*760,184*	*711,300*	*311,113*	*0*	*1,782,597*
Inter-area sales	*25,789*	*25,658*	*25,789*	*(77,142)*	*94*
Operating margin	66,069	92,764	26,960	(5,713)	180,080
Depreciation and amortisation	(15,074)	(7,454)	(3,437)	(5)	(25,970)
Area assets	881,564	946,173	353,459	(111,914)	2,069,282
Area liabilities	358,100	169,576	103,475	(185,377)	445,775
Capital expenditure for the period	13,148	2,205	2,278	1	17,631

3.3 – Reconciliation of area assets with total Group assets

In thousand euros	31/12/2017	31/12/2016
Area assets	1,945,006	2,069,282
Financial assets	22,341	22,754
Tax assets	34,769	33,389
Derivatives financial assets	1,462	3,399
Cash and cash equivalents	137,267	164,892
Total Group assets	**2,140,844**	**2,293,717**

4 – Notes to the income statement

4.1 – Direct costs

In thousand euros	31/12/2017	31/12/2016
Interviewer payroll costs	(89,105)	(96,957)
Other direct costs	(534,682)	(525,288)
Total	(623,787)	(622,244)

4.2 – Other operating income and expenses

This item primarily includes gains and losses from currency transactions related to commercial operations.

4.3 – Amortisation of intangible assets identified on acquisitions

Amortisation of intangible assets identified on acquisitions amounting to €4.6 million and €4.7 million at 31 December 2017 and 31 December 2016 respectively mainly corresponds to amortisation of contractual relationships with clients.

4.4 – Other non-current income and expenses

In thousand euros	31/12/2017	31/12/2016
Net impact of reimbursement received by Aegis for settlement in full of all balances associated with the Synovate transaction after the measurement period[1]	-	16,491
Acquisition costs	(151)	(65)
Reorganisation and streamlining costs	(12,278)	(12,570)
Expenses and provisions for employee-related litigations associated with Ipsos Brazil	(4,582)	(2,346)
Agrifood disposal	-	(1,473)
Change in commitments to buy out minority interests/ non-controlling interests (see Note 1.2.7)	2,648	106
Total	**(14,364)**	**143**

[1] *On 10 February 2016, Ipsos received a final cash repayment for £20 million in full and final settlement, fully terminating all claims and legal proceedings.*

This amount obtained following a final mediation settled the dispute between Ipsos and Aegis concerning the initial purchase price disbursed on 12 October 2011. This amount corresponds to:

- *the balance of Synovate's disputes, claims and risks;*
- *and the repayment of part of the purchase price of Synovate shares.*

The net profit in the consolidated financial statements amounts to €16,491 thousand net and breaks down as follows:

In thousand euros

Exceptional income (£20 million):	*27,425*
Legal fees	*(1,259)*
Expenses and provisions for employee-related litigations associated with Synovate Brazil	*(3,214)*
Balance of tax receivables in the United Kingdom and Australia	*(2,072)*
Provisions for other tax risks and related costs	*(4,389)*
	16,491

4.5 – Financial income and expenses

In thousand euros	31/12/2017	31/12/2016
Interest expenses on borrowings and bank overdrafts	(22,819)	(23,669)
Change in the fair value of derivatives	390	363
Interest income from cash and cash equivalents	2,049	2,495
Finance costs	(20,380)	(20,811)
Currency translation gains and losses	526	1,725
Other financial income and expenses	107	(2,200)
Other financial income and expenses	633	(475)
Total financial result	**(19,747)**	**(21,286)**

4.6 – Current and deferred taxes

In France, Ipsos SA elected for tax consolidation through membership of a group for a period of five years from 30 October 1997, which has since been renewed. This scope of tax consolidation comprises the following companies: Ipsos SA (head of tax consolidation), Ipsos France, Ipsos Observer, Popcorn Media and Espaces TV Communications. The profits of all the companies included in this tax consolidation group are taxed together in terms of corporate income tax.

In addition, the Group has elected to use the optional national tax consolidation regimes in Spain, the United Kingdom, the United States, Italy and Australia.

4.6.1 – Current and deferred tax expenses

In thousand euros	31/12/2017	31/12/2016
Current taxes	(44,201)	(36,141)
Deferred taxes[1]	29,565	(8,206)
Income tax	**(14,636)**	**(44,347)**

[1]For 2017, the Group recognised calculated income of €24.8 million due to the decrease in its deferred tax liabilities on goodwill amortisation in the United States.
This decrease is the result of a reduction in the US federal tax rate from 35% to 21% in 2017. Tax savings from the tax-deductible status of goodwill in the United States has generated temporary differences resulting in the recognition of deferred tax liabilities in the consolidated financial statements.

4.6.2 – Changes in balance sheet items

In thousand euros	01/01/2017	Income statement	Shareholders' equity	Payments	Conversion and entities combination	31/12/2017
Current taxes						
Assets	15,204	638			(2,326)	13,517
Liabilities	(11,104)	(44,839)		38,975	2,310	(14,658)
Total	**4,100**	**(44,201)**	**-**	**38,975**	**(16)**	**(1,141)**
Deferred taxes						
Assets	18,184	(4,611)			7,679	21,252
Liabilities[1]	(100,432)	34,176	95	-	(290)	(66,450)
Total	**(82,248)**	**29,565**	**95**	**-**	**7,389**	**(45,198)**

[1]For 2017, the Group recognised calculated income of €24.8 million due to the decrease in its deferred tax liabilities on goodwill amortisation in the United States.
This decrease is the result of a reduction in the US federal tax rate from 35% to 21% in 2017. Tax savings from the tax-deductible status of goodwill in the United States has generated temporary differences resulting in the recognition of deferred tax liabilities in the consolidated financial statements.

4.6.3 –Reconciliation between the statutory tax rate in France and the Group's effective tax rate

The basic rate of income tax for companies in France is 33.33%. The Social Security Financing Act No. 99-1140 of 29 December 1999 introduced a social solidarity contribution corresponding to 3.3% of the basic tax owed. This surtax had the effect of raising the French corporate income tax rate by 1.1% and consequently amounts to 34.43%.

The Amending Finance Act of 21 December 2011 introduced an exceptional contribution of corporation tax with its rate increasing to 10.7% in 2016. This exceptional contribution is based on the tax rate of 33.33% and it applies to companies whose revenue is above €250 million in France. Ipsos' revenue in France is less than this threshold. The Group is therefore not subject to this exceptional contribution.

The reconciliation between the statutory tax rate in France and Ipsos' effective tax rate is as follows:

In thousand euros	31/12/2017	31/12/2016
Profit before tax	**143,713**	**154,105**
Less the share of profit of associates	(26)	46
Profit before tax of consolidated companies	**143,687**	**154,151**
Statutory tax rate applicable to French companies	34.43%	34.43%
Theoretical tax charge	**(49,471)**	**(53,074)**
Impact of different tax rates and specific contributions	10,304	8,539
Permanent differences	(289)	(681)
Utilisation of tax losses not previously recognised as assets	719	9,887
Impact of tax losses of the year not recognised as assets	(2,370)	(5,685)
Others(1)	26,471	(3,343)
Total tax recognised	**(14,636)**	**(44,357)**
Effective tax rate	**10.2%**	**28.8 %**

(1)For 2017, the Group recognised calculated income of €24.8 million due to the decrease in its deferred tax liabilities on goodwill amortisation in the United States.
This decrease is the result of a reduction in the US federal tax rate from 35% to 21% in 2017. Tax savings from the tax-deductible status of goodwill in the United States has generated temporary differences resulting in the recognition of deferred tax liabilities in the consolidated financial statements.

4.6.4 –Change in net balance of deferred tax

In thousand euros	31/12/2017	31/12/2016
Deferred tax on:		
Revenue and costs recognition method	(6,281)	(6,574)
Provisions	239	253
Fair value of derivative instruments	(2,641)	(3,158)
Deferred rent payments	1,302	2,151
Goodwill tax deductible	(46,075)	(81,715)
Non-current assets (including client relationships)	(17,472)	(23,519)
Pension provisions	4,875	4,618
Accrued staff costs	1,935	1,668
Tax loss carryforwards recognised (*)	15,213	21,588
Translation differences	207	(126)
Non-current financial assets	-	-
Acquisition costs	308	343
Other elements	3,191	2,223
Net balance of deferred tax assets and liabilities	**(45,198)**	**(82,248)**
Deferred tax assets	21,252	18,184
Deferred tax liabilities	(66,450)	(100,432)
Net balance of deferred tax	**(45,198)**	**(82,248)**

(1) The deferred tax assets recognised on tax loss carryforwards will be used within a period of one to five years.

At 31 December, deferred tax assets not recognised on tax loss carryforwards are as follows:

In thousand euros	31/12/2017	31/12/2016
Losses carried forward in between one and five years	1,870	1,181
Losses carried forward more than five years	336	1,881
Losses carried forward indefinitely	6,372	4,555
Tax assets not recognised on tax loss carryforwards	**8,579**	**7,618**

4.7 – Adjusted net earnings

In thousand euros	31/12/2017	31/12/2016
Revenue	1,780,453	1,782,691
Direct costs	(623,787)	(622,244)
Gross profit	**1,156,666**	**1,160,446**
Payroll - excluding share based payments	(747,500)	(751,754)
Payroll - share-based payments*	(10,094)	(9,991)
General operating expenses	(210,865)	(220,646)
Other operating income and expense	(5,931)	2,026
Operating margin	**182,275**	**180,080**
Amortisation of intangible assets identified on acquisitions*	(4,668)	(4,786)
Other non-current income and expenses*	(14,364)	143
Income from associates	217	(46)
Operating profit	**163,460**	**175,391**
Finance costs	(20,380)	(20,811)
Other financial income and expenses*	633	(475)
Profit before tax	**143,713**	**154,105**
Income tax - excluding deferred tax on goodwill	(39,118)	(37,765)
Deferred tax on goodwill amortisation*	24,482	(6,582)
Income tax	**(14,636)**	**(44,347)**
Net profit	**129,076**	**109,758**
Attributable to the Group	**128,507**	**106,897**
Attributable to minority interests / non-controlling interests	**569**	**2,861**
Earnings per share (in euros) - Basic	2.99	2.40
Earnings per share (in euros) - Diluted	2.94	2.36
Adjusted net earnings*	**128,400**	**124,945**
Attributable to the Group	**127,384**	**121,657**
Attributable to minority interests / non-controlling interests	**1,015**	**3,288**
Adjusted earnings per share (in euros) - Basic	2.96	2.73
Adjusted earnings per share (in euros) – Diluted	2.91	2.69

*Adjusted *net earnings is calculated before non-cash items related to IFRS 2 (share-based compensation), before amortisation of acquisition-related intangible assets (client relationships), before deferred tax liabilities related to goodwill for which amortisation is deductible in some countries, before the impact net of tax of other non-current income and expense and the non-monetary impact of changes in puts in other financial income and expenses.*

4.8 – Earnings per share

4.8.1 – Earnings per share

The income statement shows two earnings per share figures: basic and diluted. The number of shares used in the calculations is determined as follows:

Weighted average number of shares	31/12/2017	31/12/2016
Figure at previous year end	**44,625,512**	**45,336,235**
Increase/Decrease in capital	(271,304)	(150,000)
Exercise of options	271,304	-
Treasury shares	(1,644,770)	(559,728)
Number of shares used to calculate basic earnings per share	**42,980,742**	**44,625 512**
Number of additional shares potentially resulting from dilutive instruments	738,148	676,414
Number of shares used to calculate diluted earnings per share	**43,718,890**	**45,301,926**
Net profit attributable to equity holders of the parent (in thousand euros)	128,507	106,897
Earnings per share (in euros) - Basic	**2.99**	**2.40**
Earnings per share (in euros) - Diluted	**2.94**	**2.36**

4.8.2 –Adjusted net earnings per share

Weighted average number of shares	31/12/2017	31/12/2016
Adjusted net profit, attributable to the Group		
Net profit - Group share	128,507	106,897
Items excluded:		
Payroll - share-based payments	10,094	9,991
- Amortisation of intangible assets identified on acquisitions	4,668	4,786
- Other non-operating income and expenses	14,364	(143)
- Non-monetary impact of changes in puts	(1,814)	511
- Deferred tax on goodwill amortisation	(24,482)	6,582
- Income tax on excluded items	(3,507)	(6,540)
- Minority interests on excluded items	(446)	(427)
Adjusted net profit, attributable to the Group	**127,384**	**121,657**
Average number of shares	42,980,742	44,625,512
Average diluted number of shares	43,718,890	45,301,926
Adjusted net earnings per share (in euros), attributable to the Group - Basic	**2.96**	**2.73**
Adjusted net earnings per share (in euros), attributable to the Group - Diluted	**2.91**	**2.69**

4.9 – Dividends paid and proposed

It is the Company's policy to pay dividends in respect of a year, in full, in July of the following year. The amounts per share paid and proposed are as follows:

In respect of the financial year:	Net dividend per share (amounts in euros)
2017[1]	0.87
2016	0.85
2015	0.80

[1] *Total dividend payment of €37 million (after elimination of dividends on treasury shares as at 31 December 2017) to be proposed to the General Meeting on 4 May 2018. The dividend will be paid on 4 July 2018.*

5 – Notes on the statement of consolidated financial position

5.1 – Goodwill

5.1.1 –Goodwill impairment tests

Goodwill is allocated to groups of cash generating units (CFUs), consisting of the following eight regions or sub-regions: Continental Europe, the United Kingdom, Central and Eastern Europe, North America, Latin America, Asia-Pacific, the Middle East and Sub-Saharan Africa.

Goodwill is allocated to cash generating units (CGUs), themselves brought together in one of the operating areas presented in Note 3 Area reporting, as recommended by IFRS 8.

The value in use of the CGUs is determined through a number of methods, among them the DCF (discounted cash flow) method using:

• the four-year post-tax cash flow projections, calculated on the basis of the business plans of these CGUs over the period 2018-2021 excluding external growth and restructuring transactions. These business plans are based for 2018 on the budgetary data approved by the Board of Directors;

• beyond these four years, the terminal value of the cash flows is obtained by applying a long-term growth rate to the end of period normative flow. This long-term growth rate is estimated for each geographical area. This growth rate does not exceed the regional sector's average rate of long-term growth;

• future cash flows are discounted using weighted average cost of capital (WACC) after tax determined individually for each CGU.

At 31 December 2017, on the basis of measurements carried out in-house using the DCF method, Ipsos' management concluded that the recoverable value of goodwill allocated to each group of cash-generating units exceeded its carrying amount.

The principal assumptions used for the goodwill impairment tests conducted on each group of cash-generating units were as follows:

	2017					2016				
Cash-generating units	Gross value of goodwill	Growth rate for 2018-2018	Growth rate for 2019-2021	Perpetual growth rate 2021 and beyond	Discount rate after tax	Gross value of goodwill	Growth rate for 2017	Growth rate for 2018-2020	Perpetual growth rate beyond 2020	Discount rate after tax
Continental Europe	143,005	1.5%	1.0%	2.0%	7.3%	143,307	1.3%	1.0%	2.0%	7.3%
United Kingdom	154,165	1.6%	1.0%	2.0%	7.2%	159,391	3.9%	1.0%	2.0%	7.2%
Central and Eastern Europe	67,835	4.1%	5.0%	2.0%	9.1%	70,783	7.8%	5.0%	2.0%	9.2%
Latin America	57,311	3.5%	3.0%	3.0%	9.1%	65,412	2.9%	3.0%	3.0%	9.8%
North America	516,382	2.2%	2.0%	2.0%	6.5%	575,965	2.1%	2.0%	2.0%	6.4%
Asia-Pacific	186,771	5.1%	4.5%	3.0%	7.5%	208,273	4.3%	4.5%	3.0%	7.5%
Middle East	14,918	0.0%	5.0%	2.5%	9.1%	16,670	1.4%	5.0%	2.5%	9.3%
Sub-Saharan Africa	18,965	28.5%	7.0%	3.0%	10.8%	19,390	3.4%	7.0%	3.0%	10.6%
Subtotal	**1,159,352**					**1,259,193**				

Sensitivity of DCF values in use of goodwill

The sensitivity of the impairment test to changes in the assumptions used to determine the DCF value in use of goodwill at end-2017 is illustrated in the table below:

In thousand	Test margin(*)	Discount rate (WACC) applied to cash flows +0.5%	Perpetual growth rate -0.5%	Terminal recurring operating margin - 0.5%
Continental Europe	247,992	212,791	219,802	222,769
United Kingdom	98,574	74,380	78,817	82,497
Central and Eastern Europe	97,474	84,921	87,305	90,420
Latin America	28,901	20,039	22,046	22,144
North America	965,040	809,723	826,824	921,326
Asia-Pacific	432,253	365,007	373,632	406,298
Middle East	36,138	31,019	32,004	32,308
Sub-Saharan Africa	12,800	10,153	10,737	11,120

(*) *Test margin = DCF value in use - carrying amount*

The declines in DCF values in use that would result from the above simulations would not affect the amount at which the goodwill is carried in the balance sheet. As regards the Latin America region, the figures presented take into account the continuation of the plan to improve the region's operating margin, which was 1.6% in 2017 and was negatively impacted in particular by the ongoing economic recession in Brazil. The margin is expected to gradually return to a more normal level of at least 8% (8.4% in 2022 – terminal year). The table above details all the elements required for valuation based on other assumptions.

5.1.2 –Changes during 2017

In thousand euros	01/01/2017	Increases	Decreases	Change in commitments to buy out minority interests	Exchange rates	31/12/2017
Goodwill	1,259,193			(9,152)	(90,689)	1,159,352

5.2 – Other intangible assets

In thousand euros	01/01/2017	Increases	Decreases	Exchange rates	Entities combination and other movements	31/12/2017
Trademark	2,105	1	0	(141)	0	1,965
Online panels	26,646	3,156	(1,678)	(1,253)	0	26,869
Offline panels	7,349	0	0	(771)	0	6,578
Client relations	74,480	0	0	(5,612)	0	68,868
Other intangible assets(1)	89,924	5,140	(1,584)	(4,754)	1,235	89,963
Gross value	**200,504**	**8,298**	**(3,263)**	**(12,531)**	**1,235**	**194,243**
Trademark	(730)	0	0	60	0	(670)
Online panels	(18,274)	(2,944)	1,678	751	0	(18,788)
Offline panels	(5,653)	0	0	594	0	(5,059)
Client relations	(31,309)	(4,668)	0	2,560	0	(33,417)
Other intangible assets(1)	(73,050)	(7,498)	1,510	3,924	(1,231)	(76,345)
Amortisation and depreciation	**(129,015)**	**(15,110)**	**3,188**	**7,890**	**(1,231)**	**(134,279)**
Net value	**71,489**	**(6,812)**	**(75)**	**(4,641)**	**4**	**59,964**

In thousand euros	01/01/2016	Increases	Decreases	Exchange rates	Entities combination and other movements	31/12/2016
Trademark	2,187	1	-	(82)	-	2,105
Online panels	25,893	3,152	0	(2,400)	2	26,646
Offline panels	7,236	-	-	113	-	7,349
Client relationships	75,445	-	(1,024)	58	-	74,480
Other intangible assets(1)	92,607	5,577	(6,476)	(1,111)	(673)	89,924
Gross value	**203,369**	**8,730**	**(7,500)**	**(3,423)**	**(671)**	**200,504**
Trademark	(615)	(108)	-	(7)	-	(730)
Online panels	(17,872)	(2,484)	-	2,082	-	(18,274)
Offline panels	(5,608)	-	-	(47)	1	(5,653)
Client relationships	(27,364)	(4,678)	630	104	(1)	(31,309)
Other intangible assets(1)	(71,441)	(8,266)	6,468	(482)	671	(73,050)
Amortisation and depreciation	**(122,899)**	**(15,535)**	**7,098**	**1,651**	**671**	**(129,015)**
Net value	**80,469**	**(6,806)**	**(402)**	**(1,772)**	**-**	**71,489**

(1) This mainly concerns software and R&D costs. Development costs capitalised in 2016 and 2017 amounted to €3.2 million and €2.9 million respectively for an overall R&D budget of €41.4 million in 2016 and €36.2 million in 2017.

5.3 – Property, plant and equipment

In thousand euros	01/01/2017	Increases	Decreases	Exchange rates	Changes in scope of consolidation and other movements	31/12/2017
Land and buildings	7,746	(8)	(71)	(478)	-	7,189
Other property, plant and equipment	151,233	8,926	(5,353)	(12,106)	(20)	142,679
Gross value	**158,979**	**8,918**	**(5,424)**	**(12,582)**	**(20)**	**149,868**
Land and buildings	(3,520)	(202)	-	225	17	(3,479)
Other property, plant and equipment (1)	(119,941)	(9,598)	5,292	10,077	3	(114,160)
Amortisation and depreciation	**(123,462)**	**(9,800)**	**5,292**	**10,302**	**20**	**(117,639)**
Net value	**35,517**	**(882)**	**(132)**	**(2,282)**	**0**	**32,228**

In thousand euros	01/01/2016	Increases	Decreases	Exchange rates	Changes in scope of consolidation and other movements	31/12/2016
Land and buildings	7,377	70	(1)	300	-	7,746
Other property, plant and equipment (1)	155,308	9,749	(9,351)	115	(4,589)	151,233
Gross value	**162,685**	**9,820**	**(9,353)**	**415**	**(4,589)**	**158,979**
Land and buildings	(3,231)	(185)	2	(100)	(7)	(3,520)
Other property, plant and equipment (1)	(122,245)	(10,250)	8,983	(1,071)	4,641	(119,941)
Amortisation and depreciation	**(125,476)**	**(10,435)**	**8,986**	**(1,171)**	**4,630**	**(123,462)**
Net value	**37,209**	**(615)**	**(367)**	**(755)**	**41**	**35,517**

(1) *See Note 1.2.13 on the type of other property, plant and equipment.*

The net value of non-current assets held under finance leases came to €4.9 million at 31 December 2017 and €5.4 million at 31 December 2016.

5.4 – Investment in associates

This item saw the following changes during 2017:

In thousand euros	31/12/2017	31/12/2016
Gross value at start of period	**208**	**262**
Share of profit	217	(46)
Dividends paid		-
Change in scope of consolidation	490	-
Others	1	(8)
Gross value at end of period	**916**	**207**
Contribution to equity (including profit)	1,019	(800)

In thousands of euros	31/12/2017			31/12/2016		
	Ipsos Opinion SA	Apeme	Shanghai Ipsos Info Technology	Ipsos Opinion SA	Apeme	Shanghai Ipsos Info Technology
Current assets	1,060	1,483	4,363	902	750	-
Non-current assets	8	(19)	588	11	566	-
Total Assets	**1,068**	**1,464**	**4,951**	**913**	**1,316**	**-**
Current liabilities	1,332	1,230	3,224	1,125	973	-
Non-current liabilities	653		25	642	289	-
Total liabilities	**1,985**	**1,230**	**3,249**	**1,767**	**1,262**	**-**
Net assets	**(917)**	**234**	**1,702**	**(854)**	**54**	**-**

The principal balance sheet and income statement items from Apeme (Portugal), 25%-owned, Ipsos Opinion SA (Greece), 30%-owned, and Shanghai Ipsos Info Technology (China), 40%-owned, are the following at 31 December:

In thousands of euros	31/12/2017			31/12/2016		
	Ipsos Opinion SA	Apeme	Shanghai Ipsos Info Technology	Ipsos Opinion SA	Apeme	Shanghai Ipsos Info Technology
Revenue	1,547	2,000	5,824	1,357	2,200	-
Operating profit	(52)	226	629	(223)	158	-
Net profit	(64)	180	478	(251)	117	-
Percentage ownership	**30%**	**25%**	**40%**	**30 %**	**25 %**	**-**
Share of profit of associates	(20)	45	192	(75)	30	-

5.5 – Other non-current financial assets

In thousand euros	01/01/2017	Increases	Decreases	Entities Combination, reclassifications and translation differences	31/12/2017
Loans	644	422	(16)	-	1,050
Other financial assets(1)	21,976	4,609	(3,500)	(3,952)	19,133
Gross value	**22,621**	**5,032**	**(3,516)**	**(3,953)**	**20,184**
Impairment of other financial assets	(73)	-	-	1,315	1,242
Impairment	**(73)**	**-**	**-**	**1,315**	**1,241**
Net value	**22,547**	**5,032**	**(3,516)**	**(2,638)**	**21,425**

(1) This mainly related to guarantees and deposits

5.6 – Trade receivables

In thousand euros	31/12/2017	31/12/2016
Gross value*	624,801	631,474
Impairment	(7,141)	(7,068)
Net value	**617,660**	**624,406**

**The item comprises €176 million of surveys in progress as at 31 December 2017 (€166 million at 31 December 2016).*

In 2017, provisions for impairments of trade receivables amounted to €1.8 million and reversals of impairment provisions on trade receivables came to €0.1 million.

5.7 – Other current assets

In thousand euros	31/12/2017	31/12/2016
Advances and payments on account	3,666	2,119
Social security receivables	3,598	4,143
Tax receivables	35,535	36,512
Prepaid expenses	17,334	20,888
Other receivables and other current assets	15,669	15,015
Total	**75,802**	**78,677**

All other current assets have a maturity of less than one year.

5.8 – Shareholders' equity

5.8.1 – Share capital

At 31 December 2017, the share capital of Ipsos SA was €11,109,059 made up of 44,436,235 shares with a nominal value of €0.25 each. The number of shares making up the share capital and holdings of treasury shares changed as follows during 2017:

Number of shares (€0.25 nominal value)	Shares issued	Treasury shares	Shares in issue
At 31 December 2016	**44,436,235**	**(2,092,179)**	**42,344,056**
Capital increase (exercise of subscription options)	271,304	-	271,304
Capital reduction (through the cancellation of own shares)	(271,304)	271,304	-
Transfer (delivery of free share allocation plan of April 2015)	-	361,826	361,826
Transfer (delivery of plan IPF 2020)	-	119,426	119,426
Purchases/sales (outside liquidity contract)	-	-	-
Changes under the liquidity contract	-	(11,218)	(11,218)
At 31 December 2017	**44,436,235**	**(1,350,841)**	**43,085,394**

The Ipsos SA capital is made up of a single class of ordinary shares with a nominal value of €0.25 each. Registered shares held for more than two years carry double voting rights.

Treasury shares held at the close of the financial year, including those held as part of the liquidity contract, are deducted from equity. These treasury shares held do not carry dividend rights.

The Company has implemented several share allocation plans, which are described below.

5.8.2 – Share allocation plan

5.8.2.1 – Share subscription option plans

Since 1998, the Ipsos SA Board of Directors has set up several share subscription option plans at a specified price, for certain employees and all directors and officers of the Company. The current terms of plans outstanding at year opening are as follows:

Date of allocation to beneficiaries	Initial exercise date for options	Expiry date of the vesting period	Exercise price	Number of people affected	Number of options initially attributed	Number of options outstanding at 1/1/2017	Granted during the year	Cancelled during the year	Exercised during the year	Expired during the year	Number of options outstanding at 31/12/2017
04/09/2012	04/09/2015	04/09/2020	24,63	129	1,545,380	938,824	-	(21,844)	(202,044)	-	714,936
04/09/2012	04/09/2016			27	423,990	324,898	-	(17,368)	(69,260)	-	238,270
Sub-Total Plan IPF 2012-2020				**156**	**1,969,370**	**1,263,722**	**-**	**(39,212)**	**(271,304)**	**-**	**953,206**
Total					**1,969,370**	**1,263,722**	**-**	**(39,212)**	**(271,304)**	**-**	**953,206**

5.8.2.2 – Free share allocation plans

Each year since 2006, the Board of Directors of Ipsos SA has set up free share allocation plans for the benefit of French residents and French non-residents, who are employees, officers and directors of the Ipsos Group. These shares will vest with the beneficiaries only after a period of two years, provided that the beneficiary is still an employee, officer or director of the Ipsos Group at the end of this period. Starting with the next plan that will be implemented in respect of the 2018 financial year, the vesting period will be three years.

The principal features of the free share plans that remained in effect at the start of the period are as follows:

Date of allocation to beneficiaries	Type of plan	Number of people affected	Number of free shares initially attributed	Vesting date	Number of shares outstanding at 01/01/2017	Granted during the year	Cancelled during the year	Reclassified during the year	Delivered during the year	Number of shares outstanding at 31/12/2017
04/09/2012	IPF Non-France	129	154,538	04/09/2017	101,643	-	(9,015)	-	(92,628)	-
04/09/2012	IPF France	27	42,399	04/09/2017	33,527	-	(6,729)	-	(26,798)	-
Sub-Total Plan IPF 2012-2020		**156**	**196,937**		**135,170**	**-**	**(15,744)**	**-**	**(119,426)**	**-**
24/04/2015	France	87	68,918	24/04/2017	59,441	-	(3,213)	-	(57,960)	-
24/04/2015	Non-France	896	347,225	24/04/2017	312,129	-	(6,531)	-	(303,866)	-
2015 Plan Subtotal		**983**	**416,143**		**371,570**	**-**	**(9,744)**	**-**	**(361,826)**	**-**
28/04/2016	France	65	64,903	28/04/2018	64,903	-	(10,059)	-	-	54,844
28/04/2016	Non-France	730	386,212	28/04/2018	380,081	-	(11,196)	-	-	368,885
2016 Plan Subtotal		**795**	**451,115**		**444,984**	**-**	**(21,255)**	**-**	**-**	**423,729**
28/04/2017	France/Non-France	851	397,878	28/04/2019	-	397,878	(7,588)	-	-	390,290
2017 Plan Subtotal		**851**	**397,878**		**-**	**397,878**	**(7,588)**	**-**	**-**	**390,290**
Total free share allocation plan					**951,724**	**397,878**	**(54,331)**	**-**	**(481,252)**	**814,019**

Marginal adjustments were decided by the Board of Directors of 26 July 2017 as a corrective measure for processing errors.

5.8.3 –Analysis of share-based payment costs

In accordance with IFRS 2, to assess the staff costs deriving from the options, the following assumptions are used:

Date on which the Board of Directors granted the stock options to the beneficiaries		25/04/2014	24/04/2015	28/04/2016	28/04/2017
Share price on grant date		28.40	25.98	24.10	28.99
Option fair value	France	26.59	24.19	22.32	27.07
	Non-France	26.80	24.36	22.32	
Risk-free interest rate		0.63 %	0.08 %	-0.29%	-0.23%
Dividends		0.70	0.75	0.80	0.85

Ipsos uses the Black & Scholes model to measure the staff costs relating to stock options, which has the following main assumptions:

Date on which the Board of Directors granted the stock options to the beneficiaries		04/09/2012
Fair value of option	France	4.67-4.71
	Non-France	4.57-4.66
Implied market volatility		25%

During 2017 and 2016, the expense recognised, in respect of stock option and free share allocation plans, was calculated as follows:

In thousand euros	31/12/2017	31/12/2016
Plan Ipsos Partnership Funds 2020 of 4 September 2012	201	1,152
Free share allocation plan of 25 April 2014	-	1,172
Free share allocation plan of 24 April 2015	1,391	4,392
Free share allocation plan of 28 April 2016	4,711	3,020
Free share allocation plan of 28 April 2017	3,245	-
Total (excluding contributions)	**9,549**	**9,737**
Employer contribution 20% France and United Kingdom	545	254
Total (with contributions)	**10,094**	**9,991**

5.9 – Financial debt

5.9.1 –Net financial debt

Borrowings, net of cash and cash equivalents, are comprised as follows:

In thousands of euros	31/12/2017				31/12/2016			
	Total				Total			
		less than 1 year	between 1 and 5 years	5 years or more		less than 1 year	between 1 and 5 years	5 years or more
Bond issue(1)	173,106	-	173,106	-	280,249	79,447	172,768	28,035
Bank borrowings(2) (3) (4)	423,808	20,813	330,037	72,958	424,741	0	347,015	77,726
Derivative financial instruments - liabilities	216	216	-	-	600	600	-	-
Debt linked to finance leases	598	220	378	-	708	236	472	-
Other financial liabilities	136	14	123	-	145	8	136	-
Accrued interest on financial liabilities	2,938	2,938	-	-	4,239	4,239	-	-
Bank overdrafts	2,158	1,327	831	-	2,133	2,133	-	-
Borrowings and other financial liabilities (a)	**602,959**	**25,526**	**504,474**	**72,958**	**712,815**	**86,662**	**520,391**	**105,761**
Derivative financial instruments - assets (b)	**1,462**	**1,462**	-	-	**3,399**	**3,399**	-	-
Short-term investments in money-market instruments	6,495	6,495	-	-	14,422	14,422	-	-
Available cash	130,771	130,771	-	-	150,470	150,470	-	-
Cash and cash equivalents (c)	**137,267**	**137,267**	-	-	**164,892**	**164,892**	-	-
Net debt (a - b - c)	**464,231**	**(113,202)**	**504,474**	**72,958**	**544,523**	**(81,629)**	**520,391**	**105,761**

(1) *In September 2010, a new bond amounting to $300 million was issued through a private placement with US insurance companies. It is split according to three tranches: a 7-year bond amounting to $85 million (fixed rate of 4.46%), a 10-year bond amounting to $185 million (fixed rate of 5.18%), a 12-year bond amounting to $30 million (fixed rate of 5.48%).The $ 85 million has been repaid in fiscal 2017 Interest-rate swaps amounting to $100 million with a 10-year maturity were arranged.*

(2) *In November 2013, the Company issued a "Schuldschein" bond on the German private market, divided into four fixed and variable-rate tranches in euros for a total of €52.5 million, with maturities of three, five and seven years, and two variable-rate tranches in US dollars for a total of $76.5 million with maturities of three and five years.*

(3) *In December 2016, the Company issued a "Schuldschein" bond on the German private market, divided into five fixed and variable-rate tranches in euros for a total of €138 million, with maturities of three, five and seven years, and four fixed and variable-rate tranches in US dollars for a total of $90 million with maturities of five and seven years.*

(4) *In December 2017, a new variable rate loan was contracted with Société Générale for an amount of € 30 million and for a period of four years.*

5.9.2 –Breakdown of financial liabilities (excluding derivative instruments)

The breakdown of financial liabilities excluding derivative financial instruments at 31 December 2017 is as follow:

In thousands of euros	2018	2019	2020	2021	2022	> 2022	Total
Bond issues	-	-	148,957	-	24,149	-	**173,106**
Bank borrowings	20,469	4,754	11,955	181,707	131,965	72,958	**423,808**
Debt linked to finance leases	220	367	8	3	-		**598**
Other financial liabilities	14	25	2	94	1	-	**136**
Accrued interest on financial liabilities	2,938	-	-	-	-	-	**2,938**
Bank overdrafts	1,326	832	-	-	-	-	**2,158**
Borrowings and other financial liabilities	**24,966**	**5,978**	**160,922**	**181,804**	**156,115**	**72,958**	**602,743**

The breakdown of financial liabilities excluding derivative instruments at 31 December 2016 is as follows:

In thousand euros	2017	2018	2019	2020	2021	> 2021	Total
Bond issues	79,447	-	-	172,768	-	28,035	**280,249**
Bank borrowings	-	99,744	4,558	11,855	230,858	77,726	**424,741**
Debt linked to finance leases	236	455	8	5	3	-	**708**
Other financial liabilities	8	27	108	-	-	-	**143**
Accrued interest on financial liabilities	4,239	-	-	-	-	-	**4,239**
Bank overdrafts	2,135	-	-	-	-	-	**2,133**
Borrowings and other financial liabilities	**86,065**	**100,226**	**4,674**	**184,628**	**230,861**	**105,761**	**712,213**

5.9.3 – Financial debt by currency (excluding derivative instruments)

In thousands of euros	31/12/2017	31/12/2016
US dollar (USD)	296,518	439,697
Euro (EUR)	209,613	168,443
Pound sterling (GBP)	63,680	66,078
Japanese yens (JPY)	32,812	35,903
Other currencies	120	2,092
TOTAL	**602,743**	**712,213**

5.10 – Current and non-current provisions

In thousand euros	Amount at 1/1/2017	Allowances	Reversals of provisions used	Reversals of provisions not used	Changes in scope of consolidation and other reclassifications	Exchange rates	Amount at 31/12/2017
Provisions for litigations	6,471	421	(753)	-	(31)	(674)	5,434
Provisions for other liabilities and charges	12,426	1,217	(2,233)	(209)	(35)	(447)	10,719
Total	**18,897**	**1,638**	**(2986)**	**(209)**	**(66)**	**(1,121)**	**16,153**
o/w current provisions	**9,664**	**-**	**-**	**-**	**-**	**-**	**7,189**
o/w non-current provisions	**9,230**	**-**	**-**	**-**	**-**	**-**	**8,964**

Provisions for litigation concern primarily commitments relating to legal disputes with employees.

Provisions for other charges comprise commitments for rents above the market value or unoccupied premises, as well as tax and social security risks. These commitments were recognised on the occasion of the acquisition of Synovate on the fair value measurement of their respective assets and liabilities.

5.11 – Pensions and similar liabilities

Group commitments for pension and similar liabilities mostly concern the following defined benefit plans that follow:

- retirement indemnities (France, Italy, Japan);

- end-of-service benefits (Australia, Turkey, Middle East);

- supplementary pensions (Germany, United Kingdom) which are added to state pensions;

- coverage of certain medical expenses for pensioners (South Africa).

Pension and similar liabilities are recognised in accordance with the method described in Note 1.2.22. "Employee benefits". For defined contribution plans, the Group's sole obligation is to pay the premiums due. The expense corresponding to the contributions paid is recognised through profit or loss for the financial year.

5.11.1 – Actuarial assumptions

Actuarial assumptions, used for the pension liabilities valuation, take in account demographic and financial conditions specific to each country or entity of the Group.

For the period ended at 31 December 2017, the Group kept the same assumptions that were used in previous years to determine the discount rates. For the most important countries, the principal actuarial assumptions used were as follows:

	Euro zone	United Kingdom
Discount rate		
2017	1,44%	2,50%
2016	1,48%	2,70%
Future salary increases		
2017	1% - 4%	2,90%
2016	2% - 4%	3,10 %
Expected return on plan assets		
2017	-	2,50 %
2016	-	2,70 %

At each period-end, the discount rate is determined based on the most representative returns on high quality corporate bonds with a life that approximates the duration of the benefit obligation. For the Euro zone, the Group used the IBOXX € Corporate AA. Mortality and staff turnover assumptions take into account the economic conditions specific to each country or Group company.

5.11.2 –Comparison between value of liabilities and provisions

	31/12/2017				31/12/2016			
In thousand euros	**France**	**United Kingdom**	**Other foreign companies**	**Total**	**France**	**United Kingdom**	**Other foreign companies**	**Total**
Present value of the liability	(8,030)	(13,729)	(18,376)	(40,135)	(7,504)	(14,235)	(19,528)	(41,267)
Fair value of financial assets	-	13,217	-	13,217	-	13,238	-	13,238
Surplus or (deficit)	**(8,030)**	**(512)**	**(18,376)**	**(26,918)**	**(7,504)**	**(997)**	**(19,528)**	**(28,029)**
Net assets/(provisions) recognised on the balance sheet	**(8,030)**	**(512)**	**(18,376)**	**(26,918)**	**(7,504)**	**(997)**	**(19,528)**	**(28,029)**

5.11.3 –Change in liabilities during the year

	31/12/2017				31/12/2016			
In thousand euros	**France**	**United Kingdom**	**Other foreign companies**	**Total**	**France**	**United Kingdom**	**Other foreign companies**	**Total**
Benefit obligation, beginning of year	**(7,504)**	**14,235**	**19,528**	**41,267**	**(5,763)**	**(14,185)**	**(18,430)**	**(38,378)**
Supplementary rights acquired	229	-	-	229	41	-	1,492	1,533
Interest on benefit obligation	114	372	25	511	117	503	59	679
Fund performance	-	(346)	-	(346)	-	(473)	-	(473)
Change in plan type	-	-	-	-	-	-	641	641
Actuarial gains and losses	(284)	(428)	341	(371)	1,120	255	30	1,505
Benefits paid out	467	(446)	(1521)	(1500)	363	(1,884)	(1,124)	(2,645)
Employer contributions	-	-	-	-	-	-	-	-
Translation differences	-	342	(1,425)	(1,083)	-	1,648	-	1,648
Change in scope of consolidation	-	-	-	-	-	-	-	-
Benefit obligation, end of year	**8,030**	**13,729**	**18,376**	**40,135**	**7,504**	**14,235**	**19,528**	**41,267**
Financial coverage	(8,030)	(13,729)	(18,376)	(40,135)	(7,504)	(14,235)	(19,528)	(41,267)
Fair value of financial assets	-	13,217	-	13,217	-	13,238	-	13,238
Provisions	**(8,030)**	**(512)**	**(18,376)**	**(26,918)**	**(7,504)**	**(997)**	**(19,528)**	**(28,029)**

5.11.4 –Change in fair value of plan assets

In thousands of euros	United Kingdom	Other foreign companies	Total
Invested assets as at 1 January 2016	**13,340**	**-**	**13,340**
Expected return on plan assets	473	-	**473**
Contributions to external funds	-	-	**-**
Benefits paid out	(255)	-	**(255)**
Actuarial gains and losses	1,667	-	**1,667**
Currency translation differences	(1,384)	-	**(1,384)**
Invested assets as at 31 December 2016	**13,841**	**-**	**13,841**
Expected return on plan assets	346	-	**346**
Contributions to external funds	-	-	**-**
Benefits paid out	(242)	-	**(242)**
Actuarial gains and losses	342	-	**342**
Currency translation differences	(904)	-	**(904)**
Invested assets as at 31 December 2017	**13,382**	**-**	**13,382**

5.11.5 –Allocation of plan assets

In thousands of euros	United Kingdom	Other foreign companies	Total	%
Corporate bonds	13,758	-	13,758	99.4%
Cash	82	-	82	0.6%
Invested assets as at 31 December 2016	**13,841**	**-**	**13,841**	**100.0%**
Corporate bonds	13,319	-	13,319	99.5%
Cash	63	-	63	0.5%
Invested assets as at 31 December 2017	**13,382**	**-**	**13,382**	**100.0%**

5.11.6 –Pension expenses recognised during the year

Expenses linked to defined-benefit pension plans are an integral part of the Group's personnel expenses. They are broken down for each financial year as follows:

	2017				2016			
In thousand euros	**France**	**United Kingdom**	**Other foreign companies**	**Total**	**France**	**United Kingdom**	**Other foreign companies**	**Total**
Supplementary rights acquired	(229)	-	-	(229)	(41)	-	(1,492)	(1,533)
Interest on benefit obligation	(114)	(372)	(28)	(514)	(117)	(503)	(59)	(679)
Amortisation of past service cost	-	-	-	-	-	-	-	-
Amortisation of actuarial gains and losses	-	-	-	-	-	-	-	-
Fund performance	-	346	-	346	-	473	-	473
Benefits paid out	-	-	85	85	-	-	1,121	1,121
Total expense for the year	**(343)**	**(26)**	**57**	**(313)**	**(158)**	**(31)**	**(430)**	**(619)**

Expenses related to defined-benefit plans are recognised in payroll and amounted to €17.8 million in 2016 and €18.6 million in 2017. The Group does not anticipate any significant change in terms of expenses related to defined-benefit plans in 2018.

The information required by IAS 19 over four years was not repeated here for financial years 2014 and 2015. It appears in the 2015 Reference document, incorporated by reference.

5.12 – Other current and non-current liabilities

	31/12/2017			31/12/2016		
In thousand euros	**< 1 year**	**> 1 year**	**Total**	**< 1 year**	**> 1 year**	**Total**
Payments and earn-out payments[(1)]	154	3,241	3,395	2,150	-	2,150
Buy-out of minority interests[(1)]	9,575	13,500	23,075	20,771	20,952	41,723
Advances and progress payments from clients	16,134	-	16,134	17,947	-	17,947
Other tax and social security liabilities	128,964	-	128,964	141,051	-	141,051
Pre-paid income[(2)]	8,686	-	8,686	10,867	-	10,867
Other debt and other liabilities	6,079	1,442	7,520	6,219	207	6,426
Total	**169,592**	**18,183**	**187,775**	**199,005**	**21,159**	**220,164**

[(1)] *See comments in Note 6.4.3 - Acquisition-related commitments.*

[(2)] *This mainly concerns client studies for which invoicing exceeds revenue recognised using the percentage-of-completion method.*

6. Additional information

6.1 Notes on the consolidated cash flow statement

6.1.1 –Changes in working capital requirement

In thousand euros	31/12/2017	31/12/2016
Decrease/(increase) in trade receivables	(47,933)	3,072
Increase/(decrease) in trade payables	17,573	(709)
Change in other receivables and payables	(7,411)	20,456
Changes in working capital requirement	**(37,771)**	**22,819**

6.1.2 – Cash flow relating to investing activities

In thousand euros	31/12/2017	31/12/2016
Acquisitions of intangible assets	(8,298)	(8,730)
Acquisitions of property, plant and equipment	(8,918)	(9,820)
Total acquisitions during the period	**(17,216)**	**(18,550)**
Deferred disbursement	(302)	918
Payments made on acquisitions of intangible assets and property, plant and equipment	**(17,518)**	**(17,631)**

6.1.3 –Cash flow relating to acquisitions and consolidated activities, net of acquired cash

Companies' acquisitions and consolidated activities, net of acquired cash which appear in the consolidated cash flow statement, can be summarised as follow:

In thousand euros	31/12/2017	31/12/2016
Cashed in/out for acquisitions during the year	-	1,393
Cash acquired/made over	-	(383)
Cashed in/out for buy-out of minority interests	(12,785)	(33,312)
Cashed in/out for previous years acquisitions	(2,212)	22,891
Acquisitions of companies and consolidated activities, net of acquired cash	**(14,997)**	**(9,412)**

6.2 – Financial risk management objectives and policies

6.2.1 – Exposure to interest rate risk

Ipsos' exposure to risk arising from changes in market interest rates relates to its long-term debt. The Group's policy is to manage interest expenses by using a combination of fixed- and floating-rate borrowings.

The Group's policy is not to deal in financial instruments for the purpose of speculation. The interest rate swap to cover one-third of the $300 million bond issue meets the criteria for fair value hedge accounting within the meaning of IAS 39. The swap is recognised on the balance sheet at its market value against the risk covered.

Other derivative instruments (interest rate swaps) and tunnels bought by Ipsos SA do not fulfil the conditions of IAS 39 and are not recognised as hedging instruments, even though they correspond on an economic level to hedging of interest rate risk relating to debt.

Interest rate hedges

In thousands of euros	Financial assets(1) (a)		Financial liabilities (2) (b)		Net exposure before hedging (c) = (a) + (b)		Interest rate hedging instruments(3) (d)		Net exposure after hedging (e) = (c) + (d)	
	Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate
2018	-	(137,266)	22,372	-	22,372	(137,266)	30,000	(30,000)	52,372	(167,266)
2019	-	-	1,223	4,410	1,223	4,410	-	-	1,223	4,410
2020	-	-	160,921	-	160,921	-	(70,875)	70,875	90,046	70,875
2021	-	-	30,101	151,703	30,101	151,703	-	-	30,101	151,703
2022	-	-	24,150	131,965	24,150	131,965	-	-	24,150	131,965
> 2022	-	-	33,265	39,693	33,265	39,693	-	-	33,265	39,693
Total	**-**	**(137,266)**	**272,032**	**327,771**	**272,032**	**190,505**	**(40,875)**	**40,875**	**231,157**	**231,380**

(1) Financial assets correspond to cash and cash equivalents.

(2) Financial liabilities correspond to borrowings and other financial liabilities (excluding accrued interest and fair value of derivative financial instruments) described in Note 5.9.1 "Net financial debt".

(3) Interest rate swaps and tunnels covering the US private placement bond issued in 2010, and the syndicated floating-rate credit facilities of €150 and €215 million.

Around 61.5% of the €600 million in gross debt at 31 December 2017 (excluding accrued interest and the fair value of derivative instruments) was floating rate (after taking into account swap contracts and tunnels). A 1% increase in short-term interest rates would have a negative impact of around €3.7 million on the Group's financing expenses, equivalent to a 18% rise in finance costs for 2017. Interest rate risk management is centralised at the headquarters under the responsibility of the Group cash manager.

6.2.2 – Exposure to exchange rate risk

The Group is active, via consolidated subsidiaries, in 89 countries and carries out projects in more than 100 countries. Ipsos records its financial position and its income in the relevant local currency, and then converts these figures into euros at the applicable exchange rates for the purposes of consolidation in the Group's financial statements.

The share of the main currencies in consolidated revenue is as follows:

	31/12/2017	31/12/2016
Euro (EUR)	16.4%	16.3%
US dollar (USD)	27.5%	32%
Pound sterling (GBP)	11.6%	11.7%
Canadian dollars (CAD)	4.2%	4.3%
Brazilian real (BRL)	2.1%	2.1%
Yuan (CNY)	5.7%	5.3%
Other currencies	32.5%	28.4%
TOTAL	**100 %**	**100 %**

The Group has little exposure to transaction-related exchange rate risk, since its subsidiaries almost always invoice in their local currency, and since operating costs are also denominated in the local currency. As a result, the Group does not usually hedge its exchange rate exposure.

The transactional exchange rate risk for the Ipsos Group is limited primarily to trademark licence royalties and payments for services or technical assistance charged by Ipsos SA or Ipsos Group GIE to subsidiaries in local currencies.

Where possible, the Group covers the financing requirements of subsidiaries in the operating company of the subsidiary concerned. Around 65% of debt is denominated in currencies other than the euro.

Hedging exchange rate risk

Borrowings by Ipsos SA in currencies other than the euro are generally covered by assets in the same currency. Exchange rate losses on net investments in a foreign subsidiary, recognised in equity in accordance with IAS 21 and IAS 39, came to €0.4 million at 31 December 2017.

The table below shows the details of the net asset position as at 31 December 2017 (trade receivables net of trade payables in currencies and bank accounts) of the entities bearing the main exchange rate risks: Ipsos SA, Ipsos Group GIE and Ipsos Holding Belgium. It presents transactional foreign exchange gains or losses recognised in financial result:

In thousand euros	USD	CAD	GBP	JPY	BRL	Others
Financial assets	1,006	-	84	95	504	3,675
Financial liabilities	(17,798)	(139)	12,112	(1)	-	(4,689)
Net position before management	**(16,792)**	**(139)**	**12,197**	**95**	**504**	**(1,013)**
Derivative instruments	-	-	-	-	-	-
Net position after management	**(16,792)**	**(139)**	**12,197**	**95**	**504**	**(1,013)**

A 5% decrease in the value of the euro against the US dollar, Canadian dollar, British pound, Brazilian real and Japanese yen would result in a gain on translation of around €0.21 million, recognised in financial income.

Sensitivity to changes in exchange rates for the main exposure

As of 31 December 2017, the sensitivity of the Group's operating margin, net income and equity to a change in the exchange rates of each country against the euro was as follows for the Group's main exposures:

In thousand euros	2017		
	USD	CAD	GBP
	5% increase in the currency against the euro	5% increase in the currency against the euro	5% increase in the currency against the euro
Impact on operating margin	2,174	509	269
Impact on profit before tax	1,533	299	(69)
Impact on equity Group share	10,543	2,396	(3,915)

6.2.3 – Exposure to client counterparty risk

The Group analyses its trade receivables, paying particular attention to improving recovery times, as part of the overall management of its working capital requirements, backed by the "Max Cash" programme.

Any impairment is assessed on an individual basis and takes account of various criteria such as the client's situation and payment delays. No charge to impairment is recorded on a statistical basis.

The table below shows the age of trade receivables at 31 December 2017 and 31 December 2016:

In thousand euros		31 December 2017					
		Receivables due					
Net trade receivables	Receivables not due	Total	Less than 1 month	1 to 3 months	3 to 6 months	More than 6 months	Impairment
617,631	508,143	109,488	62,040	31,009	8,632	14,947	(7,141)

In thousand euros		31 December 2016					
		Receivables due					
Net trade receivables	Receivables not due	Total	Less than 1 month	1 to 3 months	3 to 6 months	More than 6 months	Impairment
624 406	528 477	95 924	48 188	28 246	11 546	15 012	(7 068)

The Group services a large number of clients in a varied range of business areas. The largest clients are international groups. The largest client represents around 2.5% of Group revenue. No other client exceeds 2.3% of revenue (more than 5,000 clients in total). The solvency of international clients and the considerable dispersion of other clients limit credit risk.

6.2.4 –Exposure to banking counterparty risk

The Group has established a policy for selecting authorised banks to act as counterparties for all subsidiaries. This policy makes it mandatory to deposit cash with authorised banks. Moreover, only leading banks are authorised, thus limiting counterparty risk.

6.2.5 – Exposure to liquidity risk

As at 31 December 2017, the Group's financing via Ipsos SA took the form of:
- US private placement bond issued in 2010 at seven, ten and twelve year maturities for $300 million. The redemption of the first tranche of $85 million took place on 28 September 2017, the gross balance is $215 million (€179.3 million);
- a Schuldschein loan contracted on 7/11/2013. The €32.5 million tranche remains outstanding as at 31 December 2017;
- a Schuldschein loan contracted on 7/12/2016 with a tranche of €138 million and another tranche of $90 million, fully drawn to €213 million as at 31 December 2017;
- bank loans via two syndicated credit facilities initially for a term of five years, totalling a gross amount of €365 million, of which €140 million had been drawn as at 31 December 2017;
- bank loans via bilateral loans for three or five-year terms, for a gross amount of €240 million. Note one draw-down of €10 million was outstanding at 31 December 2017;
- in addition, a loan was contracted by Regional Financing Company SA on 15/12/2017 for €30 million.

The Group's objective is to manage the financing in order have less than 20% of borrowings maturing within one year. The following table shows undiscounted contractual cash flows from financial liabilities (excluding derivative instruments):

In thousands of euros	Carrying amount	Undiscounted contractual cash flows	Schedule					
		Total	2018	2019	2020	2021	2022	> 2022
Bond issue USPP 2010 (Ipsos SA)	173,106	179,271	-	-	154,257	-	25,015	-
2013 Schuldschein loan (Ipsos SA)	32,423	32,500	20,500	-	12,000	-	-	-
2016 Schuldschein loan (Ipsos SA)	212,350	213,044	-	5,000	-	134,940	-	73,104
Syndicated loan €215 million (Ipsos SA)	139,034	139,852	-	-	-	17,888	121,964	-
Other loans (Ipsos SA)	10,000	10,000	-	-	-	-	10,000	-
Other borrowings (subsidiaries)	30,004	30,000	-			30,000		
Debt linked to finance leases	598	598	220	367	8	3	-	-
Other financial liabilities	136	136	14	25	2	94	1	-
Accrued interest on financial liabilities	2,938	2,938	2,938	-	-	-	-	-
Bank overdrafts	2,158	2,158	1,326	832	-	-	-	-
Borrowings and other financial liabilities	**602,743**	**610,497**	**24,998**	**6,224**	**166,267**	**182,925**	**156,980**	**73,104**

The Group is committed to attaining certain financial ratios (such as consolidated net debt/consolidated EBITDA (i.e. operating margin before amortisation and depreciation), consolidated EBIT (i.e. operating margin)/net consolidated interest expenses and consolidated net debt/consolidated equity). The levels of the financial ratios to which the Group is committed are as follows:

Financial ratios	Level to be achieved
1. Consolidated net debt/consolidated shareholders' equity	<1
2. Consolidated net debt/consolidated EBITDA	<3.5
3. Operating margin/consolidated interest expenses	> 3.75

6.3 – Financial instruments

The only financial instruments recognised at the balance sheet date are interest-rate instruments. They do not qualify as hedging instruments, and they are stated on the balance sheet at fair value, excepting the interest rate SWAP covering the third of the USPP qualified as fair value hedge.

6.3.1 –Financial instruments recorded in the balance sheet

			31/12/2017						
In thousand euros	**Balance sheet value**	**Fair value**	**Fair value through profit & loss**	**Fair value through goodwill**	**Assets available for sale**	**Loans and receivables**	**Assets held to maturity**	**Debt at amortised cost**	**Derivative instruments**
Other non-current financial assets	21,425	21,425	-	-	2,179	19,246	-	-	-
Trade receivables	617,660	617,660	-	-	-	617,660	-	-	-
Other receivables and current assets(1)	15,316	15,316	-	-	-	15,316	-	-	-
Derivatives financial assets	1,462	1,462	-	-	-	-	-	-	1,462
Cash and cash equivalents	137,267	137,267	137,267	-	-	-	-	-	-
Assets	**793,130**	**793,130**	**137,267**	**-**	**2,179**	**652,222**	**-**	**-**	**1,462**
Long term financial debts (> 1 year)	577,432	571,540	-	-	-	-	-	577,432	-
Trade payables	259,432	259,432	-	-	-	259,432	-	-	-
Short term financial debts (< 1 year)	25,527	25,527	-	-	-	-	-	25,311	216
Other debts and current and non-current liabilities(2)	28,030	28,030	23,121	3,349	-	1,560	-	-	-
Liabilities	**890,421**	**884,529**	**23,121**	**3,349**	**-**	**260,992**	**-**	**602,743**	**216**

(1) Excluding advances and payments on account, other tax and social security receivables and prepaid expenses.

(2) Excluding advances and payments on account from clients, tax and social security liabilities, pre-paid income and other liabilities except current accounts of minority interests.

			31/12/2016						
In thousand euros	Balance sheet value	Fair value	Fair value through profit & loss	Fair value through goodwill	Assets available for sale	Loans and receivables	Assets held to maturity	Debt at amortised cost	Derivative instruments
Other non-current financial assets	22,547	22,547	-	-	1,483	21,064	-	-	-
Trade receivables	624,406	624,406	-	-	-	624,406	-	-	-
Other receivables and current assets(1)	14,631	14,631	-	-	-	14,631	-	-	-
Derivatives financial assets	3,399	3,399	-	-	-	-	-	-	3,399
Cash and cash equivalents	164,892	164,892	164,892	-	-	-	-	-	-
Assets	**829,875**	**829,875**	**164,892**	**-**	**1,483**	**660,101**	**-**	**-**	**3,399**
Long term financial debts (> 1 year)	626,152	630,101	-	-	-	-	-	626,152	-
Trade payables	262,866	262,866	-	-	-	262,866	-	-	-
Short term financial debts (< 1 year)	86,662	86,662	-	-	-	-	-	85,699	963
Other debts and current and non-current liabilities(2)	45,712	45,712	30,818	13,052	-	1,842	-	-	-
Liabilities	**1,021,392**	**1,025,341**	**30,818**	**13,052**	**-**	**264,708**	**-**	**711,851**	**963**

(1) Excluding advances and payments on account, other tax and social security receivables and prepaid expenses.

(2) Excluding advances and payments on account from clients, tax and social security liabilities, pre-paid income and other liabilities except current accounts of minority interests.

The main valuation methods applied are as follows:

Investments in non-consolidated companies, included in "Other financial assets" are stated at fair value in the balance sheet, in accordance with IAS 39. The fair value of investments in non-consolidated companies not traded in an active market corresponds to their cost.

Financing loans are stated at amortised cost measured using the effective interest method.

Derivative financial instruments that are not deemed to be hedging instruments are, in accordance with IAS 39 recognised at their fair value in profit or loss. The valuation of their fair value is based on observable market data (Level 2 fair value).

The fair value of trade receivables and payables is considered as being equivalent to carrying amount, after deducting accumulated impairment if any due to their very short maturities.

The same applies to cash and cash equivalents. Other debts and current and non-current liabilities mainly correspond to the purchase of minority interests. The valuation of their fair value is obtained using valuation techniques but at least one of the important items of entry data is based on non-observable market data (Level 3 fair value).

6.3.2 – Financial instruments reported in the income statement

In thousand euros	31/12/2017					
	Interest on assets revalued at fair value	Debt at amortised cost		Loans and receivables		Change in value of derivatives
		Currency effects	Interest	Currency effects	Impairment and other reversals	
Operating profit	-	-	-	-	(2,133)	-
Cost of net financial debt	2,050	-	(22,819)	-	-	390
Other financial income and expenses	107	-	-	526	-	-

In thousand euros	31/12/2016					
	Interest on assets revalued at fair value	Debt at amortised cost		Loans and receivables		Change in value of derivatives
		Currency effects	Interest	Currency effects	Impairment and other reversals	
Operating profit	-	-	-	-	(1,835)	-
Cost of net financial debt	2,494	-	(23,669)	-	-	363
Other financial income and expenses	(2,200)	-	-	1,725	-	-

6.3.3 – Information on interest rate and currency derivative instruments

In thousand euros	31/12/2017					
	Balance sheet value		Notional	Maturities		
	Assets	Liabilities		> 1 year	1 to 5 years	+5 years
Interest rate risk						
Interest rate swaps	1,456	(215)	113,382	30,000	83,382	-
Tunnels	5		12,507	-	12,507	-
Subtotal	**1,462**	**215**	**125,889**	**30,000**	**95,889**	**-**

In thousand euros	31/12/2016					
	Balance sheet value		Notional	Maturities		
	Assets	Liabilities		> 1 year	1 to 5 years	+5 years
Interest rate risk						
Interest rate swaps	3,399	(496)	124,868	-	124,868	-
Tunnels	-	(103)	40,793	26,563	14,230	-
Subtotal	**3,399**	**(600)**	**165,661**	**26,563**	**139,098**	**-**

6.4 – Off-balance sheet commitments

6.4.1 – Lease commitments

Minimum future lease payments on non-cancellable operating leases are as follows:

In thousand euros	31/12/2017	31/12/2016
Less than 1 year	34,262	34,867
Between 1 and 5 years	94,878	98,013
5 years or more	30,508	36,972
Total	**159,648**	**169,852**

Operating leases mainly relate to administrative premises. All of these premises are used by the Ipsos Group (except as mentioned in Note 5.10 "Current and non-current provisions"), and may be sub-let.

6.4.2 – Finance lease commitments

The value of future payments on the debt portion of finance leases, and on leased assets recognised as acquisitions, are as follows:

In thousand euros	31/12/2017	31/12/2016
Less than 1 year	645	796
Between 1 and 5 years	988	1,283
5 years or more	-	-
Total minimum payments	**1,633**	**2,079**
Less financial expenses included	-	-
Present value of future minimum payments	**1,633**	**2,079**

Finance leases mainly concern IT hardware.

6.4.3 – Acquisition-related commitments

Commitments to purchase minority interests, deferred payments and earn-out payments that are discounted and recognised as non-current liabilities at 31 December 2017 break down as follows:

In thousands of euros	≤ 1 year	1 to 5 years	+5 years	Total
Deferred payments and earn-out payments	-	-	-	-
Central Europe	-	-	-	-
North America	-	-	-	-
Latin America	46	-	-	46
Asia-Pacific	-	-	3,241	3,241
Middle East	108	-		108
Subtotal	**154**	**-**	**3,241**	**3,394**
Commitments to buy out minority interests	-	-	-	-
Europe	712	2,374	-	3,086
North America	4,586	10,375	-	14,960
Latin America	154	751	-	905
Asia-Pacific	3,080	-	-	3,080
Middle East	-	-	-	-
Sub-Saharan Africa	1,044	-	-	1,044
Subtotal	**9,575**	**13,500**	**-**	**23,075**
Total	**9,729**	**13,500**	**3,241**	**26,469**

Ipsos Group has a share purchase option on 70% of Ipsos Opinion SA shares. The purchase price of these shares is based on a multiple of the operating profit of Ipsos Opinion SA for 2015, 2016 and 2017. It is capped at €3.1 million. This share purchase option is recorded as a financial derivative instrument whose fair value is insignificant at 31 December 2017.

6.4.4 –Other commitments and litigation

The Group is not involved in any material litigations as at 31 December 2017.

6.4.5 – Contingent liabilities

In the normal course of business, there are risks in certain countries that the government may call into question the Company's tax or labour practices, which may result in a reassessment or legal proceedings. The Group is involved in a number of tax inspections and labour claims in a number of countries, notably in Brazil. Provisions have been set aside for the probable risks identified (see Note 5.10 "Current and non-current provisions").

The financial implications of tax reassessments are accounted for by setting aside provisions for the amounts notified by the authorities and accepted by Ipsos' management. The reassessments are taken into account on a case-by-case basis based on estimates factoring in the risk that the validity of the measures and proceedings initiated by the Company may not be recognised.

Ipsos' management believes that such reassessments or litigations in progress are unlikely to have a material impact on the Company's operating profit, financial condition or liquidity position.

6.5 – Year-end headcount

Fully-consolidated companies	Headcount as at 31/12/2017	Headcount as at 31/12/2016
Europe, Middle East and Africa	8,339	8,275
Americas	3,558	4,902
Asia-Pacific	4,767	3,421
TOTAL	**16,664**	**16,598**

6.6 – Related-party transactions

6.6.1 – Relationships with related parties

None

6.6.2 – Associates

Associates are companies in which Ipsos owns a stake of between 20% and 50% and over which it exerts notable influence. Associates are accounted for under the equity method.

Transactions with associates take place on the basis of market prices.

Transactions with related parties were not material at 31 December 2017.

6.6.3 – Related parties with notable influence over the Group

There are no transactions with any member of the management bodies or with any shareholder owning more than 5% of Ipsos SA's capital that is other-than-ordinary.

6.6.4 – Executive compensation

Executives include persons who at the close or during the year were members of the Executive Committee and/or members of the Board of Directors. The Executive Committee is comprised of 20 members, and the Board of Directors has 11 members, including 9 external directors at 31 December 2017.

In thousand euros	31/12/2017			31/12/2016		
	Executive Committee		External directors*	Executive Committee		External directors*
	Directors	Non-directors		Directors	Non-directors	
Total gross compensation and benefits[1]	1,372	8,738	139	975	8,633	185
Termination benefits[2]					268	
Share-based payments[3]	294	1,884		322	2,477	

** Directors who are not members of the Executive Committee receive only directors' fees.*

[1] Compensation and benefits, bonuses, indemnities, directors' fees and benefits in kind paid during the year excluding employer's social security charges.

[2] Expense recognised in the income statement for provisions for severance or termination benefits.
[3] Expense recognised in the income statement for stock option or free share plans.

6.7 – Post-balance sheet events

In March 2018, the Ipsos Group provided a security deposit for the ISS dispute (taxes on services) in Brazil at the request of the Brazil tax authorities. This deposit totals BRL 27 million.

6.8 – Information on Ipsos SA parent company financial statements

In the year ended 31 December 2017, operating income of the Ipsos SA parent company amounted to €37,049,952 and net profit was €87,289,652.

7 – Companies included in the scope of consolidation at 31 December 2017

7.1 – Scope of consolidation

The following companies are included in the scope of consolidation:

Fully consolidated companies

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
Ipsos	SA	Parent	Parent	France	35, rue du Val de Marne 75013 Paris
Ipsos group	GIE	100	100	France	35, rue du Val de Marne 75013 Paris
Europe					
Ipsos France	Simplified joint-stock company (SAS)	100	100	France	35, rue du Val de Marne 75013 Paris
Ipsos Observer	SA	100	100	France	35, rue du Val de Marne 75013 Paris
Gie Ipsos	GIE	100	100	France	35, rue du Val de Marne 75013 Paris
Ipsos Ocean Indien	Limited liability company (SARL)	100	100	France	158, rue Juliette Dodu 97400 Saint Denis – La Réunion
Ipsos Antilles	Simplified joint-stock company (SAS)	100	100	France	Les Hauts de Californie, Morne Pavillon, 97232 Le Lamentin- Martinique
Espaces TV Communications	SA	100	100	France	30, rue d'Orléans, 92200 Neuilly sur Seine
Ipsos MORI UK Ltd.	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Price Search	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Ipsos Interactive Services Ltd.	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
M&ORI Limited	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
MORI Ltd.	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Ipsos EMEA Holding Limited	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Ipsos Pan Africa Holdings Limited	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Synovate Healthcare Limited	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW
Ipsos Retail Performance Ltd.	Ltd.	100	100	United Kingdom	Beech House, Woodlands Business Park, Milton Keynes - MK14 6ES
Ipsos Limited	Ltd.	100	100	Ireland	Block 3, Blackrock Business Park, Blackrock, Co Dublin
Ipsos GmbH	Gmbh	100	100	Germany	Sachsenstrasse 6, 20097 Hamburg
IPSOS Operations GmbH	Gmbh	100	100	Germany	Sachsenstrasse 6, 20097 Hamburg
Ipsos Loyalty	Gmbh	100	100	Germany	Sachsenstrasse 6, 20097 Hamburg
Trend.test GmbH	Gmbh	100	100	Germany	Kolonnenstrasse 26, 2, Hof, 1, OG 10829 Berlin
Ipsos Bahnreisenforschung Gmbh	Gmbh	100	100	Germany	Elektrastraße 6, 81925 München
Ipsos Srl	SRL	100	100	Italy	Via Tolmezzo 15, 20132 Milano
Ipsos Iberia, SA	SA	100	100	Spain	Avenida de llano castellano, 13, 3a planta, 28034 Madrid
Ipsos Understanding Unltd.,SAU	SAU	100	100	Spain	Avenida de llano castellano, 13, 3a planta, 28034 Madrid
Ipsos Holding Belgium	SA	100	100	Belgium	Paepsemlaan 11, 1070 Anderlecht
Ipsos NV (Belgium)	SA	100	100	Belgium	Grote Steenweg 110-2600, Berchem
Ipsos Hungary ZRT	Zrt.	100	100	Hungary	Pap Károly u. 4-6, Budapest, H-1139
Synovate – Investigação de Mercado, Lda	Lda	100	100	Portugal	Rua Ramalho Ortigão No. 8-2˚ Dto., 1070-230 Lisboa
Ipsos Sp. z.o.o	sp z.o.o.	100	100	Poland	ul. Domaniewska 34A, 02-672, Warsaw
Ipsos AB	AB	100	100	Sweden	S:t Göransgatan 63, Box 12236, 102 26 Stockholm
Ipsos AS	AS	100	100	Norway	Karenslyst Allé 20, 0278 Oslo, Postal: Postboks 64 Skøyen, 0212 Oslo
Ipsos A/S	AS	100	100	Denmark	Store Kongensgade 1, 1. 1264 Copenhagen K - Denmark
Ipsos interactive Services SRL	SRL	100	100	Romania	319G Splaiul Independentei, Atrium House, Ground floor, 060044 Bucharest, 6th district, Romania

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
Ipsos Research S.R.L.	SRL	100	100	Romania	Str. Siriului Nr.20, Zona A. Copr A, ET.1.014354, Bucharest, 1st district, Romania
Ipsos Eood	EOOD	100	100	Bulgaria	119 Europa Boulevard, 5th Floor, Sofia 1324
Ipsos Comcon LLC	LLC	100	100	Russia	3, Bld.2, Verhn. Krasnoselskaya St., 107140, Moscow, Russia
IPSOS s.r.o.	s.r.o	78.7	78.7	Czech Republic	Slovansky dum, entrance E, Na Prikope 22, Prague 1, 110 00
Ipsos SA r. o.	s.r.o	78.7	78.7	Slovak	Heydukova 12, 811 08 Bratislava
Ipsos GmbH	SRL	78.7	78.7	Austria	Rotenturmstraße 16-18 / 7th floor, Vienna, 1010
Ipsos LLC	LLC	100	100	Ukraine	6A Volodimirskaya street, office 1, 01025 Kiev, Ukraine
Ipsos SA	S.A.	100	100	Switzerland	11 Chemin du Château-Bloch, 1219 Le Lignon, Geneva
Ipsos	A.S.	100.0	100.0	Turkey	Centrum Is Merkezi Aydinevler No 3-34854 Kucukyali, Istanbul
Synovate (Holdings) South Africa	Pty Ltd.	100	100	South Africa	Building 3 & 4, Prism 2055 Fourways Johannesburg
Ipsos (Pty) Ltd.	Pty Ltd.	100	100	South Africa	Building 3 & 4, Prism 2055 Fourways Johannesburg
Ipsos Strategic Puls SAS	Simplified joint-stock company (SAS)	90.8	90.8	France	35, rue du Val de Marne 75013 Paris
Ipsos Strategic Marketing DOO.	d.o.o	90.8	90.8	Serbia	Gavrila Principa 8, 11000 Belgrade
Ipsos d.o.o.	d.o.o	90.8	90.8	Croatia	Šime Ljubića 37, 21000 Split
Ipsos Strategic Puls dooel	d.o.o.e.l.	90.8	90.8	Macedonia	Kairska 31, Skopje
Ipsos Strategic Puls D.O.O.	d.o.o.	90.8	90.8	Montenegro	BULEVAR SVETOG PETRA CETINJSKOG 149, PODGORICA
Ipsos d.o.o.	d.o.o.	90.8	90.8	Slovenia	Šmartinska 152, 1000 Ljubljana
Ipsos d.o.o.	d.o.o.	90.8	90.8	Bosnia	Hamdije Kreševljakovića 7c, Sarajevo, BIH
Strategic Puls Research	Sh.P.K.	90.8	90.8	Albania	Rr.Frederik Shiroka Kulla 1, Sh. 2 Ap.32 Shk., Tirana
Ipsos Dooel	Branch	90.8	90.8	Kosovo	Emin Duraku Nr. 2, 10000 Pristina
Ipsos Nigeria Limited	Ltd.	60.0	60.0	Nigeria	No.70 Adeniyi Jones Avenue, Ikeja-Lagos, Nigeria
Ipsos (East Africa) Limited	Ltd.	60.0	60.0	Kenya	Acorn House, 97 James Gichuru Road, Lavington P.O. Box 68230 - 00200 City Square, Nairobi
Ipsos Limited	Ltd.	100	100	Kenya	Acorn House, 97 James Gichuru Road, Lavington P.O. Box 68230 - 00200 City Square, Nairobi
Ipsos Limited	Ltd.	100	100	Ghana	H/NO. 4, Farrar Avenue, Asylum Down, PMB7, Kanda, Accra
Ipsos	Ltd.	100	100	Senegal	AGORA VDN Villa 7 Fann Mermoz - BP 25582 Dakar Fann
Ipsos SARL	S.A.R.L	100	100	Ivory Coast	Cocody 2 plateaux, Boulevard Latrille Carrefour Macaci, 11 BP 2280, Abidjan 11
Ipsos Moçambique, LDA	Ltd.	100	100	Mozambique	AV Francisco Orlando Magumbwe No 528, Maputo. Mozambique
Ipsos Ltd.	Ltd.	100	100	Uganda	Padre Pio House, Plot 32 Lumumba Road, PO Box 21571, Kampala
Ipsos Tanzania Limited	Ltd.	100	100	Tanzania	Plot 172 Regent Estate, PO Box 106253 Mikocheni, Dar Es Salaam
Ipsos Limited	Ltd.	100	100	Zambia	Plot 9632 Central Street, Chudleigh, PO Box 36605, Lusaka
Synovate Holdings BV	BV	100	100	Netherlands	Amstelveenseweg 760, 1081JK, Amsterdam
Ipsos B.V.	BV	100	100	Netherlands	Amstelveenseweg 760, 1081JK, Amsterdam
Ipsos A.E.	A.E.	100	100	Greece	8 Kolokotroni Street 10561 Athens
Ipsos Market Research LTD.	Ltd.	100	100	Cyprus	2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, 1065 Nicosia
Portdeal Ltd.	Ltd.	100	100	Cyprus	Themistokli, Dervi 3 Julia House, P.C. 1066, Nicosia, Cyprus
Regional Financing Company S.A.	SA	100	100	Luxembourg	15, avenue Emile Reuter L-2420 Luxembourg
North America					
Ipsos America	Inc.	100	100	USA	301 Merritt 7, Norwalk, CT 06851
Ipsos Insight	LLC	100	100	USA	301 Merritt 7, Norwalk, CT 06851

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
Ipsos Insight Corporation	Corp.	100	100	USA	301 Merritt 7, Norwalk, CT 06851
Ipsos Interactive Services US	Inc.	100	100	USA	301 Merritt 7, Norwalk, CT 06851
Ipsos Public Affairs, LLC	Inc.	100	100	USA	301 Merritt 7, Norwalk, CT 06851
Ipsos MMA, Inc.	Inc.	94,95	94,95	USA	301 Merritt 7, Norwalk, CT 06851
Research Data Analysis, Inc.	Inc.	100	100	USA	450 Enterprise Court Bloomfield Hills, MI 48302
Ipsos NPD	Inc.	100	100	Canada	240 Duncan Mill Road, Suite 2240, Toronto, Ontario
Ipsos Corp.	Inc.	100	100	Canada	1285 West Pender Street, Suite 200, Vancouver, BC V6E 4B1
Ipsos Interactive Services LP	LP	100	100	Canada	160 Bloor Street East, Suite 300 Toronto Ontario
Ipsos Ltd. Partnership	LP	100	100	Canada	1285 West Pender Street, Suite 200, Vancouver, BC V6E 4B1
Latin America					
Ipsos Argentina	SA	100	100	Argentina	Olazábal 1371 – C1428DGE , Buenos Aires, Argentina
Ipsos Observer SA	SA	51	51	Argentina	Olazábal 1371 – C1428DGE , Buenos Aires, Argentina
Ipsos Brasil Pesquisas de Mercado.	Ltda	100	100	Brazil	Av. 9 de Julho, 4865, 7. Andar – Jardim Paulista - CEP 01407-200 Sao Paulo, Estado de São Paulo.
Ipsos Brazil 2011 Pesquisas de Mercado Ltda	Ltda	100	100	Brazil	Calçada Antares 264 - Alphaville - Centro de Apoio 2 - CEP 06541-065 - Santana do Parnaiba, Sao Paulo.
Ipsos CA	C.A.	100	100	Venezuela	Av. Francisco de Miranda entre primera avenida y avenida Andrés Bello, Edf. Mene Grande I Piso 1 oficina 1-3 Urb. Los Palos Grandes – Caracas (Chacao) Zona Postal 1060
Ipsos, SA de C.V.	SA de CV	100	100	Mexico	Paseo de las Palmas 500 piso 1. Col Lomas de Chapultepec. Miguel Hidalgo CP 11000 Mexico DF
Field Research de Mexico SA de CV	SA de CV	100	100	Mexico	Av Ingenieros Militares #85 interior 101 col. Nueva Argentina Delg. Miguel Hidalgo, CP 11230 (DF)
Ipsos CCA, Inc.	Inc.	100	100	Panama	816 Edificio Century Tower Avenida Ricardo J Alfaro Panama City Panama
Ipsos SRL	S.R.L.	90	90	Dominican Republic	Frank Félix Miranda 47, Naco, Santo Domingo, Dom. Rep. Dom.
Ipsos SA	S.A.	100	100	Guatemala	13 Calle 2-60 Zona10, Edificio Topacio Azul, nivel 8o. oficina 803. Ciudad Guatemala
Ipsos Inc. (Puerto Rico)	Inc.	100	100	Puerto Rico	Calle Fernando Calder #463 San Juan, Puerto Rico 00918
Ipsos TMG Panama SA	S.A.	100	100	Panama	816 Edificio Century Tower Avenida Ricardo J Alfaro Panama City Panama
Ipsos TMG SA	Panama Stock Corporation	100	100	Panama	816 Edificio Century Tower Avenida Ricardo J Alfaro Panama City Panama
Ipsos Opinión y Mercado SA	S.A.	100	100	Peru	Av. Reducto 1363, Miraflores, Lima 18
Premium Data SAC	S.A.C.	100	100	Peru	Av. Republica de Panama 6352, Miraflores, Lima 18
Ipsos Opinion y Mercado SA	S.A.	100	96.80	Bolivia	Calle Waldo Ballivian No.540 - Sopocachi, La Paz
Ipsos Ecuador SA	S.A.	100	100	Ecuador	Javier Aráuz N 36-15 y German Alemán
Servicios Ecuatorianos Atika Sa	S.A.	100	65.28	Ecuador	Arauz N36-15 y Alemán, Quito
Ipsos Herrarte SA de CV	Trading	50.5	50.5	El Salvador	79 Avenida Norte y 7 Calle PTE, No. 4109 Cote Escalon, San Salvador.
Ipsos Herrarte SA de CV (Nicaragua)	S.A.	100	100	Nicaragua	Plaza Julio Martínez, 1c. abajo, 3c. al sur, 1c abajo Managua
Herrarte, S.A. DE C.V.	S.A.	100	100	Honduras	Colonia Loma Linda Sur, Segunda Calle, Trece Avenida, Casa No. 32, Bloque H. Atrás de la Iglesia Cristo Viene. Tegucigalpa, M.D.C. (Municipio de Distrito Central) Honduras
Ipsos SA	S.A.	100	100	Costa Rica	Barrio Escalante, de la iglesia Santa Teresita 300 metros este, 100 norte y 25 este, San José
Ipsos Chile	S.A.	100	100	Chile	Pedro de Valdivia 555, piso 10, Providencia, Santiago

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
Ipsos Chile Ipsos Observer Chile	SA	100	100	Chile	Calle Arzobispo Larrain Gandarillas 65, Providencia, Santiago
Ipsos ASI Andina SAS	S.A.S.	100	100	Colombia	Calle 74 No 11 – 81 Piso 5. Bogotá, Colombia
Ipsos Napoleon Franco&Cia SAS	S.A.	100	100	Colombia	Calle 74 No 11 – 81 Piso 5. Bogotá, Colombia
Synovate Colombia SA	S.A.	100	100	Colombia	Calle 74 No 11 – 81 Piso 5. Bogotá, Colombia
Livra Europe Ltd	Ltd.	100	100	United Kingdom	3 Thomas More Square, London E1W 1YW, UK
Livra.com S.A.	SA	100	100	Argentina	11 de septiembre 2468 (2468) Buenos Aires, Argentina
Asia-Pacific					
Ipsos Limited	Ltd.	100	100	Hong Kong	22F Leighton Centre - 77 Leighton Road, Causeway Bay, Hong Kong
Beijing Ipsos Market Consult.	Ltd.	98	98	China	Suite 1201-1204, 12F, Union Plaza, No.20, Chaowai Avenue, Beijing
Ipsos Asia Limited	Ltd.	100	100	Hong Kong	22F Leighton Centre - 77 Leighton Road, Causeway Bay, Hong Kong
Ipsos Pte Ltd.	Pte. Ltd.	100	100	Singapore	3 Killiney Road, #05-01, Winsland House 1, Singapore 239519
Ipsos China Limited	Ltd.	100	100	Hong Kong	22F Leighton Centre - 77 Leighton Road, Causeway Bay, Hong Kong
Ipsos Limited	Ltd.	100	100	Taiwan	25F, No.105, Sec.2, Tun Hwa S. Rd., Da-an District, Taipei 106
Ipsos Co., Ltd.	Co. Ltd.	100	100	Korea	12F Korea Daily Economic BD 463 Cheongpa-Ro, Chung-Ku, Seoul, Korea 04505
Ipsos (Philippines), Inc.	Inc.	100	100	Philippines	Unit 1401B, One Corporate Centre, Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, Philippines.
Ipsos Inc.	Inc.	100	100	Philippines	Unit 1401B, One Corporate Centre, Julia Vargas Avenue corner Meralco Avenue, Ortigas Center, Pasig City, Philippines.
Ipsos Ltd.	Ltd.	100	100	Thailand	Asia Centre Building, 21st, 22nd Floor, 173 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120 Thailand
PT. Ipsos Market Research	PT	100	100	Indonesia	Gedung Graha Arda Lt. 3, Jl. H.R. Rasuna Said Kav. B-6, Setiabudi, Jakarta Selatan 12910
IPSOS Sdn Bhd	Sdn Bhd	100	100	Malaysia	18th Floor, Menara IGB, No. 2 The Boulevard, Midvalley City Lingkaran Syed Putra, 59200 Kuala Lumpur.
Synovate Ltd	Ltd.	100	100	Hong Kong	22F Leighton Centre - 77 Leighton Road, Causeway Bay, Hong Kong
Ipsos Observer Limited	Ltd.	100	100	Hong Kong	22F Leighton Centre - 77 Leighton Road, Causeway Bay, Hong Kong
IJD Limited	Ltd.	100	100	Thailand	Asia Centre Building, 21st, 22nd Floor, 173 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
PT. Field Force Indonesia	PT	70	70	Indonesia	Gedung Graha Arda Lt. 3, Jl. H.R. Rasuna Said Kav. B-6, Setiabudi, Jakarta Selatan 12910
Ipsos Radar Market Consulting	Ltd.	100	100	China	Room 3409 - International Trade Center Ren Min Nan Road, Shenzhen, China
Ipsos LLC	LLC	51	51	Vietnam	Level 9A, Nam A Bank Building, 201-203 Cach Mang Thang 8 street, District 3, Ho Chi Minh City
Synovate Ltd Korea Branch	Branch	100	100	Korea	12F Korea Daily Economic BD 463 Cheongpa-Ro, Chung-Ku, Seoul, Korea 04505
Ipsos Pty Ltd.	Pty Ltd.	100	100	Australia	Level 13, 168 Walker Street, North Sydney NSW 2060, Australia
I View Pty Ltd.	Pty Ltd.	100	100	Australia	Level 14, 168 Walker Street, North Sydney NSW 2060, Australia
Ipsos Public Affairs Pty Ltd.	Pty Ltd.	100	100	Australia	Level 13, 168 Walker Street, North Sydney NSW 2060, Australia
Ipsos Ltd.	Ltd.	100	100	New Zealand	Level 3, 8 Rockridge Avenue, Penrose 1061. Auckland, New Zealand
Ipsos KK	KK	100	100	Japan	1-12-12 Higashitenma、Kita-Ku, Osaka, 530-0044 Japan
Japan Marketing Operations Co.	KK	100	100	Japan	5-2-2, Rinkaicho, Edogawa-ku, Tokyo 134-0086
Ipsos Japan Holding co ltd	KK	100	100	Japan	3-5-8 Nakameguro, Meguro-ku, Tokyo 153-0061
Ipsos Healthcare Japan Ltd	Private company limited by shares	100	100	Japan	Hulic Kamiyacho Building, 4-3-13, Toranomon, Minato-ku, Tokyo, 105-0001

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
Ipsos Research Pvt.Ltd.	Pvt. Ltd.	100	100	India	1701, F Wing, Off Western Highway, Goregaon € Mumbai 400063
Ipsos LLP	Limited Liability Partnership	100	100	Kazakhstan	Tole Bi Str. 101, Dalych Business Center, Block "A", Office 5 "A", Almalinskiy Raion, Almaty, 050012 Republic of Kazakhstan
Middle East and North Africa					
Ipsos Stat SA	SA	52.67	52.67	France	35, rue du Val de Marne 75013 Paris
Ipsos SAL	S.A.L	52.67	49.16	Lebanon	Dekwaneh, Ipsos Building, P.O. Box: 55103 - Sin El Fil
AGB Stat-Ipsos	S.A.L	43.76	43.76	Lebanon	Dekwaneh, Ipsos Building, P.O. Box: 55103 - Sin El Fil
Ipsos Mena Offshore s.a.l.	S.A.L	52.67	52.67	Lebanon	Dekwaneh, Ipsos Building, P.O. Box: 55103 - Sin El Fil
Ipsos Stat Jordan (Ltd.)	LLC	52.67	52.67	Jordan	Wasfi Al Tal Str, P.O. BOX 830871, Amman-11183
The European Co. for Marketing Research	LLC	52.67	52.67	Kuwait	Beirut Street, PO Box 22417, Safat 13085, Hawally
Ipsos Stat (Emirates)	LLC	42.14	42.14	United Arab Emirates	Al Thuraya Tower 1, 8th Floor, Dubai Media City, PO BOX 71283, Dubai, UAE
Ipsos Saudi Arabia	Ltd.	52.67	52.67	Saudi Arabia	Tahlia Street,Yamamah Building– Office 31, P.O Box 122200 Jeddah 21332 KSA
Ipsos	W.L.L.	52.67	52.14	Bahrain	Al Ain Building, Flat 11, Building 92, Road 36, Block 334, Manama/Al Mahooz, Bahrain
Ipsos Egypt For Consultancy Services	S.A.E	52.67	52.67	Egypt	35A Saray ElMaadi Tower, 4th floor, Cornish El-Nile, Maadi, Cairo, Egypt
Iraq Directory for Research and Studies	Co. Ltd.	36.87	36.87	Iraq	BAGHDAD - Waziriya Area - Antar Square - Architecture Zebrano Furniture - 2th Floor
Synovate The Egyptian Market Research	LLC	52.67	52.67	Egypt	537 Houd El Gezira 1 Corniche El Nile, Maadi. CAIRO Egypt
Marocstat	S.A.R.L	52.67	52.14	Morocco	16, Rue des Asphodèlles - Maârif- Casablanca 20380
MDCS	S.A.R.L	52.67	52.14	Morocco	16, Rue des Asphodèlles - Maârif- Casablanca 20380
Synovate Market Research Sarl	S.A.R.L	52.67	52.67	Morocco	16, Rue des Asphodèlles - Maârif- Casablanca 20380
EURL Synovate	E.U.R.L.	52.67	52.67	Algeria	Lotissement AADL Villa n°13-Saïd HAMDINE. Bir MouradRais. Algiers
Ipsos SARL	S.A.R.L	52.67	55	Tunisia	Immeube Luxor, 3ème Etage, Centre Urbain Nord, 1082 Tunis
Ipsos Market Research LTD.	Ltd.	100	100	Israel	Tuval 13, 525228 Ramat Gan
Ipsos Qatar WLL	Limited Liability Company	50.0	50.0	Qatar	IBA Building, 1st floor, C Ring Road, Doha Qatar
Ipsos Pakistan	Pvt. Ltd.	36.9	36.9	Pakistan	4th Floor, Tower 10, MPCHS, E-11/1 Islamabad- Pakistan

Equity associated companies

Consolidated companies	Legal form	% voting rights	% interest	Countries	Address
APEME	Lda	25.0	25.0	Portugal	Avenida Duque de Ávila, nº 26 – 3º andar 1000 – 141 Lisbon
Ipsos-Opinion S.A	A.E.	30.0	30.0	Greece	8 Kolokotroni Street 10561 Athens
Shanghai Ipsos Info Technology Co Ltd	Ltd.	40.0	40.0	China	Room 581, Gate 2, No 148, Lanne 999 Xin'er Road, Baoshan District

8 - Auditors’ fees

	Grant Thornton				Mazars				PricewaterhouseCoopers				TOTAL			
	Amount (excluding taxes)		%		Amount (excluding taxes)		%		Amount (excluding taxes)		%		Amount (excluding taxes)		%	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Statutory Auditors, certifications, review of individual and consolidated accounts																
Ipsos S.A.	*330*	*344*	*24%*	*15%*	*408*	*0*	*21%*	*0%*	*0*	*419*	*0%*	*19%*	*738*	*763*	*22%*	*17%*
- Globally integrated subsidiaries	*1,039*	*1,827*	*76%*	*79%*	*1,539*	*0*	*79%*	*0%*	*0*	*1,685*	*0%*	*77%*	*2,578*	*3,512*	*78%*	*78%*
Subtotal Accounts Certification	**1,369**	**2,171**	**100%**	**93%**	**1,947**	**0**	**100%**	**0%**	**0**	**2,104**	**0%**	**96%**	**3,316**	**4,275**	**100%**	**94%**
Services other than certification of accounts																
Ipsos S.A.	*0*	*0*	*0%*	*0%*	*0*	*0*	*0%*	*0%*	*0*	*0*	*0%*	*0%*	*0*	*0*	*0%*	*0%*
- Globally integrated subsidiaries	*0*	*153*	*0%*	*7%*	*0*	*0*	*0%*	*0%*	*0*	*97*	*0%*	*4%*	*0*	*250*	*0%*	*6%*
subtotal Services other than certification of accounts	**0**	**153**	**0%**	**7%**	**0**	**0**	**0%**	**0%**	**0**	**97**	**0%**	**4%**	**0**	**250**	**0%**	**6%**
TOTAL	**1,369**	**2,324**	**100%**	**100%**	**1,947**	**0**	**100%**	**0%**	**0**	**2,201**	**0%**	**100%**	**3,316**	**4,525**	**100%**	**100%**

20.3. Statutory Auditors' report on the financial statements

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

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

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

For the year ended 31 December 2017

To the general meeting of shareholders of IPSOS SA,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of IPSOS SA for the year ended 31 December 2017.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2017 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for opinion

Audit framework

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

Our responsibilities under those standards are further described in the Statutory auditors' responsibilities for the audit of the financial statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1st January 2017 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) N°537/2014 or in the French Code of ethics (Code de déontologie) for statutory auditors.

Emphasis of Matter

We draw attention to the following matter described in Note 2 to the financial statements relating to the first application of ANC 2015-05 Regulation about financial futures instruments and hedging transactions. Our opinion is not modified in respect of this matter.

Justification of assessments - Key audit matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.
These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of equity investments

(Note 2.2 to the financial statements)

Risk identified

As at 31 December 2017, equity investments are included in the balance sheet at a carrying amount of €1,281 million. They are initially recognised at their acquisition cost excluding incidental acquisition costs.

Equity investments are subject to global valuation at each year-end, with recognition of an impairment allowance for any excess of the current carrying amount over their recoverable value.

As indicated in note 2.2 to the financial statements, the recoverable value is determined on the basis of the present value of future cash flows, of the Group's share of the subsidiary's equity or of the revenue and net income multiples applicable to recent transactions, and of the subsidiary's level of activity, past or forecast profitability and applicable economic, financial or sectorial factors.

Given the weight of equity securities in the balance sheet, and the sensitivity of the applicable business models to variations in the underlying data and assumptions, we have considered the assessment of the value in use of equity securities as a key audit matter.

Our audit response

Our audit procedures consisted in:

- Obtaining an understanding of the process of impairment testing implemented by management, with particular regard to the determination of the applicable revenue and net income multiples;

- Verifying, on the basis of the information communicated to us, that management's estimates of recoverable values were founded in appropriate valuation methods and data;

- Comparing the data used for the purposes of impairment testing with the applicable source data for each entity and with the audit results for each subsidiary;

- Testing on a sample basis the arithmetical accuracy of the values calculated by the company.

Verification of the Management report and of the other documents provided to the general meeting of shareholders of IPSOS SA

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

Information given in the management report and in other documents provided to the general meeting of shareholders with respect to the financial position and the financial statements

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents provided to the general meeting of shareholders of IPSOS SA with respect to the financial position and the financial statements.

Report on corporate governance

We attest the existence in the report of the Supervisory Board on corporate governance of the information required by the Articles L.225-37-3 and L.225-37-4 of the French Commercial Code (Code de commerce).

Concerning the information given in accordance with the requirements of Article L.225-37-3 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the members of the Board of Directors and of the Supervisory Board and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on this work, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public purchase offer or exchange, provided pursuant to Article L. 225-37-5 of the French Commercial Code (code de commerce), we have agreed these to the source documents communicated to us. Based on our work, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Report on other legal and regulatory requirements

Appointment of the statutory auditors

We were appointed, as statutory auditors of IPSOS SA, by the annual general meetings held on 31 may 2006 for Grant Thornton and on 24 april 2017 for Mazars.

As at 31 December 2017, Grant Thornton and Mazars were respectively in the 12th year and 1st year of total uninterrupted engagement.

Responsibilities of Management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

The financial statements were approved by the board of directors.

Statutory auditors' responsibilities for the audit of the financial statements

Objectives and audit approach

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

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

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

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

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

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

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-la-Défense and Courbevoie, 21 March 2018

The statutory auditors

French original signed by

GRANT THORNTON	MAZARS
GILLES HENGOAT	ISABELLE MASSA

20.4. Parent Company financial statements - Ipsos SA

For the year ended 31 December 2017

20.4. Parent Company financial statements - Ipsos SA

For the year ended 31 December 2017

1 – Income statement

Year ended 31 December 2017

Amounts in euros	Notes	31/12/2017	31/12/2016
Sales of services		403,602	440,244
NET REVENUE	**3.1**	**403,602**	**440,244**
Releases of amortisation provisions and expense transfers		4,527,071	2,891,578
Other income (trademark fees)		32,119,278	29,468,435
Operating income		**37,049,952**	**32,800,256**
External operating expenses		3,134,096	4,823,677
Taxes other than income tax		832,127	700,344
Wages and salaries		979,207	980,776
Social security charges		356,866	330,326
Depreciation, amortisation and provisions		5,107,158	5,134,854
Other charges		426,944	106,903
Operating expenses		**10,836,398**	**12,076,879**
OPERATING PROFIT		**26,213,552**	**20,723,377**
Income from equity interests		85,716,640	105,290,143
Other interest and similar income		1,778,468	2,941,004
Releases of provisions and expense transfers		68,702,979	70,057,997
Foreign exchange gains		12,126,338	27,562,926
Net proceeds from disposals of marketable securities		12,836,073	30,852,455
Financial income		**181,160,500**	**236,704,524**
Depreciation, amortisation and provisions - financial items		24,611,776	68,703,706
Interest and similar expenses		22,416,612	26,330,114
Foreign exchange losses		60,153,383	55,009,502
Net proceeds from disposals of marketable securities		13,046,365	30,784,685
Financial expenses		**120,228,136**	**180,828,007**
FINANCIAL INCOME		**60,932,363**	**55,876,516**
PROFIT FROM ORDINARY ACTIVITIES BEFORE TAX		**87,145,915**	**76,599,894**
Exceptional income - non-capital transactions			35,313
Exceptional income - capital transactions		5,307,315	334,000
Reversals of provisions			-
Exceptional income		**5,307,315**	**369,313**
Exceptional expenses - non-capital transactions		470	-
Exceptional expenses - capital transactions		5,177,242	333,650
Depreciation amortisation and provisions - exceptional items		5,150	4,547
Exceptional expenses		**5,182,862**	**338,197**
NET EXCEPTIONAL ITEMS	**3.2**	**124,453**	**31,116**
Corporate income tax	3.3	(19,283)	(1,649,298)
PROFIT FOR THE YEAR		**87,289,652**	**78,280,307**

2 –Balance sheet

Year ended 31 December 2017

Amounts in euros	Notes	31/12/2017			31/12/2016
		Notes Gross	Depreciation and provisions	Net	Net
INTANGIBLE ASSETS					
Concessions, patents, brands and similar rights		-	-	-	-
FINANCIAL ASSETS	**4.1**				
Equity interests		1,280,719,221	136,761	1,280,582,460	1,275,308,567
Long-term loan from equity interests		17,157,620		17,157,620	41,461,318
Other long-term investments		25,753,842		25,753,842	32,794,181
FIXED ASSETS		**1,323,630,683**	**136,761**	**1,323,493,922**	**1,349,564,067**
RECEIVABLES	**4.2**				
Trade receivables		7,098,906	4,688,522	2,410,384	5,247,481
Other receivables		32,639,167		32,639,167	39,326,541
OTHER ITEMS					
Marketable securities (including treasury shares: 9,482,093)	4.3	10,203,144		10,203,144	24,136,897
Available cash		3,596,384		3,596,384	5,778,934
ACCRUALS					
Prepaid expenses	4.4	20,373		20,373	16,418
CURRENT ASSETS		**53,557,974**	**4,688,522**	**48,869,452**	**74,506,270**
Expenses to be deferred over several years	5.2				
Translation differences assets	4.5	24,612,220		24,612,220	68,703,706
Total Assets		**1,401,800,877**	**4,825,283**	**1,396,975,594**	**1,492,774,045**
Authorised capital, of which paid-up: 11,109,059		11,109,059		11,109,059	11,109,059
Share, merger and contribution premiums		517,493,254		517,493,254	517,851,756
Legal reserve		1,133,406		1,133,406	1,133,406
Reserves required under the articles of association or contractually		49,654		49,654	49,654
Statutory reserves					
Other reserves		4,214		4,214	4,214
Prior-year earnings		84,371,110		84,371,110	42,690,280
PROFIT/(LOSS) FOR THE YEAR		87,289,652		87,289,652	78,280,307
Regulated provisions		10,733		10,733	5,583
EQUITY	**4.6**	**701,461,082**	**0**	**701,461,082**	**651,124,260**
Provisions for liabilities	4.7	25,025,866		25,025,866	69,228,653
Provisions for charges					
PROVISIONS FOR LIABILITIES AND CHARGES		**25,025,866**	**0**	**25,025,866**	**69,228,653**
FINANCIAL DEBTS	**4.8**				
Other bonds		181,715,573		181,715,573	288,759,315
Bank borrowings		395,879,301		395,879,301	427,107,636
Miscellaneous borrowings and debt		19,044		19,044	20,625
ACCOUNTS PAYABLE	**4.9**				
Trade payables		1,167,306		1,167,306	2,903,736
Tax and social security liabilities		1,413,885		1,413,885	433,577
OTHER LIABILITIES	**4.1**				
Amounts payable on fixed assets and related accounts					
Miscellaneous liabilities		74,951,757		74,951,757	48,166,803
ACCRUALS					
Pre-paid income					
LIABILITIES		**655,146,866**	**0**	**655,146,866**	**767,391,695**
Currency translation differences - liabilities	4.5	15,341,777		15,341,777	5,029,436
TOTAL LIABILITIES AND EQUITY		**1,396,975,594**	**0**	**1,396,975,594**	**1,492,774,045**

3 – Cash flow statement

Year ended 31 December 2017

in thousands of euros	Financial year 2017	Financial year 2016
OPERATING ACTIVITIES		
Net profit	**87,290**	**78,280**
Non-monetary items with no impact on cash	-	-
Losses/(gains) on asset disposals	-	0
Expenses deferred over several years	5	6
Movement in other provisions	(43,515)	-53
Change in merger premium	-	1,356
Other elements	(60,504)	7,861
CASH FLOW	**(16,725)**	**87,450**
Decrease/(increase) in trade receivables	2,202	-2,788
Increase/(decrease) in trade payables	(1,739)	300
Increase/(decrease) in accrued interest on financial liabilities	(1,312)	121
Decrease/(increase) in other receivables and payables	124,695	38,475
CHANGES IN WORKING CAPITAL REQUIREMENT	123,846	**36,108**
CASH FLOW FROM OPERATING ACTIVITIES	**107,121**	**123,557**
INVESTMENT ACTIVITIES	-	**-**
Acquisition of property, plant and equipment and intangible assets	-	-
Acquisition/(decrease) of equity interests	(5,274)	-2,973
Proceeds from disposals of property, plant and equipment and intangible assets	-	-
Proceeds from disposals of equity interests	-	-
Decrease/(increase) in other long-term investments	1,547	-5,135
Increase/(decrease) in payables to suppliers of fixed assets	-	-
CASH FLOW FROM INVESTMENT ACTIVITIES	**(3,727)**	**-8,108**
FINANCING ACTIVITIES	-	**-**
Capital increase	-	-220
Decrease/(increase) in marketable securities and treasury shares	13,629	-78,394
Issuance of long-term debt	671,109	-1,664,077
Repayment of long-term debt	(754,328)	1,660,199
Fees related to debt issuances	-	-
Increase/(decrease) in bank overdrafts and short-term borrowings	-	-
Dividends paid to shareholders	(36,292)	-36,228
CASH PROVIDED BY FINANCING ACTIVITIES	**(105,882)**	**-118,721**
Available cash at beginning of year	**6,804**	**10,075**
Net change in cash	**(2,487)**	**-3,271**
CASH AT END OF YEAR	**4,317**	**6,804**

APPENDIX

Year ended 31 December 2017

1 – Highlights of the year

The main highlights of 2017 are described below:

- payment for buy-out of minority interests of Ipsos CCA, Inc. (Panama);
- merger of Ipsos Gmbh and Marktforshung (Germany);
- buy-out of Ipsos Marktforshung Gmbh securities from Synovate Holding BV (Netherlands);
- capital increase of Ipsos PTY Ltd. (Australia);
- following the tax audit of the financial statements for the 2012 and 2013 financial years, Ipsos SA invoiced the acquisition costs of Synovate to Ipsos MORI (UK), Ipsos SRL (Italy), Ipsos America (USA) and Ipsos PTY Ltd (Australia) for €5,177,244 and reduced the equity interests by the same amount.

2 – Accounting rules and policies

The financial statements for the year ended 31 December 2017 have been drawn up in accordance with current French legislation and regulations. These rules appear mainly in the following texts: French Commercial Code, Decree of 23 November 1983, ANC Regulation 2016-07 of 4 November 2016 relating to the French General Accounting Plan.

The annual financial statements incorporate the provisions of Regulation 2015-05 of the French Accounting Standards Authority (ANC) relating to forward financial instruments and hedging transactions, the application of which is mandatory from the 2017 financial year.

The purpose of the regulation, which is to specify the terms and conditions for the recognition of forward financial instruments and hedging transactions, has no significant impact on the annual accounts of IPSOS SA.

General accounting conventions have been applied in compliance with the principle of prudence, in accordance with the basic assumptions of: going concern, consistency of accounting methods from one financial year to another.

The basic method used to value items recorded in the accounts is the historical cost method.

The principal accounting methods used are as follows:

2.1 – Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are measured at cost.

Depreciation and amortisation is calculated using the straight-line method over the following estimated useful lives:

software	1 to 3 years
fixtures and fittings	10 years
office and computer equipment	1 to 3 years
office furniture	5 to 10 years

2.2 – Financial assets

Long-term investments are shown at cost less incidental costs.

Receivables from equity interests include medium and long-term loans, and advances available for consolidation and due to be capitalised in the future, granted to companies in which Ipsos owns an equity interest.

Equity interests are subject to an overall revaluation at each year-end to ensure that their carrying amount does not exceed their recoverable value, i.e. the higher of fair value or value in use.

Fair value may be based on the subsidiary's share of equity or on revenue and earnings multiples applied to recent transactions, taking into account sales, past or projected profit margins, and economic, financial or sector factors.

Value in use is the discounted value of future cash flows. Estimates are derived from the forecasting database used for budgets and business plans drawn up by management. The discount rate applied reflects the rate of return required by investors and the risk premium specific to the Group's business. The perpetual growth rate applied depends on the geographical region.

Ipsos makes acquisitions solely in the field of survey-based research. Consequently, the Group acquires service sector companies, whose value is not estimated on the basis of their tangible assets, but on the basis of their current and future position in the research market, in terms of their ability to generate profits and take advantage of the experience gained in this business.

With effect from the year ended 31 December 2007, the Company has elected to include expenses relating to the acquisition of equity interests as part of the acquisition cost of the assets in accordance with the Recommendation No. 2007-C of 15 June 2007 of the Emergency Committee of the French National Accounting Council.

2.3 – Receivables

Receivables are shown at face value. Provisions for doubtful receivables are recorded on a case-by-case basis after analysing information from the Group's debt recovery operations.

2.4 – Pensions and similar liabilities

Based on a calculation using the retrospective method, Ipsos SA's pension liabilities are not material.

2.5 –Marketable securities and treasury shares

Marketable securities are booked at purchase cost. A provision is recorded if the average value of marketable securities during the last month of the period is below the purchase value.

Treasury shares are recorded at their purchase value. A provision is recorded if the year-end value is below the purchase value.

2.6 – Foreign currency transactions

Foreign currency transactions are translated using the effective exchange rate on the transaction date.

Foreign currency receivables, debts and cash are converted using the end-of-year exchange rate, except for advances available for consolidation, which are not re-estimated.

Unrealised gains and losses resulting from the translation of receivables and liabilities at the closing rate are recorded under "unrealised translation gains and losses" on the assets and liabilities side respectively of the balance sheet. Unrealised foreign exchange gains and losses on cash are recognised in the income statement.

A provision for liabilities is set aside for unrealised foreign exchange losses that have not been hedged, expect for transactions whose due dates are sufficiently close, in which case any unrealised gains and losses may be considered as part of an overall foreign exchange position.

In addition, and in accordance with Article 420-6 of the French General Chart of Accounts, no provision is made for foreign exchange losses on loans used for the acquisition of equity stakes in companies paid in the same currency as that of the loan.

The financial instrument interest rate SWAPs are measured at their market value. Unrealised gains and losses are recorded under profit for the year (mark-to-market rule).

3 – Notes to the income statement

3.1 – Breakdown of revenues

Amounts in euros	Revenue France	Revenue Export	Total 31/12/2017	Total 31/12/2016
Payroll invoiced	276,776		276,776	276,777
Fees invoiced	126,826		126,826	163,468
Total	**403,602**		**403,602**	**440,245**

3.2 – Net exceptional items

Amounts in euros	Expenses	Income
Income Nature of expenses and income		
Synovate acquisition costs	(5,177,243)	
Invoicing of Synovate acquisition costs		5,177,243
Default interest (additional 3% contribution for the distributed amounts)		130,072
Exceptional amortisation	(5,148)	
Interest on arrears	(470)	
TOTAL	**(5,182,862)**	**5,307,315**

3.3 – Corporate income tax

3.3.1 – Scope of tax consolidation

On 30 October 1997, Ipsos opted for Group tax consolidation for a five-year period, automatically renewed. The tax consolidation group is organised as follows:

- Ipsos SA: head of the tax consolidation group;
- Consolidated subsidiaries: Ipsos (France), Popcorn Media, Ipsos Observer, Espaces TV Communication.

The Ipsos Sa Group tax charge breaks down as follows:

- for the consolidated subsidiaries: they bear the tax charges for which they would have been liable if they had not been part of the tax consolidation group;
- for the head of the tax consolidation group: It bears the tax expense (or gain) arising from the difference between the Group tax expense and the aggregate tax expenses (including the 3.3% contribution) calculated by tax-consolidated subsidiaries.

The Ipsos Sa Group tax breaks down as follows:

Amounts in euros	Amount
Tax payable in respect of Ipsos Observer	
Tax payable in respect of Ipsos France	1,472,284
Tax payable in respect of Popcorn	522,800
Tax payable in respect of Espaces TV	143,505
Tax payable in respect of Ipsos SA	1,657,958
Ipsos tax expense payable by the Group	**3,796,547**

3.3.2 –Breakdown of income tax amounts

Amounts in euros	Result before tax	Tax payable	Net profit after tax
Profit from ordinary activities	87,145,916	19,283	87,165,199
Net exceptional items	124,453		124,453
ACCOUNTING INCOME	**87,270,369**	**19,283**	**87,289,652**

3.3.3 – Deferred and unrealised tax position

Amounts in euros	Amount
TAX PAYABLE ON:	
Currency translation differences - assets	8,204,073
TOTAL INCREASES	**8,204,073**
INCOME TAX PAID IN ADVANCE ON:	
Temporarily non-deductible expenses (deductible in the following year):	
Organic	
Currency translation differences - liabilities	5,113,926
Provision for foreign exchange losses	8,203,925
TOTAL ALLOWANCES	**13,317,851**
NET DEFERRED TAX POSITION	**21,521,924**

4 – Notes to the balance sheet

4.1 – Financial assets

4.1.1 –Changes during 2017

Amounts in euros	31/12/2016	Increases	Decreases	Reclassifications	31/12/2017
Equity interests	1,275,445,328	10,451,135	(5,177,242)	-	1,280,719,221
Long-term loan from equity interests	41,461,318		(24,303,698)	-	17,157,620
Other long-term investments	32,794,181		(7,040,339)	-	25,753,842
Gross value	**1,349,700,827**	**10,451,135**	**(36,521,279)**	**-**	**1,323,630,683**
Provisions for equity interests	(136,762)	-	-	-	(136,761)
Provisions for other financial assets			-	-	
Amortisation and Depreciation	**(136,761)**	**-**	**-**	**-**	**(136,761)**
Net value	**1,349,564,067**	**10,451,135**	**(36,521,279)**	**-**	**1,323,493,922**

4.1.2 Maturity schedule of financial receivables

Amounts in euros	Gross amount	Less than 1 year	More than 1 year
Long-term loan from equity interests	17,157,620	17,157,620	
Loans			
Other long-term investments	25,753,842	25,753,842	
Total	**42,911,462**	**42,911,462**	**-**

4.1.3 –List of subsidiaries and equity interests

Companies (in thousands of euros)	Share capital	Shareholders' equity Total	Shareholders' equity before appropriation of prior-year earnings and excluding share capital	% share of direct ownership	Carrying amount of shares		Loans and advances		Amount of surety bonds and guarantees	2017 Net revenue	2017 profits and losses	Dividends received in 2017
					Gross	Net	Gross	Net				
Ipsos France	43,710	50,022	3,530	100.00%	65,898	65,898				93,042	2,781	1,639
Ipsos STAT SA	1,722	3,832	2,001	52.67%	815	815				-	110	
Ipsos Ocean Indien	50	176	90	50.40%	528	528				2,311	36	
Ipsos Antilles	188	430	126	100.00%	917	917				1,730	116	
Ipsos Strategic Puls SAS	37	31	(10)	90.80%	9,352	9,352				-	4	
Ipsos MORI UK Ltd.	1,515	31,144	25,132	99.90%	5,765	5,765				157,517	4,497	
Price Search	172	1,328	1,168	100.00%	3,574	3,574				-	(11)	
Ipsos Interactive Services Ltd.	320	10,475	(3,534)	100.00%	10,792	10,792				-	13,688	12,700
Ipsos EMEA Holding Limited	120	94,177	54,865	100.00%	308,942	308,942				-	39,192	43,221
Ipsos Limited	1,000	1,637	467	100.00%	1,564	1,564				5,927	157	150
Ipsos GmbH	562	11,255	10,828	100.00%	28,085	28,085				45,745	(135)	
Trend.test GmbH	100	379	65	100.00%	67	67				6,145	213	
Ipsos Srl	2,000	15,765	11,500	100.00%	27,286	27,286				45,408	2,265	419
Ipsos Iberia, SA	61,937	67,520	4,127	100.00%	65,221	65,221				17,504	1,455	845
Ipsos Holding Belgium	485,531	547,203	57,911	100.00%	485,531	485,531				-	3,761	
IPSOS HUNGARY ZRT	42	350	272	100.00%	8,264	8,264				4,807	36	
APEME	38	59	(24)	25.00%	586	450				2,000	45	
Ipsos America	15,059	(194,537)	(207,118)	100.00%	96,087	96,087	16,763	16,763		-	(2,478)	15,308
Ipsos CCA, Inc.	2,285	6,662	4,120	100.00%	3,701	3,701				1,659	257	
Ipsos TMG SA	28	(1,661)	(746)	21.73%	477	477				3,724	(942)	
Ipsos Asia Limited	530	56,451	51,801	100.00%	54,138	54,138				-	4,120	2,204
Ipsos Pte Ltd.	7,017	7,349	(481)	100.00%	2,131	2,131				21,591	813	
Ipsos Co., Ltd.	2,601	3,229	(539)	100.00%	3,086	3,086				34,850	1,166	
PT Ipsos Market Research	191	3,481	2,281	85.83%	308	308				9,696	1,009	
IPSOS SDN BHD	368	2,864	1,747	99.99%	379	379				20,900	749	270
Ipsos Pty Ltd.	8,163	5,533	(2,258)	100.00%	6,965	6,965			-	19,850	(372)	
Ipsos Public Affairs Pty Ltd.	161	2,795	1,814	100.00%	3,513	3,513				12,593	820	
AGB STAT Ipsos SAL	118	(69)	331	30.00%	42	42				1,004	(517)	
Ipsos NPD Inc.	4,914	3,173	(1,632)	100.00%	4,971	4,971			-	-	(109)	
Ipsos Corp.	31,329	16,910	(10,091)	100.00%	33,415	33,415				-	(4,328)	
Ipsos Napoleon Franco&Cia SAS	4,986	5,053	(21)	10.86%	1,699	1,699				10,284	87	
Ipsos Sp. z.o.o	2,004	3,061	(25)	100.00%	2,386	2,386				13,624	1,082	127
Ipsos AB	19	428	636	100.00%	5,107	5,107				15,709	(227)	
Ipsos Comcon LLC	514	16,246	6,000	100.00%	3,202	3,202				40,318	9,732	6,790
IPSOS s.r.o.	777	6,002	4,500	78.70%	3,961	3,961				17,854	724	
Ipsos SA	72	2,526	1,464	100.00%	65	65				32,229	989	2,044
Ipsos Research Pvt.Ltd.	337	10,782	8,870	51.70%	7,523	7,523				22,507	1,575	
Synovate Arastirma Ve Danisman	22	0	(22)	100.00%	17,215	17,215				-	-	
Ipsos Nigeria Limited	158	2,144	1,390	100.00%	90	90				5,065	596	
Ipsos (East Africa) Limited	90	6	(84)	80.00%	79	79				-	-	

Ipsos-Opinion S.A	7	(275)	(263)	30.00%	32	32				1,547	(19)	
Ipsos Inc. (Puerto Rico)	22	(2)	360	49.00%	952	952				1,422	(384)	
Ipsos Central Eastern Europe	4	0	(4)	100.00%	3,437	3,437				-	-	
Others	-	-	-	-	2,568	2,568	389	389				
TOTAL					**1,280,720**	**1,280,584**	**17,152**	**17,152**	**-**			**85,716**

4.2 – Receivables

4.2.1 –Maturity schedule of receivables

Amounts in euros	Gross amount	Less than 1 year	More than 1 year
Doubtful or disputed receivables			
Other trade receivables	7,098,906	7,098,906	
Personnel and related accounts	41,900	41,900	
State and other authorities: corporate income tax	5,619,383	5,619,383	
State and other authorities: value added tax	153,742	153,742	
Groups and associates	2,118,600	2,118,600	
Miscellaneous receivables (1)	24,705,542	24,705,542	
Prepaid expenses	20,373	20,373	
Total	**39,758,446**	**39,758,446**	**-**

(1) Re-invoicing of €22.8 million to the subsidiaries for delivery of free shares granted to their employees

4.2.2 –Provision for impairment of account receivables

Amounts in euros	31/12/2016	Allowances	Releases	31/12/2017
Provision for impairment of account receivables	4,001,043	4,688,522	(4,001,043)	4,688,522
Total Provisions	**4,001,043**	**4,688,522**	**(4,001,043)**	**4,688,522**

4.3 –Marketable securities and treasury shares

At 31 December 2016 and 31 December 2017, the marketable securities in the balance sheet broke down as follows:

Amounts in euros	Total 31/12/2016	Total 31/12/2017
Own shares	23,111,391	9,482,094
Marketable securities	1,025,505	721,051
Total	**24,136,897**	**10,203,144**

- **Treasury shares held directly:**

At 31 December 2017, Ipsos SA held 1,350,841 treasury shares directly at a weighted average price of €26.25. At 31 December 2017, the Ipsos share was valued at €30.70.

In April 2017, Ipsos SA delivered 361,826 free shares to employees under the free share allocation plan of April 2015.
In September 2017, Ipsos SA granted 119,426 free shares to employees during the financial year as part of IFP 2020.

- **Treasury shares held under a market-making agreement:**

On 31 December 2017, Ipsos SA held 16,857 treasury shares valued at €30.70 per share under a market-making agreement.

4.4 – Prepaid expenses

Amounts in euros	31/12/2017	31/12/2016
OPERATING EXPENSES		
Other operating expenses	15,829	11,874
Insurance	4,544	4,544
Total	**20,373**	**16,418**

4.5 –Translation differences on foreign currency assets and liabilities

Amounts in euros	Assets (unrealized translation losses)	Provision for foreign exchange losses	Liabilities (unrealized translation gains)
Financial assets			
Net receivables			18,941
Financial debts	23,795,151	23,795,151	15,053,402
Accounts payable	817,068	817,068	269,434
Total	**24,612,220**	**24,612,219**	**15,341,777**

4.6 – Shareholders' equity

4.6.1 – Composition of share capital

	Number of instruments			Per value
	Par value at end of year	Issued during the year	Reimbursed during the year	
Ordinary shares	44,436,236	-		0.25
Stock options exercised	-	28,161,355		-
Capital decreases	-	-	(28,161,355)	0.25
Issue of shares as consideration for acquisitions	-	-	-	-

4.6.2 – Shareholders' equity

Amounts in euros	Share capital	Premiums	Other reserves	Prior-year earnings	Regulated reserve	Profit for the year	Total
Balance at 31 December 2016	**11,109,059**	**517,851,756**	**1,187,274**	**42,690,280**	**5,582**	**78,280,307**	**651,124,259**
Others				(307,276)			(307,276)
Regulated reserves					5,151		5,151
Capital decrease through cancellation of shares	-						-
Capital decrease through issue of initial shares							-
Capital decrease through the exercise of options		(358,502)					(358,502)
Capital increase through capitalisation of retained earnings							-
Merger premium							-
Dividends paid				(36,292,201)			(36,292,201)
Allocation of profits				78,280,307		(78,280,307)	-
Profit for the year						87,289,652	87,289,652
Balance at 31 December 2017	**11,109,059**	**517,493,254**	**1,187,274**	**84,371,110**	**10,733**	**87,289,652**	**701,461,082**

4.7–Provisions for liabilities

Amounts in euros	31/12/2016	Allowances	Releases	31/12/2017
Provisions for foreign exchange losses	68,702,979	24,611,776	(68,702,979)	24,611,776
Other provisions for liabilities	525,675	414,090	(525,675)	414,090
Total provisions for liabilities and charges	**69,228,654**	**25,025,866**	**(69,228,654)**	**25,025,866**

4.8 –Borrowings and financial debts

4.8.1 –Change in borrowings and financial debts

Amounts in euros	31/12/2016	Increases	Decreases	Change	Reclassifications	31/12/2017
Other bonds	288,759,315	2,444,338	(76,324,793)	(33,163,288)	-	181,715,573
Bank borrowings and debts	427,107,636	670,674,951	(681,337,433)	(20,565,854)	-	395,879,301
Miscellaneous borrowings and debt	20,625	917,068	(904,896)	(13,752)		19,044
Total	**715,887,576**	**674,036,357**	**(758,567,122)**	**(53,742,894)**	**-**	**577,613,917**

4.8.2 –Maturities of borrowings and financial debts

Amounts in euros	Gross amount	Less than 1 year	More than 1 year, less than 5 years	More than 5 years
Other bonds	181,715,573	2,444,336	179,284,828	(13,591)
Bank borrowings and debts	395,879,301	20,983,147	301,792,154	73,104,000
Miscellaneous borrowings and debt	19,044	19,044		
Total	**577,613,917**	**23,446,527**	**481,076,982**	**73,090,409**

4.9 – Accounts payable

Amounts in euros	Gross amount	Less than 1 year	More than 1 year, less than 5 years	More than 5 years
Trade payables	1,167,307	1,167,307		
Personnel and related accounts	112,624	112,624		
Social security and other welfare agencies	192,014	192,014		
State: corporate income tax payable		-		
State: VAT payable	1,101,420	1,101,420		
State: commitments guaranteed		-		
State: other taxes payable	7,825	7,825		
Total	**2,581,191**	**2,581,191**	**-**	**-**

4.10 – Other liabilities

Amounts in euros	Gross amount	Less than 1 year	More than 1 year, less than 5 years	More than 5 years
Group and associates	52,151,834	52,151,834		
Miscellaneous liabilities(1)	22,799,923	22,799,923		
Total	**74,951,757**	**74,951,757**	**-**	**-**

(1) Including €22.8 million related to Ipsos shares to be granted to Ipsos Group employees under free share allocation plans.

5 – Financial commitments and other disclosures

5.1 – Financial commitments

Commitments given (in euros)	31/12/2017	31/12/2016
Comfort letters	47,116,156	36,456,247
Undertakings to purchase minority interests/Shareholders	26,469,292	46,392,380
Total	**73,585,448**	**82,848,627**

5.2 – Accrued income and accrued expenses

Amounts in euros	31/12/2017	31/12/2016
TRADE RECEIVABLES	**-**	**888,472**
Customers - Unbilled	-	888,472
OTHER RECEIVABLES	**-**	**-**
Suppliers – amounts due		
Dividend receivables		
Total accrued income	**-**	**888,472**
BANK BORROWINGS AND DEBTS	**2,927,482**	**4,239,386**
Accrued interest on debt	2,927,482	4,239,386
TRADE PAYABLES	**522,972**	**1,104,535**
Accrued costs	522,972	1,104,535
OTHER PAYABLES	**-**	**-**
Customers – Unissued credit notes	-	-
TAX AND SOCIAL SECURITY LIABILITIES	**75,762**	**62,138**
Accrued holiday pay	35,397	32,084
Holiday bonus accrual	5,588	5,406
Provision on apprenticeship tax	8,169	6,623
Continuing professional training accrual	6,933	30
Accrued social security charges on accrued holiday	16,637	15,080
Accrued social security charges on holiday bonus accrual	2,627	2,541
Accrued liabilities	354	321
State: other accrued taxes		
State: accrued tax on bonuses	56	54
OTHER PAYABLES	**22,797,456**	**23,979,026**
Accrued expenses(1)	22,797,456	23,979,026
Total accrued expenses	**26,323,672**	**29,385,085**

(1) Including €22.8 million related to Ipsos shares to be granted to Ipsos Group employees under free share allocation plans.

5.3 – Related party disclosures

Amounts in euros	**Affiliated companies**	**Equity interests(1)**	**Debts, trade receivables**
FIXED ASSETS			
Equity interests		1,280,719,221	
Long-term loan from equity interests	393,382	16,764,237	
Other long-term investments			25,753,842
CURRENT ASSETS			
Trade receivables	1,109,144	1,301,240	
Other receivables	539,923	1,578,717	30,520,527
LIABILITIES			
Miscellaneous borrowings and debt		19,044	
Trade payables	(34,797)	-	1,202,103
Miscellaneous liabilities	14,829,708	37,297,450	22,824,599
FINANCIAL EXPENSES			
Provision for impairment of long-term loan from equity interests			
Provision for impairment of equity interests			
Allowance and write-back of provision on other receivables			
Loan interests	55,774	-	
Waiver of receivables			
FINANCIAL INCOME			
Interest on current accounts during the period	(356,546)	(1,966)	-

(1) Subsidiaries directly held by Ipsos SA

Ipsos SA also recorded a receivable of €22.8 million on its subsidiaries related to the delivery of free shares (see Note 4.2.1) granted to their employees.
Related-party transactions are not significant.

5.4 – Financial instruments

Amounts in euros	**31/12/2017**	**31/12/2016**
The Company entered into interest-rate swaps to cover interest payments. At 31 December 2017, the notional amounts of the outstanding swaps stood at a market value of €1,246,225.42.	125,889,000	165,661,000

5.5 – Average headcount

Headcount	**Headcount**	**Workforce available to the company**
Managers	2	-
Total	**2**	**-**

5.6 – Executive compensation

In 2017, the total compensation and benefits in kind paid to senior executives amounted to €979,207.09.

5.7 – Post-balance sheet events

No significant events have occurred since the closing date.

5.8 – Pensions and similar liabilities

The pension liabilities of Ipsos SA amounted to €238,095 as at 31 December 2017.

For defined-benefit plans, the Group estimates its obligations using the projected unit credit method, in accordance with IAS 19 "Employee benefits". This method uses actuarial techniques that take into account the employee's expected length of service assuming the employee remains with the Group until retirement, along with future salary, life expectancy and staff turnover. The obligation is discounted using a discount rate of 1.44%.

31/12/2016	31/12/2017
Managers and non-Managers	Managers and non-Managers
Voluntary retirements: 100%	**Voluntary retirements**: 100%
Retirement age: 60-67 years old	**Retirement age**: 60-67 years old
Social security charges: 50%	**Social security charges**: 50%
End-of-career indemnity: according to Syntec retirement agreement	**End-of-career indemnity**: according to Syntec retirement agreement
Turnover rate: Ipsos specific per category (0 after 50 years old)	**Turnover rate**: Ipsos specific per category (0 after 50 years old)
Mortality rate: Insee 2015	**Mortality rate**: Insee 2015
Rate of salary increases: 2.3%/year	**Rate of salary increases**: 2.3%/year
Discount rate: 1.48% Corporate AA = 10 years	**Discount rate**: 1.44% Corporate AA = 10 years

20.5. Date of latest financial information

31 December 2017.

20.6. Dividend policy

It is the Company's policy to pay dividends in respect of a year, in full, in July of the following year.

The statutory provisions relating to the appropriation and allocation of income are described in Section 21.2.3 "Description of the rights, benefits and restrictions attached to each class of existing share" of this Reference document.

Details of the proposed appropriation of income are provided in Paragraph 2.2 of the Board of Directors' report to the General Meeting of Shareholders in Part 26 "General Meeting of Shareholders" of this Reference document.

20.7. Legal and arbitration proceedings

As of the date of this Reference document, the Group is not involved in any material litigations or disputes.

The litigation between Ipsos and Aegis concerning the acquisition of the Synovate group mentioned in Part 20.7 of the 2015 and 2016 Reference document ended following a last mediation on 5 February 2016. Further details on the impact on the financial statements of the repayment received by Aegis for settlement in full of all balances appear in Note 4.4 to the Ipsos consolidated financial statements for the financial year ended 31 December 2017.

20.8. Significant change in the issuer's financial or commercial position

Since 1 January 2017, the Ipsos Group has acquired the companies detailed in Section 5.1.5 "Important events in the development of Ipsos activities" of this Reference document.

To Ipsos' knowledge and with the exception of the items described in this Reference document, there have been no other material changes to the Ipsos Group's financial and commercial position since 31 December 2017.

20.9. Unpaid invoices received and issued in arrears the end of the year (table provided for in I of Article D. 441-4)

In accordance with Article L. 441-6-1 I of the French Commercial Code, as specified in Article D. 441-4 of the French Commercial Code, the following are the unpaid invoices received and issued in arrears at the end of the year.

	Article D. 441 I.-1: Unpaid invoices received as of the end of year that are in arrears						**Article D. 441 I.-1: Unpaid invoices issued as of the end of the year that are in arrears**					
	0 days	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and more)**	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and more)**
(A) Late payment tranche												
Number of invoices affected	25					114	44.00					682.00
Total amount of invoices affected (inclusive of all taxes)	481,441.31	19,560.20	7,288.29	5.21	135,105.23	161,958.93	882,893.25	0.00	489,154.25		6,272,887.93	6,762,042.18
% of the total amount of purchases for the financial year (inclusive of all taxes)	9.46%	0.40%	0.15%	0.00%	2.79%	3.35%						
% of revenue for the financial year (excluding taxes)							2.71%	0.00%	1.50%	0.00%	19.29%	20.79%
(B) Invoices excluded from (A) for litigious or unrecognised receivables and payables												
Number of invoices affected												
Total amount of invoices affected (inclusive of all taxes)												
(C) Reference terms of payment used (contractual or legal deadlines - Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Terms of payment used in calculating late payments	Contractual payment deadlines Legal payment deadlines X						Contractual payment deadlines Legal payment deadlines X					

Additional information

21. Additional information

21.1. Share capital

21.1.1. Issued capital

At 31 December 2017, the share capital of Ipsos SA amounted to €11,109,058.75 and consisted of 44,436,235 shares with a par value of €0.25, fully paid up and all of the same category.

Between 1 January 2017 and 31 December 2017, the following capital transactions took place:

On 22 November 2016, the Board of Directors, in accordance with its decision to use the majority of the Ipsos shares repurchased on 14 November 2016 from LT Participations to cover Ipsos's commitments to its employee share ownership plans, thereby limiting the dilution resulting from the exercise of the stock options, unanimously decided that each capital increase recorded following the exercise of stock options that took place under the IPF 2020 Plan would immediately be followed by a capital reduction through the cancellation of the same number of own shares that were issued.

The Board of Directors, duly authorised for this purpose by the General Meeting of Shareholders pursuant to the 23rd resolution of the General Meeting of 5 April 2012 and the 16th resolution of the General Meeting of 28 April 2016, unanimously decided to delegate the Chairman and Chief Executive Officer the authority to:

- at 31 December and 30 June of each year, for the preparation of the annual and half-yearly financial statements, recognise the capital increases resulting from the exercise of stock options under the IPF 2020 France and International Plans of 4 September 2012 that took place on those dates;
- and execute the corresponding decision to cancel as many treasury shares as shares issued when those options were exercised.

On the basis of this delegation, during 2017, the Chairman & CEO decided to:

- on 30 June 2017, to recognise a capital increase following the exercise of stock options between 1 January and 30 June 2017, of €39,086 through the issuance of 156,344 shares. The Chairman & CEO then executed the decision of the Board of Directors to cancel correspondingly as many treasury shares as shares issued upon the exercise of options and consequently reduced the share capital by €39,086 through the cancellation of 156,344 shares;
- on 31 December 2017, to recognise a capital increase following the exercise of stock options between 1 July and 31 December 2017, of €28,740 through the issuance of 114,960 shares. The Chairman and CEO then executed the decision of the Board of Directors to cancel correspondingly as many treasury shares as shares issued upon the exercise of options and consequently reduced the share capital by €28,740 through the cancellation of 114,960 shares.

Consequently, following two capital increases resulting from the exercise of options through the issuance of 156,344 shares and 114,960 shares and capital reductions through the cancellation of the same number of own shares, at 31 December 2017, the share capital remained at €11,109,058.75.

It consists of 44,436,235 shares with a nominal value of €0.25, each of the same class and fully paid-up.

21.1.2. Securities not representing capital

In September 2010, Ipsos SA completed one private placement of senior notes with US institutional investors, for a total value of $300 million and a term of seven, ten and twelve years (final maturity on 28 September 2022).

In November 2013, Ipsos SA carried out six financings in the form of Schuldscheindarlehen (SSD), as private placements with French and foreign institutional investors, structured as four loans totalling €52.5 million, with maturities of three, five, five, and seven years, and two loans totalling $76.5 million, with maturities of three and five years.

In October 2016, Ipsos and three partner banks issued a new Schuldschein loan on the German market. The aim of this transaction was to refinance part of its debt (including the already existing Schuldschein arrangement from 2013) at longer maturities and with improved margin conditions. The initial offer was for €125 million, which could be increased at several maturities, at fixed and floating rates, in euros and in dollars. There was strong demand for this transaction from investors. The size of the order book (which was oversubscribed 2.0x) enabled Ipsos to increase the final size of the transaction to €223 million eq. and set an issue price at the bottom of the range. On 30 November 2016, the multi-tranche, multi-currency (€138 million and $90 million) transaction closed and was divided between a floating rate (71% of the total) and a fixed rate (29%) with three-year (2% of the total), five-year (63%) and seven-year (35%) maturities.

21.1.3. Shares held by the issuer

At 31 December 2017, Ipsos SA directly held 1,350,841 of its own shares, with a par value of €0.25 each, representing 3.04% of the share capital including 16,857 shares held under the liquidity contract and 1,333,984 shares outside of the liquidity contract.

21.1.3.1. Information on transactions involving shares held by the issuer during the 2017 financial year

A. Summary of the main characteristics of the "2018 Buyback Programme"

From 1 January 2017 to 31 December 2017, two share buyback programmes followed one another in the context of authorisations issued by the General Meeting to allow the Company to buy back its own shares within the limit of a percentage of own shares of 10% of the share capital:

-- the programme already in force during the previous financial year, which was implemented on 28 April 2016 by the Board of Directors on the basis of the authorisation given to it by the General Meeting held on the same day (the "2016 Buyback Programme");

- a new share buyback programme identical to the previous one, which was implemented on 28 April 2017 by the Board of Directors on the basis of the authorisation given to it by the General Meeting held on the same day (the "2017 Buyback Programme").

The principal characteristics of the “2017 Buyback Programme”, which is identical to the previous programme, are as follows:

- the maximum number of shares purchased by the Company during the buyback programme shall not exceed 10% of the shares comprising the Company's capital as at the date of this General Meeting of 28 April 2017, with that ceiling being lowered to 5% for shares acquired by the Company for the purpose of their conservation and subsequent remittance in payment or exchange in the context of an external growth transaction;

- the aggregate amount of such purchases, after expenses, may not exceed €250,000,000;

- the maximum purchase price under the share buy-back programme may not exceed €65 per share, with a par value of €0.25 excluding transaction costs;

- in no case shall any acquisitions made by the Company cause the Company to retain more than 10% of the ordinary shares comprising its share capital at any time;

- the purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the Company's shares filed by a third party, and by any means, on the open market or over the counter, including through block trades, public tender offers or the use of options (except for the sale of put options) or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

The General Meeting authorised the Company, in accordance with all applicable rules and market practices accepted by the AMF, to purchase, retain or transfer Company shares, in order to:

(i) manage the secondary market and share liquidity through an investment services provider within the scope of a liquidity agreement, in accordance with the AMAFI's ethics charter recognised by the AMF;

(ii) grant, sell, allocate or transfer shares to employees and/or executive officers of the Company and/or its affiliated companies in accordance with applicable regulations, in particular in connection with Company or Ipsos group savings plans, the shareholding plans for Company employees and/or its affiliated companies in France and/or abroad, or stock option plans of the Company and/or its affiliated companies in France and/or abroad, or the granting by the Company or its affiliated companies of free shares to employees or executive officers of the Company and/or its affiliated companies in France and/or abroad (whether or not pursuant to Articles L.225-197-1 *et seq*. of the French Commercial Code), as well as providing cover for such transactions in accordance with applicable regulations;

(iii) deliver the shares so purchased to the holders of securities giving access to the Company’s share capital upon exercise of the rights attached thereto, in accordance with applicable regulations;

(iv) deliver in the future the shares so purchased in exchange or payment for potential external growth transactions;

(v) cancel the shares thus purchased, in accordance with the authorisation given by the General Meeting of 28 April 2016 in its sixteenth resolution;

(vi) execute any other action that is or will become permitted by French law or the AMF regulation, or any purpose that may comply with applicable regulations.

B. *Purchases and sales of its own shares carried out by Ipsos SA outside of the liquidity contract*

On 1 January 2017, Ipsos SA held directly 2,086,540 of its own shares (outside of the liquidity agreement).

Share purchases

At 1 January 2017, following the buyback of shares from LT Participations on 14 November 2016, Ipsos held a significant number of shares allocated to its target of covering employee shareholding plans.

Accordingly, during the 2017 financial year, the Company had an inventory of own shares sufficient to honour its plans for acquisition and no additional share buybacks were therefore carried out for that same purpose during the year.

It should be noted that during financial year 2017, 481,252 own shares were delivered to the beneficiaries of the 2015 Free Share Plan (361,826 shares) and to the beneficiaries of the IPF 2020 Free Share Plan (119,426 shares).

As a result, no share buyback transactions were carried out in 2017 outside the liquidity contract.

Cancellation of shares

During 2017, 271,304 shares of the own shares mentioned below that were originally allocated to cover employee share ownership plans were reallocated to cancellation and then cancelled simultaneously with the creation of the same number of shares as a result of the exercise by the beneficiaries of the IPF 2020 Plan of their stock options, as stated below:

On 30 June 2017, the Company cancelled 156,344 own shares simultaneously with the creation of the same number of shares as a result of the exercise by the beneficiaries of the IPF 2020 Plan of their stock options (options exercised in the first half of 2017);

Finally, on 31 December 2017, the Company cancelled 114,960 own shares simultaneously with the creation of the same number of shares as a result of the exercise by the beneficiaries of the IPF 2020 Plan of their stock options (options exercised in the second half of 2017).

Overview of transactions on own shares at 31 December 2017

As a result of the transactions mentioned above, at 31 December 2017, Ipsos SA held 1,333,984 of its own shares outside of the liquidity contract.

Those shares, which were allocated for the purpose of allowing Ipsos SA to honour its employee share ownership plans, may be partially reallocated for cancellation with the issuances of shares from the exercise of IPF 2020 stock options as indicated above.

Furthermore, at 31 December 2017, 814,019 free shares granted but not yet vested were outstanding. At that same date, 953,206 stock options not yet exercised were also outstanding.

The Company did not use any derivative instruments as part of its Buyback Programmes in 2015.

C. *Purchases and sales of its own shares carried out under the liquidity contract*

A liquidity contract was entered into with Exane BNP Paribas in June 2012. Under that liquidity agreement, the following transactions were carried out between 1 January 2017 and 31 December 2017 (settlement dates):

Transactions on own shares under the liquidity contract				
2017	**Purchase**		**Sale**	
	Volume	*Average price*	*Volume*	*Average price*
January	14,044	30,236	9,895	30,384
February	33,956	30,952	24,922	31,014
March	28,403	29,032	27,851	29,083
April	13,672	28,658	14,720	28,857
May	15,882	33,692	24,567	32,871
June	38,809	33,820	36,166	34,072
July	28,253	31,583	19,577	32,304
August	21,933	28,088	12,310	28,348
September	11,745	26,579	17,595	27,101
October	14,065	29,214	23,568	30,052
November	14,882	30,846	11,336	30,847
December	10,011	30,596	10,700	30,850
TOTAL	**245,655**	**30,679**	**233,207**	**30,850**

As at 1 January 2017 and 31 December 2017, Ipsos SA held respectively 5,639 and 16,857 of its own shares under the liquidity contract. Negotiation expenses for 2017 amounted to €39,097.

The cash resources listed in the liquidity contract were €734,042 as at 31 December 2017.

Summary of own share transactions completed in 2017 (outside of and under the liquidity contract)

Ipsos SA's share capital at 1 January 2017 (number of shares)	44,336,235
Capital held in treasury at 1 January 2017	2,092,179
Number of shares purchased between 1 January 2017 and 31 December 2017	245,655
Weighted average price of shares purchased	30,679
Number of shares sold between 1 January 2017 and 31 December 2017	233,207
Gross weighted average price of shares sold	30,850
Number of shares transferred to beneficiaries of free share plans between 1 January 2017 and 31 December 2017	481,252
Number of shares cancelled during the previous 24 months	441,453
Ipsos SA's share capital at 31 December 2017 (number of shares)	44,436,235
Capital held in treasury at 31 December 2017	1,350,841

Summary of the operations

Declaration by the issuer of transactions in its own shares at 31 December 2017	
Percentage of capital held in treasury directly and indirectly at 31 December 2017	3.04%
Number of shares cancelled during the previous 24 months	441,453
Number of shares held in portfolio at 31 December 2017	1,350,841
Accounting value of portfolio at 31 December 2017 (in €)	35,235,364
Market value of portfolio[1] at 31 December 2017 (in €)	41,470 8191

[1] Based on the closing share price at 29 December 2017

21.1.3.2. Buyback programme submitted to the General Meeting of 4 May 2018

It is in Ipsos's interest to continue to have a Share Buyback Programme.

To this end, the Combined General Meeting of Shareholders to be held on 4 May 2018 will be asked to cancel, effective immediately, the authorisation granted to the Board of Directors by the Combined General Meeting of 28 April 2017 and, in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, to approve the establishment of a new own share Buyback Programme. That Programme would have the same characteristics in all respects as the previous Programme.

The "2018 Buyback Programme" will be activated during the meeting of the Board of Directors of Ipsos SA that will meet at the end of the Combined General Meeting of Shareholders to be held on 4 May 2018, subject to the authorisation given by the same General Meeting.

21.1.4. Securities giving rights to the capital

21.1.4.1. Share capital authorised but not issued

Delegations of financial powers covering capital increases

All of the delegations covering capital increases that were valid were given by the Extraordinary General Meeting of 28 April 2016 for a period of 26 months, with the exception of the delegation allowing free share grants, which was granted for a period of 38 months. The delegations available to the Board of Directors with respect to capital increases and the use that was made of them, if any, are summarised in the table below. The only use of the delegated powers or authorisations during the 2017 financial year concerns the delegation to freely grant Ipsos SA ordinary shares already issued or to be issued, granted by the General Meeting on 28 April 2016. The Board used this latter delegation to grant 397,898 shares to employees and Directors or officers of the Group at its meeting on 28 April 2017.

Summary of current delegations of powers

Description of the powers delegated	Ceiling	Date of authorization (resolution)	Use of authorization during the financial year	Expiry date
Authorisation to proceed with the emission of shares and/or securities giving access to share capital with cancellation of preferential subscription rights of shareholders in favour of members of Ipsos group's savings plan.	€550,000	28/04/2016 (26th resolution)	None	28/06/2018
Delegation to award free shares of Ipsos SA	1% of the capital on the date of the decision to grant by the Board of Directors, i.e. 453,362 shares	28/04/2016 (17th resolution)	Allocation by the Board of Directors on 28 April 2017 of 397,898 shares to executive officers of Ipsos SA and Group employees.	28/06/2019
Overall limit for the issues under resolutions 17 to 20 and 22, 23, 24 and 26 of the General Meeting of Shareholders of 28 April 2016	€5,665,000	28/04/2016 (27th resolution)	-	-
Overall limit for the issues under resolutions 17, 19, 20, 22 to 24 and 26 of the General Meeting of Shareholders of 28 April 2016	€1,133,000	28/04/2016 (27th resolution)	-	-
Delegation of authority to issue common shares and securities giving entitlement to Company shares, with maintenance of preferential subscription rights (PSR) of shareholders.	€5,650,000 for the total nominal value of all of the capital increases made under this resolution. €550,000,000 for the total issuance amount of marketable securities giving right to debt instruments + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (18th resolution)	None	28/06/2018
Delegation of authority to issue ordinary shares and marketable securities giving access to share capital by offerings without preferential subscription rights.	€1,133,000 for the total nominal value of all of the capital increases made under this resolution. €550,000,000 for the total issuance amount of marketable securities giving right to debt instruments + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (19th resolution)	None	28/06/2018

Description of the powers delegated	Ceiling	Date of authorization (resolution)	Use of authorization during the financial year	Expiry date
Delegation of authority to issue ordinary shares and marketable securities giving access to share capital by offerings covered by Article L .411-2 II of the French Monetary and Financial Code without preferential subscription rights.	€1,133,000 for the total nominal value of all of the capital increases made under this resolution. €550,000,000 for the total issuance amount of marketable securities giving right to debt instruments + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (20th resolution)	None	28/06/2018
Authorisation to set the issue price of shares or marketable securities issued through public offering or an offering covered by Article L .411-2 II of the French Monetary and Financial Code without preferential subscription rights.	10% of share capital per year	28/04/2016 (21st resolution)	None	28/06/2018
Delegation of authority to increase share capital by issuing shares and marketable securities with or without preferential subscription rights at issuance under the provisions of the 18th, 19th and 20th resolutions adopted by the General Meeting of Shareholders of 28 April 2016	15% of the initial issuance + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (22nd resolution)	None	28/06/2018
Delegation of authority to issue ordinary shares and securities giving access to the capital of the Company, in consideration for contributions in kind granted to the Company in the form of shares or securities giving access to capital	10% of the share capital on 28 April 2016 + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (23rd resolution)	None	28/06/2016
Delegation of authority to issue ordinary shares and securities giving access to the capital of the Company, in return for contributions made in securities as part of a public exchange offer initiated by the Company	€1,133,000 for the total nominal value of all of the capital increases made under this resolution. €550,000,000 for the total issuance amount of marketable securities giving right to debt instruments + limits of the 27th resolution of the General Meeting of Shareholders of 28 April 2016	28/04/2016 (24th resolution)	None	28/06/2018
Delegation of authority to increase the share capital by incorporation of reserves, profits or premiums	Maximum nominal value amount of €100 million	28/04/2016 (25th resolution)	None	28/06/2018

The Extraordinary General Meeting of 4 May 2018 will be asked to grant the Board of Directors new delegations of powers. These delegations shall do away with the portions not used for the aforementioned authorisations.

These delegations will be described in Part 26 of this Reference document presenting the resolutions proposed to the General Meeting of Shareholders of 4 May 2018.

21.1.4.2. Share options and free share programs

In accordance with Articles L. 225-184 and L. 225-197-4, paragraph 1 of the French Commercial Code, the transactions carried out in 2017 in connection with the granting of options to subscribe for or purchase shares and (ii) free grants of Company shares are reported below.

21.1.4.2.1. Implementation of stock option plans

Plan implemented under the authorisation of the General Meeting of Shareholders of 5 April 2012: IPF 2020

Pursuant to a decision of the Board of Directors of 4 September 2012 taken in the context of the authorisations given by the General Meeting of Shareholders of 5 April 2012 in its 22nd and 23rd resolutions, Ipsos has put in place a five-year long-term incentive plan called "IPF 2020", which is similar to the previous IPF Plan that was put in place in 2002.

Under the IPF 2020 Plan, the beneficiaries would be granted a certain number of free shares, subject to their acquisition on the market of the same number of Ipsos shares (the “Investment Shares”).

They would also be granted a number of stock options equal to ten times the Investment Shares.

These free shares and stock options would be subject to the following vesting periods and conditions:

- after three years of continued employment starting on the grant date, the stock options would vest progressively, up to an amount corresponding to a maximum of ten times the number of Investment Shares, with the maximum amount of stock options vesting after five years. Participants may exercise their stock options as they vest and until 4 September 2020;

- in addition, after five years of continued employment within the Ipsos group, the free shares would vest, subject to holding of all or part of the Investment Shares (with the maximum amount of free shares vesting if the recipient retains 100% of the Investment Shares for the five year vesting period).

The IPF 2020 programme was implemented by the Board of Directors meeting held on 4 September 2012 as follows:

- free share grants as detailed in paragraph 21.1.4.2.2. below;

- grant of 1,969,370 options, under two different plans: a French Plan and an International Plan with different exercise periods, in order to take into account the different regulations.

The share of the options granted to each of the three beneficiary executive officers under the IPF 2020 Plan (48,720 options each) represented 0.107% of the share capital at the time of their allocation.

Date of Board Meeting (Date of allocation)	Initial exercise date for options	Number of options initially granted	Exercise price of 1 share per option	Cumulative number of options exercised at 31/12/2017	Cumulative number of options cancelled and/or expired at 31/12/2017	Quantity remaining at 31/12/2017	Final exercise date
04/09/2012 (IPF 2020 - French plan)	04/09/2016	423,990	€24.63	115,120	(70,600)	238,270	04/09/2020
04/09/2012 (IPF 2020 – International plan)	04/09/2015	1,545,380	€24.63	326,333	(504,111)	714,936	04/09/2020
		1,969,370		441,453	(574,711)	953,206	

Summary

Date of General Meeting authorising the transaction	05/04/2012
Date of Board Meeting (Date of Allocation)	04/09/2012
Initial number of shares eligible for subscription or purchase	1,969,370
Number of shares eligible for subscription or purchase by the Executive Officers	146,160
Pierre Le Manh	48,720
Laurence Stoclet	48,720
Henri Wallard	48,720
Initial exercise date for options	04/09/2015 and 04/09/2016
Expiry date	04/09/2020
Subscription or purchase price*(1)*	24.63
Exercise terms*(2)*	One option gives access to one share
Number of shares subscribed for at 31 December 2017	441,453
Options to subscribe or purchase still to be delivered at the end of the year	953,206

(1) The Extraordinary General Meeting decided that the subscription price of the shares resulting from the exercise of options would be set by the Board of Directors, in accordance with the terms and conditions established by the current applicable laws, with no discounts. Consequently, the unit subscription price for the share options will be the greater of:

- *the average closing price for Ipsos shares during the twenty stock exchange sessions preceding the Allocation Date, i.e. €24.63; or*
- *the opening price for Ipsos shares as of the Allocation Date, i.e. €23.945.*

The subscription price established by the Board is therefore €24.63, or the average of the twenty most recent closing prices for Ipsos shares prior to the Date of Allocation.

(2) Once vested, the stock options can be exercised until the expiry date and the exercise of the stock options is not subject to any conditions or performance criteria.

	Number of options attributed in 2017	Number of options exercised in 2017	Exercise price
Of which to Executive Officers:			
Didier Truchot (Chairman & Chief Executive	-	10,000	24.63
Laurence Stoclet (Deputy Chief Executive	-	-	-
Pierre Le Manh (Deputy Chief Executive Officer)	-	-	-
Henri Wallard (Deputy Chief Executive Officer)	-	-	-
The ten employees, other than executive officers, with the largest number of options exercised			
Yannick Carriou*	-	32,480	24.63
Darrell Bricker	-	24,360	24.63
Ben Page	-	15,686	24.63
Gary Bennewies	-	12,180	24.63
Robert Myers	-	10,233	24.63
Carlo Stokx	-	10,000	24.63
Robert Duffy	-	9,056	24.63
Steve Levy	-	9,041	24.63
Jeremy Mcnamara	-	8,240	24.63
Cees Faber	-	8,000	24.63

**Note: Yannick Carriou left the Group during the year.*

Potential dilution

At 31 December 2017, if all the options under the plans described below were to be exercised, the potential dilution would be 2.15%, representing 953,206 new shares.

	Issue/grant date	Exercise price	Exercise period	Potential dilution
Share options	04/09/2012	€24.63	04/09/15-16 to 04/09/20	953,206
Total				**953,206**

21.1.4.2.2. Free share grants

A. Annual free share plans

Overview

Every year, Ipsos issues a free share plan for certain executives residing in France or around the world.

In 2016, the terms of the two components of the Plan (the "France" Plan and the "International" Plan) were aligned with each other, which was made possible by changes to French regulations and in particular, by the deletion by Law No. 2015-990 of 6 August 2015, known as the Macron Law, of the obligation to make acquisitions of free shares issued under an authorisation of the General Meeting subject to a holding requirement when the total vesting period and, if applicable, the holding period is at least two years.

Given that alignment, it was decided in 2017 to bring the "France" and "International" components together into a single plan governed by the same regulations. The most recent free share plan implemented on 28 April 2017 brings together the Group's beneficiaries, who are both French and foreign residents.

Plan objectives

As Ipsos is engaged in a "people" business, its managers are its primary asset. It is therefore essential that Ipsos be able to both attract and retain the best talent in a highly competitive industry.

Accordingly, Ipsos has maintained over many years a remuneration policy to incentivise its senior management while keeping overall remuneration levels reasonable. The Company believes that the best way to accomplish this goal, and to align the interests of our senior managers with the interests of the shareholders, is to emphasise variable remuneration.

The variable remuneration of the Company's managers is comprised of two parts: (i) the potential annual bonus; and (ii) eligibility for a free share grant.

The free shares granted to executive officers of Ipsos SA are also subject to the fulfilment of additional overall future performance criteria as noted below.

The free share grants are awarded each year close to the timing of payment of bonuses and are designated internally by the name of "bonus shares".

Size of the Free Share Plan:

The Company's free share programme is a large plan that covers about 850 managers in more than 65 countries. As a result of the large number of participants in the plan, the number of shares awarded to each individual participant is limited, and no Director who is an Executive Officer has received, to date, more than 0.01% of the share capital per year through any of these grants. To illustrate the wide reach of this programme, the table below identifies the composition of managers receiving grants and the percentage of their variable remuneration as compared to their base salary, for grants given in 2017.

Categories of recipients	Number of persons per category who received free shares	% of the total shares granted in 2017
Executive Officers	4	5.2%
Members of the MBEC* (excluding the executive officers)	15	12.3%
Partnership Bonus Group (excluding the executive officers and the MBEC)	170	39.3%
Other managers	662	43.2%
Total	**851**	**100.0%**

**MBEC: Management Board Executive Committee (Executive Committee)*

The total number of shares granted to employees of the Group in France and abroad under the 2017 Plan represented 0.90% of the share capital of Ipsos on the day of allocation.

Features of the Free Share Plans:

Vesting period and condition of presence:

Any final award is subject to the condition that the beneficiary is an active employee in the Ipsos group at the end of a two-year vesting period starting as from the grant date. This condition of presence may be waived in the event of death, infirmity or retirement of the beneficiary. Starting with the next Plan that will be implemented in respect of the 2018 financial year, the vesting period will be three years.

Supplemental performance criteria:

Additional performance criteria: The free shares granted to executive officers of the Company are also subject to additional performance criteria in accordance with the AFEP-MEDEF's Corporate Governance Code.

The final grants of free shares to other recipients of the plans are only subject to the above-referenced condition of two years of service. In fact, the Company does not think that additional performance criteria are appropriate for these managers, for the following reasons: (i) the size of the pool and the diversity of markets in which participants operate (about 800 managers in some 60 countries); (ii) the free shares are awarded to these beneficiaries as part of their variable compensation package to reward performance in the prior year, so they are awarded on the basis of performance already achieved; (iii) for the majority of these beneficiaries, the free shares represent only a small component of their compensation; and (iv) it would have a significant negative impact on the Company's recruitment and retention efforts, and it would consequently also necessitate other forms of compensation plans which would not have the same effect of aligning the interests of the Company's managers with the interests of its shareholders.

Ipsos also endeavours to mitigate the dilutive effect of the free share plans, by purchasing its own shares through its share buyback programme.

Understanding the fulfilment of the Free Share Plan's performance criteria:

Each year, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviews the fulfilment of the performance criteria affecting the total or partial delivery of the shares awarded two years prior.

Holding requirement:

Under the French Plans issued until 2015 to beneficiaries who are French residents, acquisitions of free shares granted are subject to a holding requirement of two years as from their acquisition date. This obligation is not applicable to the beneficiaries of free shares under the International Plan. Thus, this holding requirement was removed in the Plan implemented on 28 April 2016 on the basis of the authorisation given by the General Meeting held on the same day under the new terms permitted by the so-called Macron Law.

Holding requirement specific to executive officers:

Executive Officers of the Company are also required to hold at least 25% of the vested shares for the duration of their employment.

Implementation of the 2017 Free Share Plan

The Board of Directors of the Company met on 28 April 2017 and decided to implement a new free share plan for the 2017 financial year, on the basis of the authorisation granted by the General Meeting of 28 April 2016 in its seventeenth resolution.

In 2017, 397,878 shares were allocated under the Plan to 851 Group manager beneficiaries.

20,696 of those performance-oriented shares were allocated to the four executive officers of Ipsos SA (i.e. 0.05% of the capital in total, and approximately 0.01% for each of those directors).

Those performance criteria are identical to those of the last two plans implemented in 2015 and 2016, namely, a criterion linked to organic growth and a criterion linked to the operating margin, each of which determine the allocation of 50% of the shares[2].

[2] The performance criteria applicable to each plan are detailed in the summary table in Part 15.3.1. of the Reference document, Table 9.

- Summary

	Number of shares	IFRS value (in euros)
Number of free shares attributed in 2017	**397,878**	**10,770,557**
Of which to Executive Officers:	20,696	560,240
Didier Truchot (Chairman & Chief Executive Officer)	5,174	140,060
Laurence Stoclet (Deputy Chief Executive Officer)	5,174	140,060
Pierre Le Manh (Deputy Chief Executive Officer)	5,174	140,060
Henri Wallard (Deputy Chief Executive Officer)	5,174	140,060
Of which the ten employees, other than executive officers, receiving the largest number of free shares	52,598	1,423,828
Xiaonong (Alick) Zhou	6,209	168,078
Shane Farrell	5,174	140,060
Brian Gosschalk	4,311	116,699
Judith Passingham	4,311	116,699
Baiming (Kelly) Yin	4,311	116,699
Carlo Stokx	4,139	112,043
Lauren Demar	3,449	94,718
Ralf Ganzenmueller	3,449	94,718
Lifeng Liu	3,449	94,718
Jacquie Matthews	3,449	94,718
Ben Page	3,449	94,718
Elys Roberts	3,449	94,718
Michael Spedding	3,449	94,718

Delivery of 2015 free share plan

On 24 April 2017, the vesting period for the Free Share Plan implemented two years before for the 2015 financial year expired.

On that vesting date, 361,826 shares out of a total of 416,143 shares initially granted were definitively vested and delivered to 831 beneficiaries still present within the Group at that date.

As regards the free shares awarded to the executive officers subject to performance conditions, the Board of Directors met on 22 February 2017 and assessed the fulfilment of said conditions.

The performance criteria affecting the final vesting of the free shares awarded to Executive Officers under the 2015 Plan were the following:

- Organic growth criterion

Half of the shares allocated will be vested if the cumulative organic growth rate over two years reaches a target level set by the Board in line with the Group's targets and strategy. A minimum level of organic growth acts as a trigger carrying entitlement to 80% of the shares allocated. If Ipsos' rate of organic growth over the two-year period of the plan is between this trigger threshold and the target level, the number of shares vested would be 80% to 100% of the number of shares allocated according to a linear progression, subject to the total weighting applied to this criterion. On the other hand, the organic growth criterion will be considered as not having been attained if growth is below this trigger threshold;

- Operating margin criterion

The other half of the shares granted will be definitively vested if Ipsos's operating margin is (i) greater than or equal to a margin level set by the Board of Directors for the first year of the vesting period, and (ii) higher for the second year of the vesting period compared to the previous year:

Achievement of organic growth criterion: after assessing cumulative organic growth over two years and comparing it with the target level set by the Board of Directors, the Board noted that the target level had not been reached but that the minimum level of growth had been, and so it acted as a triggering threshold and thus authorised the granting of 80% of the shares allocated under this criterion,

Achievement of operating margin criterion: the Board of Directors noted the achievement of this criterion: 2015 operating margin of 10%, equal to the margin of the previous year, and 2016 operating margin of 10.1%, up compared to the 2015 margin. As a result, it set the shares granted under this criterion at 100%.

In total, therefore, 90% of the free shares granted to executive officers were definitively vested and thus delivered to them.

Long-term free share plan: IPF 2020 programme

On 4 September 2012, in the context of the IPF 2020 program (see paragraph 6.5.1 above), the Board allocated (i) 42,399 free shares to French residents under the IPF 2020 France free share plan (of which 14,616 went to Ipsos SA's corporate officers) and (ii) 154,538 shares for non-French residents under the IPF 2020 International free share plan. The share of the free shares granted to each of the three beneficiary executive officers under the IPF 2020 Plan (4,872 options each) represented 0.01% of the share capital at the time of their allocation.

The Board of Directors used the authorisation to grant free shares, within the framework of Articles L. 225-197-1 of the French commercial code and in accordance with authorisation made by the Extraordinary General Meeting of 5 April 2012 (22nd resolution).

This Plan expired on 4 September 2017 (Vesting Date), following a five-year vesting period.

At the vesting date, 119,426 shares were definitively vested by a total of 95 beneficiaries who had retained their Investment Shares at the same date.

Summary table of the free share plans

	Date of allocation	Number of shares granted	Cumulative number of cancellations	Shares delivered	Remaining shares	Delivery date	Potential dilution
Shares granted in 2012	04/09/2012 (IPF 2020)	196,937	(77,511)	119,426	-	04/09/2017	-
Shares granted in 2015	24/04/2015	416,143	(54,317)	361,826	-	24/04/2017	-
Shares granted in 2016	28/04/2016	451,115	(27,386)	-	423,729	28/04/2018	0.95%
Shares Allocated in 2017	28/04/2017	397,878	(7,588)	-	390,290	28/04/2019	0.88%
Total		1,462,073	(166,802)	481,252	814,019		1.83%

Potential dilution

As at 31 December 2017, if the free shares granted but not yet delivered would come to be delivered by creating new shares through a capital increase, the maximum potential dilution would be 1.83% (814,019 potential new shares).

21.1.4.2.3. Maximum potential dilution

As at 31 December 2017, if (i) the free shares granted but not yet delivered would come to be delivered by the creation of new shares through a capital increase, and (ii) all the options from the aforementioned programme were exercised, the maximum potential dilution would be 3.98% (1,767,225 shares).

21.1.5. Information about the terms controlling any acquisition rights and/or obligations over authorised but unissued capital designed to increase share capital

N/A.

21.1.6. Information about the capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option

Please refer to Note 1.2.7 “Commitments to buy out minority interests” of the consolidated financial statements in Part 20.2 of this Reference document

21.1.7. History of transactions on share capital

The table hereinafter described the operations in the share capital of Ipsos SA done since 2002.

Date	Transaction	Par value	Gross issue premium	Cumulative par value	Cumulative number of shares
31/12/2002	Increase in share capital through the issue of 50,400 new shares, following the exercise of subscription options in 2002	€0.25	€259,926	€7,004,597	28,018,388
31/12/2003	Increase in share capital through the issue of 173,440 new shares, following the exercise of subscription options in 2003	€0.25	€865,268	€7,047,957	28,191,828
31/12/2004	Increase in share capital through the issue of 205,844 new shares, following the exercise of subscription options in 2004	€0.25	€1,297,392	€7,099,418	28,397,672
02/11/2005	Increase in share capital through the issue of 5,000,000 new shares, without preferential subscription rights	€0.25	€113,750,000	€8,349,418	33,397,672
15/12/2005	Increase in share capital through the issue of 297,648 new shares, as part of its share contribution to MORI	€0.25	€6,994,729	€8,423,830	33,695,320
31/12/2005	Increase in share capital through the issue of 168,024 new shares, following the exercise of subscription options in 2005	€0.25	€1,907,668	€8,465,836	33,863,344
31/12/2006	Increase in share capital through the issue of 152,179 new shares, following the exercise of subscription options in 2006	€0.25	€2,113,240	€8,503,881	34,015,523
20/03/2007 Board Mtg	Recognition of the increase in share capital through the issue of 29,481 new shares, following the exercise of subscription options in January and February 2007	€0.25	€439,137	€8,511,251	34,045,004
18/03/2008 Board Mtg	Recognition of the increase in share capital through the issue of 133,341 new shares following the exercise of subscription options between 1 March 2007 and 31 December 2007	€0.25	€1,985,562	€8,544,586	34,178,345
18/03/2008 Board Mtg	Recognition of the increase in share capital through the issue of 3,913 new shares, following the exercise of subscription options between 1 January 2008 and 29 February 2008	€0.25	€59,000	€8,545,565	34,182,258
18/03/2008 Board Mtg	Decision to cancel 457,017 shares (acquired for this purpose under the Share Buyback Programme approved by the General Meeting of 2 May 2007) and corresponding reduction in share capital to €8,431,310	€0.25	-	€8,431,310	33,725,241
18/03/2009 Board Mtg	Recognition of the increase in share capital through the issue of 48,299 new shares following the exercise of subscription options between 1 March 2008 and 31 December 2008	€0.25	€757,546	€8,443,385	33,773,540
18/03/2009 Board Mtg	Recognition of the increase in share capital through the issue of 3,560 new shares, following the exercise of subscription options between 1 January 2009 and 28 February 2009	€0.25	€51,270	€8,444,275	33,777,100
24/02/2010 Board Mtg	Recognition of the increase in share capital through the issue of 85,040 new shares following the exercise of the subscription options between 1 March 2009 and 31 December 2009	€0.25	€1,387,715	€8,465,535	33,862,140

Date	Transaction	Par value	Gross issue premium	Cumulative par value	Cumulative number of shares
23/02/2011 Board Mtg	Recognition of the increase in share capital through the issue of 268,147 new shares, following the exercise of subscription options between 1 January 2010 and 31 December 2010	€0.25	€4,734,812	€8,532,572	34,130,287
27/07/2011 Board Mtg	Recognition of the increase in share capital through the issue of 20,614 new shares, following the exercise of subscription options between 1 January 2011 and 30 June 2011 and the delivery of shares following free share grants having resulted in the issue of 118,425 new shares	€0.25		€8,567,331.50	34,269,326
07/09/2011 decision of the Chairman & Chief Executive Officer	Recognition of the increase in share capital through the issue of 4,276 new shares following the exercise of subscription options between 1 July 2011 and 31 August 2011	€0.25		€8,568,400,50	34,273,602
30/09/2011 decision of the Deputy Chief Executive Officer	Recognition of the increase in share capital by public offering through the issue of 10,967,552 new shares, i.e. a share capital of 45,241,154 shares as of this date	€0.25	€197,415,936	€11,310,288.50	45,241,154
29/02/2012 Board Mtg	Between 1 October 2011 and 31 December 2011, 13,401 new shares were issued through the exercise of subscription options.	€0.25		€11,313,638.75	45,254,555
27/02/2013 Board Mtg	Between 1 February 2012 and 31 January 2013, 72,032 new shares were issued through the exercise of subscription options	€0.25		€11,331,646.75	45,326,587
26/02/2014 Board Mtg	Between 1 February 2013 and 31 January 2014, 9,648 new shares were issued through the exercise of subscription options	€0.25		€11,334,058.75	45,336,235
26/10/2016 Board Mtg	Recognition of the capital increase related to the exercise of stock options between 1 July and 30 September 2016 that resulted in the issue of 107,998 new shares, followed by a capital reduction through cancellation of the same number of shares resulting from the exercise of options (share capital remained unchanged at the end of the two-part transaction)	€0.25		€11,334,058.75	45,336,235
22/11/2016 Board Mtg	Cancellation of 900,000 shares and subsequent recognition of a reduction in the share capital by a nominal amount of €225,000.	€0.25		€11,109,058.75	44 436 235
29/12/2016	Capital increase by a nominal amount of €2,219,179 through the issuance of 8,876,716 new shares granted to the shareholders of LT Participations, followed by a capital reduction through cancellation of the same number of shares (share capital remained unchanged at the end of the two-part transaction)	€0.25		€11,109,058.75	44 436 235

Date	Transaction	Par value	Gross issue premium	Cumulative par value	Cumulative number of shares
31/12/2016 decision of the Chairman & Chief Executive Officer	Recognition of the capital increase related to the exercise of stock options between 1 October and 31 December 2016 that resulted in the issue of 62,151 new shares, followed by a capital reduction through cancellation of the same number of shares resulting from the exercise of options (share capital remained unchanged at the end of the two-part transaction)	€0.25		€11,109,058.75	44 436 235
30/06/2017 decision of the Chairman & Chief Executive Officer	Recognition of the capital increase related to the exercise of stock options between 1 January and 30 June 2017 that resulted in the issue of 156,344 new shares, followed by a capital reduction through cancellation of the same number of shares resulting from the exercise of options (share capital remained unchanged at the end of the two-part transaction)	€0.25		€11,109,058.75	44 436 235
31/12/2017 decision of the Chairman & Chief Executive Officer	Recognition of the capital increase related to the exercise of stock options between 1 July and 31 December 2017 that resulted in the issue of 114,960 new shares, followed by a capital reduction through cancellation of the same number of shares resulting from the exercise of options (share capital remained unchanged at the end of the two-part transaction)	€0.25		€11,109,058.75	44 436 235

21.2. Memorandum and articles of association

21.2.1. Issuer's objects and purposes (article 2 of the by-laws)

Ipsos SA's objectives are:

- to conduct market research using surveys, opinion polls, statistical research or any other process with a view to facilitating and organising the establishment of sales operations, promotions, and the distribution of products and services of all kinds; and to provide studies, surveys, opinion polls, analyses and consultancy services in the political, economic and social fields;

- to research, prepare, organise and implement, either on its own account or for third parties as agent or otherwise, all forms of advertising for all commercial products, including all space buying and selling operations;

- to carry out all types of consultancy activities that may constitute decision-support aids for companies, services or any other organisation;

- to identify, obtain, acquire and use all patents, licences, processes and goodwill relating to the above activities;

- to acquire interests and equity stakes of whatever form in all similar enterprises, including by exchange of shares for assets, by the subscription or purchase of shares, bonds or other securities, by becoming an active partner in limited partnerships, by forming new companies or mergers, or by any other means;

- to execute all financial transactions associated with a stock market listing;

- and generally, to carry out all civil, commercial, financial and industrial asset or property transactions, relating directly or indirectly to the Ipsos SA objectives or to all other similar or associated objectives.

21.2.2. Executive Management

The organisation and the functions of the Board of directors and the management are described respectively in articles 11 to 16 and 19 of the Articles of association.

For more details, please refer to point 2 of Paragraph 16.4.1 “Board of Directors report on corporate governance for the 2017 financial year” in this Reference document.

21.2.3. A description of the rights, preferences and restrictions attached to each class of existing shares

There are no shares giving special control rights other than the double voting rights allocated to all fully paid-up shares, which have been registered in the name of the same shareholder for more than two years.

Double voting rights (Article 10 of the articles of association)

Double voting rights relative to the percentage of the total share capital the shares represent are granted as follows:

- for shares that are fully paid-up and have been registered in the name of the same shareholder for at least two years;
- for registered shares that are allocated for free to a shareholder based on shares with double voting rights, in the event of an increase in the share capital by capitalisation of reserves, profits or share premiums.

A share loses its double voting rights if it is converted to a bearer share or if its ownership is transferred.

However, the acquired right is not lost if the share is transferred when a deceased shareholder’s estate is settled, if a married couple’s joint estate is dissolved, or if a gift is made to a spouse or heir.

The double voting right attached to registered shares may be exercised by a registered intermediary if the information provided by the intermediary can be verified to ensure compliance with the conditions required for the right to be exercised.

Each shareholder may waive these double voting rights at any type of General Meeting (Ordinary, Extraordinary, Combined or Special), and for a single Meeting at a time.

The option of waiving double voting rights must be renewed at each Meeting where the shareholder wishes to make use of this facility. Waiver may be total or partial, for all or for part of the resolutions put to vote at the Meeting.

At 31 December 2017, 7,646,873 shares carried double voting rights. It should be noted that LT Participations had double voting rights in Ipsos SA. The shareholders of LT Participations were themselves holders of shares in the company that acquired double voting rights on 30 June 2017. As a result of the merger of LT Participations into Ipsos SA, the Ipsos SA shares delivered in exchange for the merger to the shareholders of LT Participations also enjoyed double voting rights that were to be applicable as of 30 June 2017 to shares still held in registered form by their holders on that date.

There are no statutory limitations governing the exercise of voting rights, other than the penalty for non-disclosure of any ownership thresholds exceeded (please refer to 21.2.7 below).

Appropriation and distribution of profits

At least five per cent (5%) of the net profit for the year, less any brought-forward losses, must be appropriated to the legal reserve. This appropriation is no longer mandatory when the legal reserve reaches one tenth of the share capital.

The balance, reduced by all other sums to be held as reserves in compliance with the law and the articles of association, and increased by the retained earnings carried forward, is the profit available for distribution.

The General Meeting may also decide to distribute amounts from reserves available for distribution, indicating from precisely which reserve accounts such distributions are made. The General Meeting may appropriate any sum it sees fit from the profit available for distribution, to be carried forward as retained earnings or transferred to one or more reserve accounts.

Disposal of shares

There is no clause in the articles of association restricting the transfer of shares.

21.2.4. Action necessary to change the rights of holders of the shares

Please refer to the Paragraph 21.2.7 hereinafter regarding the sanction for non-compliance with statutory provisions relating to the disclosing of crossing thresholds.

There is no other statutory restriction on the exercise of voting rights.

Changes to the articles of association can only be made by an Extraordinary General Meeting.

21.2.5. Statutory provisions preventing a change of control

There are no shares giving special control rights other than the double voting rights allocated to all fully paid-up shares, which have been registered in the name of the same shareholder for more than two years (please refer to 21.2.3 above).

There is no clause in the articles of association restricting the transfer of shares.
Voting rights of Ipsos shares held by the FCPE "Ipsos Actionnariat" (employee savings mutual fund) are exercised by the Supervisory Board of the fund in accordance with Article 8.2, Paragraph 2 of the FCPE's internal regulations.

There are no limitations in the articles of association governing the exercise of voting rights, other than the penalty for non-disclosure of any ownership thresholds exceeded.

21.2.6. Statutory provisions governing the ownership threshold above which shareholder ownership must be disclosed

Thresholds for disclosure of interests in the share capital (Article 8 of the articles of association)

In addition to the legal requirement to inform the Company and the French Financial Markets Authority of ownership of certain percentages of share capital or voting rights, any individual or legal entity acting alone or in concert who comes to hold shares representing more than 6%, or more than any multiple of 1% above 6%, of the capital or voting rights of Ipsos SA (the total number of voting rights to be used in the denominator of this calculation to be based on all shares qualifying for voting rights, including those stripped of their voting rights), is required to inform Ipsos SA within a period of five (5) trading days from the date on which any threshold is crossed, by registered letter with acknowledgement of receipt sent to the Company's registered office, of the total number of shares and securities giving deferred access to shares held individually or in concert together with the total number of associated voting rights. A new declaration must be made, under the same conditions, whenever a new threshold, calculated as above, is exceeded. Companies managing UCITS or pension funds are required to provide this information for all shares or voting rights held by all the funds that they manage.

A new declaration must be made, under the same conditions, whenever holdings fall below one of the thresholds indicated and calculated as above, until the threshold of 5% of the capital or voting rights of Ipsos SA is reached.

In the event of non-compliance with the information obligations and at the request, noted in the Meeting's minutes, of one or several shareholders holding at least 5% of the share capital, the voting rights exceeding the fraction which should have been declared shall be suspended and shall not be exercised at any Meeting up to the end of the two-year period following the date of proper disclosure.

Identification of the holders of bearer shares: identifiable bearer shares through "TPI" (Article 7 of the articles of association)

As permitted by Article L. 228-2 of the French Commercial Code, Ipsos SA may, at any time, request the identity of holders of its bearer shares from the central depository responsible for maintaining the Company's securities issuance account.

21.2.7. Statutory conditions governing changes in the capital, where such conditions are more stringent than is required by law

The articles of association do not provide any specific condition regarding changes in the capital.

22. Material contracts

22.1. Financial contracts

As regards the loans contracted, Ipsos has five principal lines of financing:

• on 10 August 2010 Ipsos issued to certain private investors in the US a private placement (USPP) for a nominal amount of $300 million, structured in three tranches, the first one with a seven year bullet maturity (on 28 September 2017), the second one with a ten year bullet maturity (on 28 September 2020), and the third one with a twelve year bullet maturity (on 28 September 2022). The fixed rates of these tranches are respectively 4.46%, 5.18%, and 5.48%;

• on 2 August 2013, Ipsos entered into a variable-rate, multi-currency syndicated loan facility for a nominal amount of €150 million with a pool of banks, for a term of five years (2 August 2018);

• on 30 December 2015, Ipsos entered into a variable-rate, multi-currency syndicated loan facility for a nominal amount of €215 million with a pool of banks, for a term of five years (30 December 2020) with two one-year extension options;

• on 12 November 2013, six "Schuldscheindarlehen" (SSD) loan agreements were taken out through Private Investors (French and foreign), in euros (€52.5 million) and in USD ($76.5 million);

• on 7 December 2016, Ipsos issued a new loan on the German market to refinance part of its debt (including an already existing Schuldschein arrangement from 2013) at longer maturities (three, five and seven years) and with improved margin conditions. The initial offer, amounting to €125 million, was oversubscribed and the final amount was increased to €223 million.

For financing agreements, also refer to Note 5.9 "Financial debt" to the consolidated financial statements appearing in Part 20.2, as well as 4.3.3 "Liquidity Risk" of this Reference document.

22.2. Operational contracts

Other than contracts entered into within the normal conduct of business, including for purchase or sale transactions or within the financing operations mentioned in this Reference document, the Group is not aware of any other significant contracts that were entered into by companies of the Group in the two years preceding the date of this Reference document, still in effect on that date, that would contain provisions conferring an obligation or commitment likely to have a significant effect on the Group's business activity or financial position.

Within the framework of the services that Ipsos is required to deliver globally to the same client, Ipsos's policy is to enter into global framework service agreements with its key clients. This type of contract includes all of the financial and legal conditions as well as the operational rules governing relations between Ipsos and its clients in all countries concerned. Based on this global framework agreement, orders for services are entered into separately between Ipsos and the client's local subsidiaries charged with describing the services, their financial conditions, as well as the specific rules for each country. However, the principle is that the global framework agreement prevails over the service orders and governs all contractual relations between Ipsos and its client in each country. These framework agreements are often entered into for a term of three years or an automatically renewable one-year term (concerning client risk, also refer to Section 4.1.3 of this Reference document).

23. Third party information, statement by experts and declarations of any interest

Not applicable.

24. Publicly available documents

Person responsible for financial information:

Laurence Stoclet, Ipsos Deputy Chief Executive Officer, Group Chief Financial Officer.

(Tel: +33 (0)1 41 98 90 20), 35 rue du Val de Marne - 75013 Paris – France.

Legal and financial documents:

During the validity period of this Reference document, the following documents can be consulted at the registered office (35 rue du Val de Marne – 75013 Paris):

- the articles of association of Ipsos SA;
- the reports, letters and other documents, historical financial information, evaluations and declarations established by an expert at the request of Ipsos, a part of which is included or referenced in this Reference document;
- historical financial information of Ipsos and its subsidiaries for each of the last three financial years prior to the publication of this Reference document.

The following documents are also available online at www.ipsos.com: the articles of association, the consolidated financial statements and historical financial information from the last three financial years. The Reference documents since the Company went public in 1999 are also available online at the website https://www.ipsos.com/en/regulated-informations/fr).

The website also contains all the publicly available information:

- the internal regulations of the Board of Directors;
- regulatory information as defined by the *Autorité des Marchés Financiers* (AMF);
- presentations to analysts and investors;
- regarding General Meetings, the Notice of Meeting showing draft resolutions, ways to access the meeting, the results of votes on resolutions and all the documentation to be made available to shareholders in accordance with current regulations;
- information regarding the composition of the Board of Directors and Executive Committee (MBEC).

2017 annual financial report:

A cross-reference table between the annual financial report and this Reference document is presented in Chapter 27 of this Reference document.

2017 management report:

A cross reference table between the 2017 management report and this Reference document is presented in Chapter 27 of this Reference document.

2017 corporate governance report:

A cross reference table between the 2017 corporate governance report and this Reference document is presented in Chapter 27 of this Reference document.

Publications over the last 12 months:

List of press releases published over the last 12 months	
Available on: www.ipsos.com	
22/02/2017	Ipsos 2016 annual results
27/04/2017	Ipsos First quarter 2017 revenue
26/07/2017	Ipsos First half of 2017 results
26/10/2017	Ipsos Third quarter 2017 revenue
22/02/2018	Najat Vallaud-Belkacem joins Ipsos
28/02/2018	Ipsos 2017 annual results

Shareholder and investor information:

Ipsos SA communicates with its shareholders at least once a year at its Annual General Meeting. It also regularly issues press releases to all business and financial media, reporting its quarterly revenue, interim and full-year results and any major events affecting the Group.

The prospectuses, annual reports and other information memorandums, as well as press releases, are available in French and English on the Group's website (www.ipsos.com) and specifically at:

https://www.ipsos.com/en/regulated-informations/fr

and

https://www.ipsos.com/en/regulated-informations/en

At least two analyst meetings are organised each year to present the full-year and interim financial statements, and these are generally followed by a series of other presentations in France and abroad.

The Company has been hosting "Investors Days" since 2015. In 2017, an investors day was held on 6 June in Paris.

Managers of the Group frequently meet with journalists, analysts and investors who request a meeting (contact: Laurence Stoclet, Deputy Chief Executive Officer and Group CFO, Tel.: +33 1 41 98 90 20. E-mail: finance@ipsos.com).

2018 financial agenda:

- 28 February 2018: presentation of 2017 annual results
- 1 March 2018: presentation of 2017 annual results – Paris, France; investor conference call – English
- 26 April 2018: publication of first quarter of 2018 revenue;
- 4 May 2018: General Meeting of Shareholders – Paris (Ipsos), France;
- 25 July 2018: publication of first quarter of 2018 results;
- 26 July 2018: presentation of first half of 2018 results – Paris, France; investor conference call – English;
- 25 October 2018: publication of third quarter of 2018 revenue.

25. Information on holdings

Please refer to Note 7.1 "Scope of consolidation" of the consolidated financial statements in Part 20.2 of this Reference document and to Note 4.1.3 "List of subsidiaries and equity interests" of the Parent Company financial statements in Part 20.4 of this Reference document.

General Meeting of 4 May 2018

26. General Meeting of 4 May 2018

26.1. Board of Directors' report to the Ordinary and Extraordinary General Meeting of 4 May 2018

Dear Shareholders, The Ordinary and Extraordinary General Meeting of Ipsos SA, a French société anonyme with a share capital of €11,109,058.75, whose registered office is located at 35 rue du Val de Marne 75013 Paris (here after, "Ipsos" or the "Company"), has been convened by the Board of Directors on 4 May 2018 at 9.30 a.m. at the Company's registered office in order to vote on the draft resolutions presented below.

This report will provide you with relevant information regarding each resolution proposed to the General meeting.

1. State of the business of the Company

The state of the business and financial condition of the Company during the financial year ended 31 December 2017 are described in sections 9.2.1 and 9.2.2 of the Company's

2. Reference document. Resolutions proposed to the Ordinary General meeting

2.1 Approval of the annual and consolidated financial statements (first and second resolutions)

The first and second resolutions submitted to the approval of the shareholders relate to the annual and consolidated financial statements of the Company for the financial year ended 31 December 2017, as approved by the Board of Directors.

The Company's annual financial statements show a profit of €87,289,652.

The consolidated financial statements show a profit of €129,076,400.

We invite you to approve the resolution relating to the above.

2.2 Allocation of profits for the financial year ended 31 December 2017 and dividend distribution of €0.87 per share (third resolution)

Subject to shareholder approval of the annual and consolidated financial statements, as presented by the Board of Directors, the third resolution submits to the approval of the shareholders the following allocation of profits for the financial year ended 31 December 2017:

Origin of the profits to be allocated	
Profits from the financial year	€87,289,652
Prior retained earnings	€84,371,110
Total	**€171,660,762**
Allocation of profits	
Dividend[1]	€37,484,293
Balance, to the retained earnings account	€134,176,469
Total	**€171,660,762**

[1] On the basis of the shares giving rights to dividends at 31 December 2017.

The retained earnings account would therefore be increased to €134,176,469.

Each of the shares making up the share capital and conferring rights to dividends would be paid a dividend of €0.87.

The ex-dividend date of the share on the regulated market Euronext Paris will be set for 2 July 2018. The payment of the dividend would take place on 4 July 2018.

We draw your attention to the new tax regime applicable to dividends paid to French tax residents starting in 2018. These dividends are taxed under the new PFU (*Prélèvement Forfaitaire Unique*) regime, a flat tax at an overall rate of 30% (of which 17.2% in social security contributions), automatically applicable unless the express, comprehensive and irrevocable option is taken for taxation according to the progressive income tax scale. If opting for the progressive scale, the dividend would be eligible for the 40% rebate covered in Article 158, Paragraph 3, Subsection 2 of the French General Tax Code.

As a reminder, the dividend distributed for the three previous financial years was as follows:

Financial year	Net dividend per share	Proportion of the dividend eligible towards the allowance[1]
2016	€0.85	100%
2015	€0.80	100%
2014	€0.75	100%

[1]40% tax allowance referred to in paragraph 3, subsection 2 of Article 158 of the French General Tax Code

We invite you to approve the resolution relating to the above.

2.3 Approval of the special report on regulated agreements (fourth resolution)

The fourth resolution submits for your approval the special report of the Statutory Auditors on agreements referred to in Article L.225-38 of the French Commercial Code. This report does not mention any new agreement that falls within the scope of this article that was entered into during the past financial year or that was not previously approved. Also included in this report are regulated agreements previously entered into and approved that continued during the past financial year.

We invite you to approve the resolution relating to the above

2.4 Reappointment of two Directors (fifth and sixth resolutions)

The terms of Florence von Erb and Henry Letulle as Directors will expire after this General Meeting.

Consequently, the aim of the fifth and sixth resolutions submitted for your approval is to reappoint these two Directors for another four-year period, i.e. until the General Meeting to be held in 2022.

Florence von Erb meets all applicable criteria to continue to be qualified as an Independent Director (see Part 16.4.2. of the Reference document, pages 128 and 129).

A short biography of each of these Directors appears in the Appendix to this Report. Detailed information regarding the experience of, and positions or offices held by, the above two directors are also provided in the presentation in Part 14.1. of the Reference document.

Following these reappointments, the Board of Directors will have ten members; five of the nine are women (without counting the employee representative director). Five of the nine directors will be independent (not including the employee representative director, who is also a woman), within the meaning of the AFEP-MEDEF Code.

We invite you to approve the resolution relating to the above.

2.5 Vote (ex ante) on the compensation policy and criteria of the Chairman and Chief Executive Officer (eighth resolution)

The eighth resolution is submitted for your approval pursuant to Act no. 2016-1691 of 9 December 2016, otherwise known as the Sapin II Law.

The "ex ante" vote involves the principles and criteria for the determination, distribution and allocation of the fixed, variable and non-recurring items comprising the total compensation and fringe benefits to Executive Officers for their service as officers.

Insofar as Article L. 225-37-2 of the French Commercial Code covers only those compensation components that are payable to executives for their corporate offices, the Chairman & CEO alone is affected by this measure at Ipsos. The Company's other executive officers, i.e. the three Deputy CEOs, do not receive any compensation by virtue of their terms of office, and are compensated solely for the salaried management duties entrusted to them under their respective employment contracts, prior to taking up their position as executive officers.

Therefore, the principles and criteria used by the Board of Directors to determine, allocate and distribute the Chairman & CEO's compensation are presented for your approval.

If this resolution is approved, the approved compensation policy will be used to determine the compensation attributable to the Chairman & CEO in respect of the current financial year and in respect of subsequent financial years if this policy remains the same. However, payment of the variable and exceptional components of this compensation in respect of 2018 will be conditional on prior approval at the General Meeting of Shareholders to be held in 2019 to approve the 2018 financial statements.

A special report on the compensation policy for the Chairman & CEO, prepared for you pursuant to Article L.225-37-2 of the French Commercial Code, appears in Part 15.1. of the Reference document.

We invite you to approve the resolution relating to the above.

2.6 "Ex-Post" vote on the compensation and benefits due or awarded for the financial year ended 31 December 2017 to the Chairman & CEO (seventh resolution)

In application of Article L. 225-100 of the French Commercial Code, the fixed, variable and non-recurring components of the total compensation and fringe benefits paid or allocated to Didier Truchot, Chairman and Chief Executive Officer, in respect of the 2017 financial year are submitted for the approval of the General Meeting pursuant to this seventh resolution. However, it is specified that only the variable or non-recurring compensation components allocated in respect of the previous financial year cannot be paid until after its approval by the Meeting.

Compensation components paid or allocated in respect of the 2017 financial year	Amount or book value submitted for a vote	Presentation
Fixed compensation (including holiday bonus)	€502,750	The fixed compensation granted to Didier Truchot, excluding the holiday bonus, increased by 2.7% in 2017. *See report on pp. 263 et seq. of the 2016 Reference document*
Annual variable compensation (Amount due for 2017, to be paid in 2018, subject to the General Meeting's approval)	€90,000	Didier Truchot's variable compensation is calculated according to the rules and criteria described in the report shown on pp. 263 et seq. of the 2016 Reference document. The target amount for Didier Truchot's bonus was €250,000, with a ceiling being set at €350,000 (€250,000 * 140%), based respectively on overall Group performance (80% of the bonus) and individual performance (20% of the bonus) – See 2016 Reference document, pp. 264-265 for details). For 2017, the Company's targets triggering payments were partially achieved, with a 26.83% completion rate of the number 1 criterion relative to the Group's operating profit, with this criterion accounting for 80%, conferring rights to payment of the sum of €53,660. Regarding the achievement of individual targets accounting for 20% which were based on a combination of items including development of new services, management of teams, and development of new talents, the Board of Directors has assessed the achievement of this criterion at 73% conferring rights to a bonus share of €36,340. A bonus of €90,000 will be paid to Didier Truchot, subject to approval by the General Meeting of 4 May 2018.
Multi-year variable compensation	None	There is no multi-annual variable cash compensation mechanism.

Compensation components paid or allocated in respect of the 2017 financial year	Amount or book value submitted for a vote	Presentation
Extraordinary compensation	None	Didier Truchot did not receive any non-recurring compensation, although the possibility of allocating such is not excluded from the compensation policy.
Stock options, performance shares, and any other element of long-term compensation	€140,060 (AGA)	The Chairman & CEO is eligible for annual free share plans according to the conditions and procedures specified in the report on p. 263 et seq. of the 2016 Reference document. For the Plan implemented on 28 April 2017, 5,197 free shares representing 0.01% of share capital were allocated, and final allocation is subject to performance criteria after a two-year vesting period: (i) one organic growth criterion and (ii) one operating profit criterion, each of which determines the allocation of 50% of the shares. Details of these performance criteria are provided in Summary no. 9 in Part 15.3.1 of the 2017 Reference document. This allocation was approved on the basis of an authorisation given by the General Meeting of 28 April 2016 (17th resolution).
Attendance fees	None	The Chairman & CEO is not eligible for attendance fees.
Valuation of all fringe benefits	None	Didier Truchot does not qualify for any fringe benefits.
Termination payments	No payment for 2017	In the event of revocation before the end of his term of office, payment equal to twice the amount of gross compensation received in the year preceding the date of such revocation. Payment of this compensation is subject to achievement of the following performance condition: revenue for one of the three years prior to the year of revocation must be higher, at constant exchange rates, than that of the preceding year. This commitment is described in more detail in the 2016 Reference document, pp. 266-267.
Non-competition benefits	None	Didier Truchot does not qualify for any non-competition benefits.
Supplementary pension scheme	None	Didier Truchot does not qualify for any supplementary pension scheme.

We invite you to approve the resolution relating to the above.

2.7 Authorisation to the Board of Directors to enable the Company to buy back its own shares within the limit of a number of shares equal to 10% of its share capital (ninth resolution)

In its eighteenth resolution, the General Meeting of 28 April 2017 authorised the Board of Directors to purchase Company shares for a period of 18 months as from the date of that Meeting for the purpose of complying with a certain number of objectives mentioned in the programme, including the following: to manage the secondary market and share liquidity; to cancel shares so acquired; and to grant stock options or free shares to the employees or directors and officers of the Ipsos group, or in the context of an external growth transaction.

The Company implemented its share buy-back programme during the 2017 financial year in order to cover the employees' and executive officers' share-based incentive programmes in force across the Ipsos group. At 1 January 2017, following the buyback of shares from LT Participations on 14 November 2016, Ipsos held a significant number of shares allocated to its target of covering employee shareholding plans. Thus, under the 2016 and 2017 Buyback Programmes, no buybacks were conducted between 1 January 2017 and 31 December 2017 outside of the liquidity contract.

The Company transferred 481,252 of its shares to grant free shares to the beneficiaries of these programmes. The Company also cancelled 271,304 own shares held as a result of the share buyback programme.

In addition, under its liquidity contract, the Company purchased 245,655 of its own shares at an average price of €30,679 and sold 233,207 shares at an average price of €30,850.

In total, the Company has purchased 245,655 of its own shares at an average price of €30,679 under these operations.

Since this authorisation expires in 2018, it is proposed to the shareholders to grant a new authorisation to the Board of Directors to buy back Company shares in accordance with applicable laws and regulations and within certain limits to be set by the shareholders.

In particular, the authorisation to be granted to the Board of Directors would include limitations relating to (i) the maximum purchase price (€65 per share with a par value of €0.25 excluding transaction costs), (ii) the maximum allocation amount for the implementation of the buy-back programme (€250,000,000 after expenses) and (iii) the volume of shares which may be purchased in accordance with applicable laws and regulations (10% of the share capital of the Company as of the date of the General Meeting, it being stipulated that this ceiling is reduced to 5% when it applies to shares acquired by the Company for the purpose of their conservation and later remittance in payment or exchange in the context of an external growth transaction).

This authorisation would be granted for a period of 18 months and would supersede and cancel the authorisation given in the eighteenth resolution adopted at the General Meeting of 28 April 2017.

It should be noted that this authorisation cannot be implemented by the Board of Directors while a takeover bid for the Company, submitted by a third party, is in progress.

We invite you to approve the resolution relating to the above.

3. Extraordinary Resolutions

3.1 Authorisation to the Board of Directors to cancel shares acquired by the Company in its share buyback programme, within the limit of 10% of its share capital for a period of 24 months (tenth resolution)

Under the tenth resolution, the authorisation granted to the Board of Directors to cancel any or all of the Company's shares that it may hold after implementation of the share buyback programme approved pursuant to the ninth resolution (or any other authorisation of a buyback programme of the Company's shares) is subject to shareholder approval.

This authorisation would be granted for a period of 24 months and would supersede the authorisation given in the sixteenth resolution adopted at the General Meeting of 28 April 2016.

We invite you to approve the resolution relating to the above.

3.2 Authorisation to the Board of Directors to grant free shares already issued or to be issued (eleventh resolution)

Description of the proposed resolution:

Pursuant to Articles L.225-197-1 et seq. of the French Commercial Code, the Board of Directors would be authorised to make one or more free allocations of existing or newly-issued Company shares to employees of the Company and/or its subsidiaries (within the meaning of Articles L.225-197-2 of the French Commercial Code), and to eligible directors and officers of the Company, in France or abroad.

Shares will be subject to a minimum vesting period of three years from the next Free Share Plan, which will be implemented in respect of the 2018 financial year.

The allocation of shares will not be final until the vesting period expires, except in case of the beneficiaries' death or disability per the definition set out in Article L.341-4, Subparagraph 2 or 3 of the French Social Security Code. In such cases the shares would immediately become freely transferable.

The Company's eligible directors and officers, namely its executive officers, shall retain at least 25% of the shares acquired during their time in office.

This authorisation would be granted for a period of 38 months and would supersede and cancel the authorisation given in the seventeenth resolution adopted at the General Meeting of 28 April 2016.

In addition, it is specified that if there are free share grants to be issued by the Company, these issuances will be counted against the ceilings mentioned in the 21st resolution proposed to you.

The manner in which the previous delegation was used during the financial year is described in Section 21.1.4.2.2 of the Reference document and in the corporate governance report made available to you for this Meeting.

Free Share Plan volume:

The Company’s free share programme is a large plan that covers about 850 managers in more than 65 countries. As a result of the large number of participants in the plan, the number of shares awarded to each individual participant is limited, and no Director who is an Executive Officer has received, to date, more than 0.01% of the share capital per year through any of these grants. For more information on the broad scope of this programme, see Section 21.1.4.2.2 of the Reference document.

The total number of shares that could be allocated to all of the group's employees in France and abroad or to certain categories of them as well as to the Company's directors and officers would not be greater than 1% each year of the total number of shares comprising the Company's share capital on the date of the Board of Directors' decision to allocate these free shares.

Due to the size of the plan, the Company considers that its decision to allocate shares totalling not more than one per cent (1%) of the Company's share capital as from the grant date to the beneficiaries mentioned above, including those who are directors and officers of the Company, is both necessary to meet its targets and reasonable.

<u>Elements of the Free Share Plan</u>:

The main elements of the plan are summarised below, and for more information on the annual plans already implemented by Ipsos, please refer to Section 21.1.4.2.2 of the Reference document.

<u>Vesting period and condition of presence</u>:

Any final award is subject to the condition that the beneficiary be an active employee in the Ipsos group at the end of a three-year vesting period starting as from the grant date. This condition of presence may be waived in the event of death, infirmity or retirement of the beneficiary. Starting with the next Plan that will be implemented in respect of the 2018 financial year, the vesting period will be three years.

<u>Supplemental performance criteria</u>:

The free shares granted to executive officers of the Company are also subject to additional performance criteria in accordance with the AFEP-MEDEF's Corporate Governance Code.

The final grants of free shares to other recipients of the plans are only subject to the above-referenced condition of two years of service. In fact, the Company does not think that additional performance criteria are appropriate for these managers, for the following reasons: (i) the size of the pool and the diversity of markets in which participants operate (about 800 managers in some 60 countries); (ii) the free shares are awarded to these beneficiaries as part of their variable compensation package to reward performance in the prior year, so they are awarded on the basis of performance already achieved; (iii) for the majority of these beneficiaries, the free shares represent only a small component of their compensation; and (iv) it would have a significant negative impact on the Company’s recruitment and retention efforts, and it would consequently also necessitate other forms of compensation plans which would not have the same effect of aligning the interests of the Company’s managers with the interests of its shareholders.

Ipsos also endeavours to mitigate the dilutive effect of the free share plans, by purchasing its own shares through its share buyback programme.

<u>Holding requirement</u>:

This holding requirement that previously applied to the beneficiaries who were tax residents was removed in 2016.

<u>Holding requirement specific to executive officers</u>:

Executive Officers of the Company are required to hold at least 25% of the vested shares for the duration of their employment. They are also prohibited from making use of any risk hedging transaction on said shares.

We invite you to approve the resolution relating to the above.

3.3 Delegation of powers and financial authorisations (twelfth to twenty-first resolutions)

The purpose of the delegations of powers and financial authorisations covered in Resolutions 12-21 is to afford various options to the Board of Directors, when the time comes, with enough flexibility if needed, for carrying out share capital increases in accordance with regulations in force, in order to summon the financial resources required to implement the Company's development strategy.

The Board of Directors would thus have the option of issuing ordinary shares and/or marketable securities giving access to shares to be issued immediately or eventually by the Company, maintaining or eliminating the shareholders' preferential subscription rights, depending on the opportunities offered by the financial markets and the interests of the Company and its shareholders.

These new financial delegations and authorisations would put an end to those having the same purpose granted by the General Meeting of 28 April 2016.

They are in line with the usual practices and recommendations in this area in terms of amount, ceilings, and duration.

Taken together, the equity security issuances that may be created under these resolutions cannot exceed a nominal amount representing approximately 50% of the share capital.

This same 50% ceiling will also apply to any equity security issuances that are carried out without the shareholders' preferential subscription right.

Issuances that can be carried out with the shareholders' preferential subscription right will be capped at a nominal amount representing approximately 10% of the share capital.

These delegations and authorisations cannot be used during a public tender offer.

A summary specifying the subject matter of each resolution proposed to you, as well as the main features of the delegations and authorisations covered therein, appears in the Appendix to this Report.

<u>We invite you to approve the resolution relating to the above.</u>

3.4 Powers to carry out all legal formalities required for implementing the decisions made at the General Meeting of Shareholders (twenty-second resolution)

The twenty-eighth resolution aims at granting the bearer of a copy or extract of the minutes of the General Meeting all the powers needed to carry out any and all legal and administrative formalities required for implementing the decisions made at the General Meeting of Shareholders, and to carry out any and all filings and declarations required by law.

<u>We invite you to approve the resolution relating to the above.</u>

Appendices:

- Appendix 1: short biographies of Directors eligible for reappointment.
- Appendix 2: presentation of the resolutions on delegations of powers and financial authorisations.

Appendix 1 - Directors eligible for reappointment

Florence von Erb

Independent Director, member of the CSR Committee and Ipsos Foundation

Age 57, French

Biography

A graduate of HEC, Florence von Erb started out in finance at JP Morgan. After working with Bankers Trust (1991-1996), she returned to JP Morgan as Vice President, Equity Derivatives Sales and Trading. In 2008, she was appointed President of MMMI, following her decision to devote herself to humanitarian causes in 2004. In 2006, she co-founded the NGO “Sure We Can”. Since 2014, she has been an active member of various UN committees (committee on non-governmental organisations for social development, committee on the status of women and family committee). Florence von Erb is a member of the Ipsos Foundation and is actively involved in its work.

Main role and areas of expertise

Active member of various UN committees

Areas of expertise: finance (international financial markets, investment banking), sustainable development

Professional address

55 East 86th Street, NY, NY 10028

Number of Ipsos shares held

500

Attendance rate at Board meetings (2017)

100%

Appointments and positions in other companies

Appointments and positions within the Group

France: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

Representative of Afammer (NGO) to the United Nations, member of the United Nations Commission for Social Development and the Commission on the Status of Women.

France – United States: **Fourpoints Investment Managers** (Director)

France: **Klépierre SA*** (Member of the Supervisory Board)

Appointments and positions that have expired over the past five years:

United States: **MMMI** (President); **Sure We Can, Inc. non-profit organisation** (Treasurer and Co-founder)

Listed company

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Henry Letulle

Director

Age 41, French

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Appointments and positions in other companies

Appointments and positions within the Group

France: **Ipsos SA*** (Director)

Appointments and positions held outside the Group:

Notary

Appointments and positions that have expired over the past five years:

None

***Listed company**

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Biography

Henry Letulle is a lawyer and notary and holds a postgraduate degree in business law and taxation. In 2006 he joined the notarial firm Letulle-Joly Deloison, where he has been a partner for 12 years. Previously, he was a practising attorney for three years with the Beijing office of Gide Loyrette Nouel, later serving as Group Secretary of Ipsos for six years, from 2001 until the end of 2006.

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Main role and areas of expertise

Associate notary

Areas of expertise: legal affairs, securities regulations

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Professional address

3, rue Montalivet, 75008 Paris

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Number of Ipsos shares held

15,755

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Attendance rate at Board meetings (2017)

100%

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Appendix 2: Delegation of powers and financial authorisations (Resolutions 12-21)

Resolution number	Preferential subscription right	Transaction	Ceiling	Overall ceiling defined in Resolution 21	Maximum discount
No. 12	Maintenance	Issuance of ordinary shares and/or marketable securities giving access to shares to be issued immediately or eventually by the Company	-€5,500,000 in par value for equity security issuances -€550,000,000 for the total amount of debt security issuances	Applicable	N/A
No. 13	Cancellation	Issuance via public tender offer of ordinary shares and/or marketable securities giving access to shares to be issued immediately or eventually by the Company	-€1,100,000 in par value for equity security issuances -€550,000,000 for the total amount of debt security issuances	Applicable	5%
No. 14	Cancellation	Issuance via private placement of ordinary shares and/or marketable securities giving access to shares to be issued immediately or eventually by the Company	-€1,100,000 in par value for equity security issuances -€550,000,000 for the total amount of debt security issuances	Applicable	5%
No. 15	Cancellation	The Board of Directors sets the price of marketable securities to be issued via public tender offer or private placement	10% of the Company's share capital per year	Applicable	10%
No. 16	N/A	Increase in the amount of any issuance pursuant to Resolutions 12, 13 and 14	15% of the initial issuance	Applicable	N/A
No. 17	Cancellation	Compensation for contributions in kind	10% of the Company's share capital	Applicable	N/A
No. 18	Cancellation	Return for contributions made in securities as part of a public exchange offer initiated by the Company	-€1,100,000 in par value for equity security issuances -€550,000,000 for the total amount of debt security issuances	Applicable	N/A
No. 19	N/A	Capital increase by incorporation of reserves, profits or premiums	Maximum nominal value of €100,000,000	N/A	N/A
No. 20	Cancellation	Capital increase via issuance of shares reserved for members of the Ipsos group's employee savings plan	Maximum nominal value of €350,000	Applicable	20%
No. 21	N/A	Overall ceiling on issuances with preferential subscription rights (Resolutions 11, 12, 13, 14, 16, 17, 18, and 20)	€5,550,000 (<50% of share capital)	Applicable	N/A
		Overall ceiling on issuances without preferential subscription rights (Resolutions 11, 13, 14, 16, 17, 18, and 20)	€1,100,000 (<10% of share capital)		

26.2. Draft resolutions submitted to the Ordinary and Extraordinary General Meeting to be held on 4 May 2018

Agenda

Ordinary Resolutions

1 Approval of the Company's financial statements for the financial year ended 31 December 2017

2 Approval of the consolidated financial statements for the financial year ended 31 December 2017

3 Allocation of profit for the financial year ended 31 December 2017 and setting a dividend of €0.87 per share

4 Approval of the Statutory Auditors' special report on regulated agreements

5 Reappointment of Florence von Erb as Director

6 Reappointment of Henry Letulle as Director

7 Approval of the compensation and benefits due or awarded for the financial year ended 31 December 2017 to Mr. Didier Truchot, Chairman and Chief Executive Officer

8 Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and non-recurring items comprising the total compensation and fringe benefits for the Chairman and Chief Executive Officer

9 Authorisation to the Board of Directors to enable the Company to buy back its own shares within the limit of a number of shares equal to 10% of its share capital

Extraordinary Resolutions

10 Authorisation to the Board of Directors to cancel shares acquired by the Company in its share buyback programme, within the limit of 10% of its share capital for a period of 24 months

11 Authorisation to the Board of Directors to grant free shares already issued or to be issued, to benefit employees of the Company and/or of its subsidiaries and the Company's eligible directors and officers, without preferential subscription rights for shareholders

12 Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, with preferential subscription rights for shareholders

13 Delegation of authority to the Board of Directors to issue, via a public tender offer, ordinary shares and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, without preferential subscription rights for shareholders

14 Delegation of authority to the Board of Directors to issue, via private placement, ordinary shares and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, without preferential subscription rights for shareholders

15 Authorisation to the Board of Directors to set the issue price of ordinary shares and/or marketable securities issued via public tender offer or private placement, without preferential subscription rights for shareholders, within the limit of 10% of the share capital per year

16 Authorisation to the Board of Directors to increase the amount of any issuance that may be oversubscribed

17 Authorisation to issue ordinary shares that will be used to compensate one or more contributions in kind, without preferential subscription rights for shareholders, within the limit of 5% of the Company's share capital

18 Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, in consideration for contributions made in securities as part of a public exchange offer initiated by the Company

19 Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits, premiums, or other capitalisable assets

20 Delegation of authority to be given to the Board of Directors to proceed with a capital increase through the issuance of shares reserved, after cancellation of the preferential subscription right of shareholders, for members of the Ipsos group's employee savings plan

21 Setting of the overall ceiling on issuance of Company shares

22 Powers to carry out legal formalities relating to the

decisions of the General meeting of Shareholders.

Proposed Resolutions

Ordinary Resolutions

1st resolution:

APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General meetings, and after having considered the management report prepared by the Board of Directors and the report of the Statutory Auditors on the Company's annual financial statements for the financial year ended 31 December 2017, approves the Company's annual financial statements for such financial year as presented, as well as the transactions reflected in said statements and summarised in such reports.

2nd resolution

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General meetings, and after having considered the management report prepared by the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 December 2017, approves the consolidated financial statements for such financial year as presented, as well as the transactions reflected in said statements and summarised in such reports.

3rd resolution:

ALLOCATION OF PROFIT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 AND SETTING A DIVIDEND OF €0.87 PER SHARE

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General meetings, and after having considered the management report prepared by the Board of Directors, decides upon proposal of the Board of Directors to allocate the profit of the financial year ended 31 December 2017, which amounts to €87,289,652, as follows:

Origin of the income to be allocated:	
Profits from the financial year	€87,289,652
Prior retained earnings	€84,371,110
Total	**€171,660,762**

Allocation of profit:	
Dividend	€37,484,293
Balance, to the retained earnings account	€134,176,469
Total	**€171,660,762**

The General Meeting resolves that a dividend of €0.87 per share be paid in respect of the financial year ended 31 December 2017, and attached to each of the shares conferring rights thereto.

The dividend to be distributed will be detached from the shares on 2 July 2018. The dividend payment shall take place on 4 July 2018.

The aggregate amount of dividend of €0.87 was determined on the basis of a number of shares comprising the share capital of the Company equal to 44,436,235 as at 31 December 2017 and a number of shares held by the Company equal to 1,350,841 as at the same date.

The aggregate amount of the dividend and, consequently, the amount of the carry forward shall be adjusted in order to take into account the number of shares held by the Company at the date of payment of the dividend and, if applicable, the issue of shares in case of definitive attribution of free shares.

Under Articles 117 quater and 200 A of the French General Tax Code, dividends received as from 1 January 2018 are subject (in their gross amount and unless there is an income-based exemption) to a flat tax (PFU), except if opting for application of the progressive income tax scale.

If opting for the progressive scale, the dividend is eligible for the 40% deduction, pursuant to Article 243 bis of the French General Tax Code, available to individual taxpayers whose tax residence is in France, and is established by Article 158, Paragraph 3, Subsection 2 of the French General Tax Code.

As a reminder, the dividend distributed for the three previous financial years was as follows:

Financial year	Net dividend per share	Proportion of the dividend eligible towards the allowance [1]
2016	€0.85	100%
2015	€0.80	100%
2014	€0.75	100%

[1]40% tax allowance referred to in paragraph 3, subsection 2 of Article 158 of the French General Tax Code.

4th resolution

APPROVAL OF THE STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General meetings, having considered the special report of the Statutory Auditors on agreements referred to in Article L.225-38 of the French Commercial Code, approves said report, which mentions no new agreement or commitment falling within the scope of the aforementioned Article L.225-38, entered into during the past financial year or not previously approved, and takes note of the information on the agreements entered into and commitments made during the prior financial years, the effects of which lasted through the 2017 financial year.

5th resolution

REAPPOINTMENT OF FLORENCE VON ERB AS DIRECTOR

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General Meetings, notes that the office as Director of Florence von Erb expires at the end of this General Meeting, and resolves, as proposed by the Board of Directors, to renew said office for a four-year term, which shall expire at the close of the General Meeting called to vote on the Company's financial statements for the financial year to end on 31 December 2021.

6th resolution

REAPPOINTMENT OF HENRY LETULLE AS DIRECTOR

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General Meetings, notes that the office as Director of Henry Letulle expires at the end of this General Meeting, and resolves, as proposed by the Board of Directors, to renew said office as director for a four-year term, which shall expire at the close of the General Meeting called to vote on the Company's financial statements for the financial year to end on 31 December 2021.

7th resolution

APPROVAL OF THE COMPENSATION AND BENEFITS DUE OR AWARDED FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 TO DIDIER TRUCHOT, CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The General Meeting, voting in accordance with the quorum and majority rules required for Ordinary General meetings, approves, pursuant to Articles L.225-37-2 and L.225-100 of the French Commercial Code, the fixed, variable, and non-recurring components of the total compensation and fringe benefits due or allocated for the financial year ended 31 December 2017 to Didier Truchot, Chairman and Chief Executive Officer of the Company, as set out in the Board of Directors' report on corporate governance prepared in accordance with Article L.225-37 of the FCC.

8th resolution

Approval of the principles and criteria for the determination, distribution and allocation of the fixed, variable and non-recurring components comprising the total compensation and fringe benefits attributable to the Chairman and Chief Executive Officer

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General Meetings, after having considered the Board of Directors' report on corporate governance prepared in application of Article L.225-37 of the FCC, approves the principles and criteria for the determination, distribution and allocation of the fixed, variable and non-recurring components of the total compensation and fringe benefits attributable to the Chairman and Chief Executive Officer as a result of his term of office as detailed in this report.

9th resolution

Authorisation to the board of directors to enable the Company to buy back its own shares within the limit of a number of shares equal to 10% of its share capital

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General Meetings and after having considered the report by the Board of Directors, authorises the Company, pursuant to Articles L.225-209 et seq. of the French Commercial Code, to directly applicable dispositions of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and the delegated Regulation (EU) No 2016/1052 of the Commission of 8 March 2016, to Articles 241-1 to 241-6 of the General Regulation of the French Financial Markets Authority (AMF) and market practices approved by the AMF, for the reasons and subject to the terms and conditions detailed below, to purchase Company shares, in order to:

(i) manage the secondary market and share liquidity through an investment services provider within the scope of a liquidity agreement, in accordance with the AMAFI's ethics charter recognised by the AMF;

(ii) grant, sell, allocate or transfer shares to employees and/or executive officers of the Company and/or its affiliated companies in accordance with applicable regulations, in particular in connection with Company or Ipsos group savings plans, the shareholding plans for Company employees and/or its affiliated companies in France and/or abroad, or stock option plans of the Company and/or its affiliated companies in France and/or abroad, or the granting by the Company or its affiliated companies of free shares to employees or executive officers of the Company and/or its affiliated companies in France and/or abroad (whether or not pursuant to

Articles L.225-197-1 et seq. of the French Commercial Code), as well as providing cover for such transactions in accordance with applicable regulations;

(iii) deliver the shares so purchased to the holders of securities giving access to the Company's share capital upon exercise of the rights attached thereto, in accordance with applicable regulations;

(iv) deliver in the future the shares so purchased in exchange or payment for potential external growth transactions;

(v) cancel shares thus purchased, subject to adoption of the tenth resolution of this General Meeting;

(vi) execute any other action that is or will become permitted by French law or the AMF regulation, or any purpose that may comply with applicable regulations.

This authorisation may be implemented subject to and in accordance with the following terms and conditions:

- the maximum number of shares purchased by the Company during the buy-back programme shall not exceed 10% of the shares comprising the Company's capital as at the date of this General Meeting of Shareholders, it being clearly stated that this ceiling is lowered to 5% for shares acquired by the Company for the purpose of their conservation and subsequent remittance in payment or exchange in the context of an external growth transaction;
- the aggregate amount of such purchases, after expenses, cannot exceed €250,000,000;
- the maximum purchase price under the share buy-back programme cannot exceed €65 per share, with a par value of €0.25, excluding transaction costs;
- tn no case shall any acquisitions made by the Company cause the Company to retain more than 10% of the ordinary shares comprising its share capital at any time.

The purchase, sale or transfer of shares may be performed at any time, except during a public tender offer for the Company's shares filed by a third party, and by any means, on the open market or over the counter, including through block trades, public tender offers or the use of options (except for the sale of put options) or forward financial instruments traded on a regulated market or over the counter or through the issue of securities convertible, exchangeable, redeemable or otherwise exercisable for shares of the Company, in accordance with the conditions provided by the market authorities and applicable regulations.

The Shareholders' meeting gives full powers and authority to the Board of Directors (including the power of delegation subject to applicable regulations) to:

- implement this authorisation;
- place any and all buy and sell orders, and enter into any and all agreements, in particular for the keeping of registers of share purchases and sales, in accordance with applicable regulations;
- carry out any and all filings and other formalities, and generally do whatever is necessary.

The Board of Directors will detail in its report to the Shareholders' meeting all transactions carried out under this authorisation. This authorisation is granted for a period of 18 months as from the date of this General meeting. This authorisation supersedes and cancels as from the date hereof the authorisation given by the General Meeting of 28 April 2017 in its eighteenth resolution.

Extraordinary Resolutions

10th resolution

AUTHORISATION TO THE BOARD OF DIRECTORS TO CANCEL SHARES ACQUIRED BY THE COMPANY IN ITS SHARE BUYBACK PROGRAMME, WITHIN THE LIMIT OF 10% OF ITS SHARE CAPITAL FOR ANY 24-MONTH PERIOD

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Article L. 225-209 of the FCC, authorises the Board of Directors:

- to make, based solely on the Board of Directors' decisions, one or more cancellations of all or part of the shares that the Company holds or may hold after the implementation of the share buyback programme approved by the Company, within the limit of 10% of the total number of shares comprising the share capital on the date of the cancellation per 24-month period, and proceed with the corresponding share capital reductions, by charging the surplus of the purchase price of the cancelled shares against their par value on any reserve or available premium line, including the legal reserve, this latter within the limit of 10% of the completed share capital reduction;
- to note the completion of one or more share capital reductions, correspondingly amend the Company's articles of association, and carry out all required formalities;
- to delegate all powers for the application of its decisions, pursuant to the laws in force when the authorisation is implemented.

This authorisation is granted for a period of 24 months from the date of this General Meeting; it supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its sixteenth resolution

11th resolution

AUTHORISATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO GRANT FREE SHARES ALREADY ISSUED OR TO BE ISSUED, TO BENEFIT EMPLOYEES OF THE COMPANY AND COMPANIES IN THE GROUP AND THE COMPANY'S ELIGIBLE DIRECTORS AND OFFICERS, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and pursuant to the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code:

- authorises the Board of Directors to make, when and in the proportions that the Board shall determine, one or more free allocations of existing or newly-issued shares in the Company, to benefit employees or certain categories of employees, whether they belong to the Company or to companies affiliated with it, within the meaning of Article L.225-197-2 of the FCC, in France or abroad, as well as eligible directors and officers of the Company;
- resolves that the total number of free shares allocated under this authorisation cannot exceed 1% per year of the total number of shares comprising the Company's share capital on the date of the Board's decision to allocate free shares, it being specified that if there are free share allocations to be issued by the Company, these issuances will be counted against the ceilings mentioned in the 21st resolution;
- resolves that the allocation of shares to their beneficiaries will only be final at the end of a vesting period, the length of which will be set by the Board of Directors, but not less than 3 years, during which period the Board may, as applicable, add a holding period during which the beneficiaries shall hold said shares;
- resolves that in the event of the death or disability of the beneficiary corresponding to classification in the second or third categories set out in Article L. 341-4 of the French Social Security Code, the shares allocated to him or her will be vested before the end of the vesting period, and will furthermore be immediately transferable;
- resolves (i) that this authorisation may be used to allocate free shares to eligible executive officers of the Company, and renders the allocation of shares to executive officers under this authorisation conditional on the fulfilment of two performance conditions determined by the Board of Directors upon the decision, as proposed by the Appointment and Compensation Committee, (ii) that the shares allocated annually to each of these officers will not represent a percentage higher than 0.03% of the share capital, as noted on the date of the Board's decision to allocate shares, which will be counted against the ceiling of 1% of the aforementioned share capital, (iii) that these officers shall hold at least 25% of the shares acquired under this authorisation during their terms of office, and cannot carry out any risk hedging on said shares during that time;
- notes that this authorisation, in favour of the beneficiaries, waives the shareholders' preferential subscription right to the shares that will be issued pursuant to this resolution.

The General Meeting grants the Board of Directors full powers, with the power to delegate pursuant to law, to implement this authorisation within the limits set by the laws and regulations in force, specifically to:

- determine whether the freely-allocated shares are newly-issued or existing shares;
- determine the list or categories of beneficiaries;
- set the share allocation conditions and, as applicable, criteria, particularly the length of the vesting period and the length of the holding period imposed on each beneficiary;
- provide the option of temporarily suspending the beneficiaries' rights to allocation;
- note the final allocation dates and the dates after which the shares may be freely transferred, in view of applicable legal restrictions;
- during the vesting period, make the necessary adjustments to the number of freely-allocated shares, for the purpose of preserving the beneficiaries' rights;
- in case of issuances of new shares, (i) charge, as applicable, against reserves, profits, or share premiums, the sums required to pay up the shares, (ii) note the completion of share capital increases pursuant to this authorisation, (iii) make the corresponding changes to the articles of association;
- and generally, take all useful measures and enter into all agreements to achieve the success of the planned share allocations.

This authorisation is granted for a period of 38 months from the date of this General Meeting. As from that date, it puts an end to the authorisation having the same purpose granted to the Board of Directors by the General Meeting of Shareholders on 28 April 2016 in its 17th resolution.

12th resolution

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO ORDINARY SHARES TO BE ISSUED IMMEDIATELY OR EVENTUALLY BY THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129-2, L. 228-91, and L. 228-92 of the FCC:

- delegates its authority to the Board of Directors to approve, in the proportions and at the times as it shall determine, either in euros or in foreign currencies or in any unit of account established by reference to a currency basket, on the French and/or international markets, with preferential subscription rights for shareholders, one or more issuances of ordinary shares in the Company and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, through subscription, conversion, exchange, redemption, or presentation of a subscription warrant or through any other method;
- resolves that the total nominal value of the share capital increases that may be carried out immediately or eventually under this authorisation cannot exceed €5,500,000, beyond the overall ceiling mentioned in the 21st resolution; this ceiling is set without consideration for the nominal value of the Company shares to be issued, if any, for adjustments made to protect, pursuant to the law and to any contractual stipulations, the holders of rights attached to the securities giving access to ordinary shares;
- resolves that the nominal value of the debt securities that may be issued under this authorisation, per Articles L. 228-91 and L. 228-92 of the FCC, cannot exceed €550,000,000, with the specification that:
    - this ceiling is shared by all of the debt securities that may be issued as a result of this resolution as well as the 13th, 14th, and 18th resolutions,
    - this ceiling will not apply to the debt securities that may be issued as resolved or authorised by the Board of Directors pursuant to Article L. 228-40 of the FCC, and
    - this ceiling will be increased, as applicable, by any redemption premium above par.

Pursuant to applicable law, shareholders may exercise their preferential right to subscribe for new shares as of right. Moreover the Board of Directors may allocate a preferential right to subscribe for excess shares, in proportion to their subscription rights and, under any and all circumstances, within the limit of the number of securities requested.

Pursuant to Article L. 225-134 of the FCC, if the amount of the subscriptions for new shares, and excess shares if any, does not equal the total amount of an issuance of ordinary shares or securities giving access to the Company's share capital under this resolution, the Board of Directors may, at its sole discretion and in the order it deems most appropriate, exercise one or more of the following options:

- limit the issuance to the amount of subscriptions received, on the condition that this amount be equal to or greater than three-fourths of the approved issuance;
- allocate, at its discretion, some or all of the unsubscribed securities; and/or
- offer to the public, on the French or international market, some or all of the unsubscribed securities.

This decision automatically entails the shareholders' waiver of their preferential subscription right to the shares to which these securities give right, in favour of the subscribers of the securities issued pursuant to this authorisation.

Unless authorised in advance by the General Meeting, this authorisation cannot be implemented by the Board of Directors as from the third-party filing of a public offer on the Company's shares, until the end of the tender offer.

The General Meeting gives full powers to the Board of Directors, including the power of delegation pursuant to the law, to:

- determine the form and features of the marketable securities to be issued, which may or may not take the form of subordinated instruments, and may or may not have a fixed maturity, as well as the issuance dates and procedures, and the amounts to be issued;
- if debt securities are issued, decide whether these will or will not be subordinated (and, as applicable, what their subordination rank will be pursuant to Article L. 228-97 of the FCC), set their interest rates, term, fixed or variable redemption price (with or without premium), other issuance procedures (including deciding whether or not to pair these instruments with guarantees or other collateral), and amortisation based on market conditions and circumstances in which the securities may give right to the Company's newly-issued shares;
- set the ex-dividend date including retroactive effect, of the marketable securities to be issued;
- decide, as applicable, pursuant to Article L. 225-130 of the French Commercial Code, that the rights forming the fractional shares will not be eligible for trading, and that the corresponding shares will be sold, with the funds generated by that sale being allocated to holders of rights no later than 30 days after the number of whole shares allocated is posted to their account;
- determine what procedures if any will make it possible to protect the rights of holders of securities giving right to shares, at its sole discretion and, if the Board of Directors deems appropriate, charge the costs, duties and fees incurred by the issuances against the amount of the corresponding premiums, and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each issuance,
- have the newly-issued securities admitted for trading on a regulated market; and
- generally take all measures, enter into all agreements and carry out all formalities for the purpose of successfully completing the planned issuances, recognise the resulting share capital increases, and amend the AoA accordingly.

The Board of Directors will report to the shareholders on how it uses this authority under the conditions set out by Article L.225-37-4, Section 3 of the French Commercial Code.

This authorisation is granted for a period of 26 months from the date of this General Meeting; it supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 18th resolution

13th resolution

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, THROUGH A PUBLIC TENDER OFFER, ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO ORDINARY SHARES TO BE ISSUED IMMEDIATELY OR EVENTUALLY BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129, L.225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92 of the FCC:

- delegates its authority to the Board of Directors to approve one or more issuances, through a public tender offer, according to the methods and within the terms it deems appropriate, in France or other countries, of ordinary shares in the Company and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company. These securities may be denominated either in euros or in foreign currencies or in any unit of account established by reference to a currency basket;
- resolves that the total nominal value of the share capital increases that may be carried out immediately or eventually under this authorisation will be subject to the following ceiling, beyond the overall ceiling mentioned in the 21st resolution. The total nominal value (excluding share premiums) of all share capital increases that may thus be carried out under this authorisation cannot exceed €1,100,000, to which will be added, as applicable, the nominal value of shares to be issued to protect the rights of holders of marketable securities giving access to the Company's share capital. In the event of a share capital increase by incorporation of premiums, reserves, profits or other amounts in the form of free share grants during the valid period of this authorisation, the maximum nominal value (excluding share premiums) mentioned above will be adjusted on the basis of the ratio between the number of shares issued and in circulation before and after the transaction;
- Resolves that the nominal value of the debt

securities that may be issued under this authorisation, per Articles L. 228-91 and L. 228-92 of the FCC, cannot exceed €550,000,000, with the specification that:
  - this ceiling is shared by all of the debt securities that may be issued as a result of this resolution as well as the 12th, 14th, and 18th resolutions,
  - this ceiling will not apply to the debt securities that may be issued as resolved or authorised by the Board of Directors pursuant to Article L. 228-40 of the FCC, and
  - this ceiling will be increased, as applicable, by any redemption premium above par;
- resolves to cancel the shareholders' preferential subscription right to these shares and securities giving access to the Company's shares that may be issued pursuant to this delegation of authority, by nonetheless conferring on the Board of Directors the power to provide a right of ownership for shareholders to some or all of the issuance, during the period and using the methods that it deems appropriate;
- notes that this delegation involves the shareholders' waiver of their preferential subscription right to ordinary shares in the Company to which any securities that are issued on the basis of this delegation may give right;
- resolves that the price of the ordinary shares issued pursuant to this authorisation must be equal to or greater than the weighted average price of the Company's shares during the three trading days preceding the date on which the price is set. This price may be reduced by a maximum of 5%;
- resolves that the issuance price of the securities giving access to the Company's capital will be such that the sum collected immediately by the Company, plus as applicable the sum likely to be collected by it later is, for each share issued as a consequence of the issuance of these securities, equal to or greater than the issuance price set in the previous subparagraph;
- resolves that if the subscriptions have not absorbed the entirety of an issuance of shares or securities giving access to the Company's share capital issued under this resolution, the Board of Directors may use, in the order that it determines, the options offered by Article L.225-134 of the French Commercial Code;
- resolves that unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, until the end of the tender offer.

The General Meeting gives full powers to the Board of Directors, including the power of delegation pursuant to the law, to:

- determine the form and features of the marketable securities to be issued, which may or may not take the form of subordinated instruments, and may or may not have a fixed maturity, as well as the issuance dates and procedures, and the amounts to be issued;
- if debt securities are issued, decide whether these will or will not be subordinated (and, as applicable, what their subordination rank will be pursuant to Article L. 228-97 of the FCC), set their interest rates, term, fixed or variable redemption price (with or without premium), other issuance procedures (including deciding whether or not to pair these instruments with guarantees or other collateral), and amortisation based on market conditions and circumstances in which the securities may give right to the Company's newly-issued shares;
- set the ex-dividend date including retroactive effect, of the marketable securities to be issued;
- determine what procedures if any will make it possible to protect the rights of holders of securities giving right to shares, at its sole discretion and, if the Board of Directors deems appropriate, charge the costs, duties and fees incurred by the issuances against the amount of the corresponding premiums, and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each issuance;
- offset the share issuance costs with the correlated premiums and deduct from those share premiums the sums that are required to bring the legal reserve to one-tenth of the new share capital;
- have the newly-issued securities admitted for trading on a regulated market; and
- generally take all measures, enter into all agreements and carry out all formalities for the purpose of successfully completing the planned issuances, recognise the resulting share capital increases, and amend the AoA accordingly.

This authorisation is granted for a period of 26 months from the date of this General Meeting. It supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 19th resolution.

14th resolution

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE, THROUGH A PRIVATE PLACEMENT, ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO ORDINARY SHARES TO BE ISSUED IMMEDIATELY OR EVENTUALLY BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of

Directors, and the special report of the Statutory Auditors, noting the fully paid-up share capital, and voting pursuant to Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 and L. 228-92 of the FCC:

- delegates its authority to the Board of Directors to approve one or more issuances, through an offer as mentioned in Article L. 411-2, Paragraph II of the Monetary and Financial Code, in France or other countries, of ordinary shares in the Company and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company. These securities may be denominated either in euros or in foreign currencies or in any unit of account established by reference to a currency basket;
- resolves that the total nominal value of the share capital increases that may be carried out immediately or eventually under this authorisation will be subject to the following ceiling, beyond the overall ceiling mentioned in the 27th resolution. The total nominal value (excluding share premiums) of all share capital increases that may thus be carried out under this authorisation cannot exceed €1,100,000, to which will be added, as applicable, the nominal value of shares to be issued to protect the rights of holders of marketable securities giving access to the Company's share capital. In the event of a share capital increase by incorporation into the share capital of premiums, reserves, profits or other amounts in the form of free share grants during the valid period of this authorisation, the maximum nominal value (excluding share premiums) mentioned above will be adjusted on the basis of the ratio between the number of shares issued and in circulation before and after the transaction;
- resolves that the nominal value of the debt securities that may be issued under this authorisation, per Articles L. 228-91 and L. 228-92 of the FCC, cannot exceed €550,000,000, with the specification that:
  - this ceiling is shared by all of the debt securities that may be issued as a result of this resolution as well as the 13th, 14th, and 18th resolutions,
  - this ceiling will not apply to the debt securities that may be issued as resolved or authorised by the Board of Directors pursuant to Article L. 228-40 of the FCC; and
  - this ceiling will be increased, as applicable, by any redemption premium above par;
- resolves to cancel the shareholders' preferential subscription right to these shares and securities that may be issued pursuant to this delegation of power;
- notes that this delegation involves the shareholders' waiver of their preferential subscription right to ordinary shares in the Company to which any securities that are issued on the basis of this delegation may give right;
- resolves that the price of the ordinary shares issued pursuant to this authorisation must be equal to or greater than the weighted average price of the Company's shares during the three trading days preceding the date on which the price is set. This price may be reduced by a maximum of 5%;
- Resolves that the issuance price of the securities giving access to the Company's share capital will be such that the sum collected immediately by the Company, plus as applicable the sum likely to be collected by it later is, for each share issued as a consequence of the issuance of these securities, equal to or greater than the issuance price set in the previous subparagraph;
- Resolves that if the subscriptions have not absorbed the entirety of an issuance of shares or securities giving access to the Company's share capital issued under this resolution, the Board of Directors may use, in the order that it determines, the options offered by Article L. 225-134 of the French Commercial Code;
- Resolves that unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, until the end of the tender offer.

The General Meeting gives full powers to the Board of Directors, including the power of delegation pursuant to the law, to:

- determine the form and features of the marketable securities to be issued, which may or may not take the form of subordinated instruments, and may or may not have a fixed maturity, as well as the issuance dates and procedures, and the amounts to be issued;
- if debt securities are issued, decide whether these will or will not be subordinated (and, as applicable, what their subordination rank will be pursuant to Article L. 228-97 of the FCC), set their interest rates, term, fixed or variable redemption price (with or without premium), other issuance procedures (including deciding whether or not to pair these instruments with guarantees or other collateral), and amortisation based on market conditions and circumstances in which the securities may give right to the Company's newly-issued shares;
- set the ex-dividend date including retroactive effect, of the marketable securities to be issued;
- determine what procedures if any will make it possible to protect the rights of holders of securities giving right to shares, at its sole discretion and, if the Board of Directors deems appropriate, charge the costs, duties and fees incurred by the issuances against the amount of the corresponding premiums, and deduct from that amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each issuance;

- offset the share issuance costs with the correlated premiums and deduct from those share premiums the sums that are required to bring the legal reserve to one-tenth of the new share capital;
- have the newly-issued securities admitted for trading on a regulated market; and
- generally take all measures, enter into all agreements and carry out all formalities for the purpose of successfully completing the planned issuances, recognise the resulting share capital increases, and amend the AoA accordingly.

This authorisation is granted for a period of 26 months from the date of this General Meeting. It supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 20th resolution.

15th resolution

AUTHORISATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO SET THE PRICE OF AN ISSUANCE OF ORDINARY SHARES AND/OR MARKETABLE SECURITIES ISSUED THROUGH A PUBLIC TENDER OFFER OR PRIVATE PLACEMENT, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS FOR SHAREHOLDERS, WITHIN THE LIMIT OF 10% OF THE SHARE CAPITAL PER YEAR

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Article L. 225-136 of the FCC:

- authorises the Board of Directors, with the power to delegate pursuant to law, in connection with the issuances of ordinary shares and/or securities giving access, immediately and/or eventually, to the Company's share capital, carried out by virtue of the 13th and 14th resolutions submitted to the General Meeting, to derogate from the conditions that govern the setting of this price, as mentioned in the aforementioned 13th and 14th resolutions, pursuant to Article L. 225-136 1° § 2 of the FCC, and to set this price under the following conditions:
  - the share issuance price will be equal to the average opening price of the share during the twenty trading sessions that preceded the price-setting date, less a maximum discount of 5% if any;
  - for the securities giving access to the Company's share capital, the issuance price will be set such that the sum collected immediately by the Company, plus as applicable the sum likely to be collected by it later is, for each of the Company's shares issued as a consequence of the issuance of these securities, equal to or greater than the issuance price set in the subparagraph above.

The nominal value of any share capital increase resulting from the implementation of this authorisation cannot exceed 10% of the share capital per year (said share capital being appraised on the date of the Board of Directors' decision setting the issuance price), it being specified that this ceiling will be counted against (i) the ceiling set by the 13th and 14th resolutions above, as the case may be, and (ii) the overall ceiling set in the 21st resolution below.

The Board of Directors has full powers, with the option of delegation to any duly authorised person, pursuant to law, to implement this authorisation, specifically for the purpose of entering into all agreements thereunder, particularly in view of the success of any issuance; to note this achievement, amend the Articles of Association accordingly, carry out all formalities, make all statements, and request all authorisations required for the full completion of any issuance.

This authorisation is granted for a period of 26 months from the date of this General Meeting; it supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 21st resolution.

16th resolution

AUTHORISATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE AMOUNT OF ANY ISSUANCE THAT MAY BE OVERSUBSCRIBED

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Article L. 225-135-1 of the French Commercial Code, authorises the Board of Directors, with the power to delegate pursuant to law, in the context of the issuances carried out with or without preferential subscription rights, and voted on pursuant to the 12th, 13th, and 14th resolutions, to increase the number of securities initially offered under the conditions and limits set out by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code (currently, within thirty (30) days after the close of subscriptions, and within the limit of 15% of the initial issuance), and within the limit of the ceilings stipulated by these resolutions.

Unless authorised in advance by the General Meeting, this authorisation cannot be implemented by the Board of Directors as from the third-party filing of a public offer on the Company's shares, until the end of the tender offer.

This authorisation is granted for a period of 26 months from the date of this General Meeting. It supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 22nd resolution.

17th resolution

AUTHORISATION TO ISSUE SHARES THAT WILL BE USED TO COMPENSATE ONE OR MORE CONTRIBUTIONS IN KIND WITHOUT THE PREFERENTIAL SUBSCRIPTION RIGHT OF

SHAREHOLDERS

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Article L. 225-147 of the FCC:

- authorises the Board of Directors to issue ordinary shares in the Company, in consideration for contributions in kind granted to the Company and consisting of equity instruments or marketable securities giving access to capital, if Article L. 225-148 of the French Commercial Code is not applicable;
- resolves that the total nominal value of the share capital increases that may be carried out under this authorisation will be subject to a ceiling of 5% of the Company's share capital, as it exists on the date of this General Meeting, beyond the overall ceiling mentioned in the 21st resolution;
- notes that the Company's shareholders will have no preferential subscription right to the shares issued pursuant to this authorisation, since these issuances are intended solely in consideration for contributions in kind;
- authorises the Board of Directors to use this authorisation, approve the assessment of the contributions, issue these shares, count the costs incurred by the issuances against the amount of corresponding premiums, and make the related amendment to the Company's Articles of Association.

Unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, until the end of the tender offer.

This authorisation is granted for a period of 26 months from the date of this General Meeting. This authorisation supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 23rd resolution.

18th resolution

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO ORDINARY SHARES TO BE ISSUED IMMEDIATELY OR EVENTUALLY BY THE COMPANY, IN RETURN FOR CONTRIBUTIONS MADE IN SECURITIES AS PART OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129-2, L. 225-148, L. 228-91, and L. 228-92 of the FCC:

- delegates its authority to the Board of Directors to approve one or more issuances of ordinary shares in the Company and/or securities giving access to ordinary shares to be issued immediately or eventually by the Company, in consideration for the instruments contributed to a public tender offer including an exchange component (primarily or subsidiarily) initiated in France or abroad, according to local rules, by the Company on instruments of a company whose shares are admitted for trading on one of the regulated markets mentioned in Article L. 225-148 of the French Commercial Code;
- resolves that the total nominal value of the share capital increases that may be carried out immediately or eventually under this authorisation will be subject to the following ceiling, beyond the overall ceiling mentioned in the 21st resolution: The total nominal value (excluding share premiums) of all share capital increases that may thus be carried out under this authorisation cannot exceed €1,100,000, to which will be added, as applicable, the nominal value of shares to be issued to protect the rights of holders of marketable securities giving access to the Company's share capital. In the event of a share capital increase by incorporation into the share capital of premiums, reserves, profits or other amounts in the form of free share grants during the valid period of this authorisation, the maximum nominal value (excluding issuance premiums) mentioned above will be adjusted on the basis of the ratio between the number of shares issued and in circulation before and after the transaction;
- resolves that the nominal value of the debt securities that may be issued under this authorisation, per Articles L. 228-91 and L. 228-92 of the FCC, cannot exceed €550,000,000, with the specification that:
    - this ceiling is shared by all of the debt securities that may be issued as a result of this resolution as well as the 12th, 13th, and 14th resolutions,
    - this ceiling will not apply to the debt securities that may be issued as resolved or authorised by the Board of Directors pursuant to Article L. 228-40 of the FCC, and
    - this ceiling will be increased, as applicable, by any redemption premium above par;
- notes that the Company's shareholders will have no preferential subscription right to the shares or other marketable securities issued pursuant to this authorisation, since these issuances are intended solely in consideration for contributions of shares within the scope of public exchange offers initiated by the Company;
- notes that this delegation involves the shareholders' waiver of their preferential subscription right to ordinary shares in the Company to which any securities that are issued on the basis of this delegation may give right;

- notes that the price of the shares and/or other securities issued pursuant to this authorisation will be set on the basis of the laws applicable to public exchange offers;
- authorises the Board of Directors, or a duly authorised representative pursuant to applicable law, to use this authorisation and charge the costs incurred by the issuances against the amount of corresponding premiums.

Unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, and until the end of the tender offer.

This authorisation is granted for a period of 26 months from the date of this General Meeting; it supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 24th resolution.

19th resolution

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY INCORPORATION OF RESERVES, PROFITS, PREMIUMS, OR OTHER CAPITALISABLE ASSETS

The General Meeting, voting in accordance with the quorum and majority rules for Ordinary General Meetings, having considered the report of the Board of Directors, and voting pursuant to Articles L. 225-129-2 and L. 225-130 of the FCC:

- delegates its authority to the Board of Directors to approve one or more share capital increases, in the proportions and at the times it deems appropriate, through incorporation into the share capital of reserves, profits, premiums or other capitalisable sums;
- resolves that the nominal value of the share capital increase that may be carried out pursuant to this authorisation cannot exceed €1,100,000;
- resolves that the Board of Directors has full powers, with the power to delegate pursuant to law, to implement this authorisation, in particular to:
  - determine all procedures for the authorised transactions, and in particular, set the amount and type of reserves and premiums to be capitalised; set the number of new shares to be issued, or the amount by which the par value of existing shares will be raised; set the date, including retroactively, as from which the new shares will give right to dividends or the date on which the par value increase will take effect, with the specification that all new shares created pursuant to this authorisation will confer the same rights as the existing shares, subject to the date on which the new shares will give right to dividends; and, as applicable, the Board of Directors may charge the costs incurred by the completion of these issuances to the share premium(s),
  - decide, as applicable, pursuant to Article L. 225-130 of the FCC, that the rights forming the fractional shares will not be eligible for trading, and that the corresponding shares will be sold, with the funds generated by that sale being allocated to holders of rights no later than 30 days after the number of whole shares allocated is posted to their account, and
  - take all necessary measures to protect the rights of holders of marketable securities or other rights giving access to the share capital, in compliance with laws and regulations and, as applicable, contractual stipulations providing other cases of adjustment,
  - take all measures and enter into all agreements as required for the successful completion of the planned transaction(s) and, more generally, take any measure required, and carry out all actions and formalities to finalise the share capital increase(s) that may be performed pursuant to this authorisation, and make any related changes to the Company's AoA.

Unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, and until the end of the tender offer.

This authorisation is granted for a period of 26 months from the date of this General Meeting; it supersedes and cancels, as from the date hereof, the authorisation given by the General Meeting of 28 April 2016 in its 25th resolution.

20th resolution

DELEGATION OF AUTHORITY TO BE GIVEN TO THE BOARD OF DIRECTORS TO PROCEED WITH A CAPITAL INCREASE THROUGH THE ISSUANCE OF SHARES RESERVED, AFTER CANCELLATION OF THE PREFERENTIAL SUBSCRIPTION RIGHT OF SHAREHOLDERS, FOR MEMBERS OF THE IPSOS GROUP'S EMPLOYEE SAVINGS PLAN

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the FCC, and Articles L.3332-1 et seq. of the French Labour Code,

- delegates its authority to the Board of Directors to approve one or more capital increases, at the times and according to the procedures that it determines, through the issuance of shares in the Company and, as applicable, the allocation of free shares or securities giving access, immediately or eventually, to existing or newly-created shares in the Company, reserved for the members of an Ipsos group savings plan. This decision entails the shareholders' express waver of their preferential subscription right to the shares that will be issued under this resolution, in favour of the beneficiaries;

- resolves that the beneficiaries of the capital increase hereby authorised will be the members of a company savings plan of Ipsos, or affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code, who meet the conditions set by the Board of Directors, if any;
- resolves that the maximum nominal value of the Company's immediate or eventual share capital increases that are likely to result in issuances carried out pursuant to this authorisation, is set at €350,000, where these issuances will be counted against the ceilings mentioned in the 21st resolution; these ceilings are set without consideration for the nominal value of the Company's newly-issued shares, for adjustments made to protect, pursuant to the law and to any contractual stipulations, the holders of rights attached to the securities giving access to shares;
- resolves that the issuance price of the new shares or the securities giving access to the share capital will be determined per the conditions set out in Articles L.3332-19 et seq. of the French Labour Code and resolves to set the maximum discount at 20% of the average of the first listed prices at the twenty trading sessions preceding the date of the decision setting the opening date of the subscription.

As stipulated by Article L.3332-21 of the French Labour Code, the Board of Directors may provide for the free allocation to the beneficiaries defined above, of existing or newly-issued shares or other instruments giving access to the Company's existing or newly-issued share capital, for (i) any matching contribution that may be paid pursuant to the company or group savings plan regulations, and/or (ii) as applicable, the discount.

The General Meeting resolves that, if the beneficiaries defined above have not subscribed to the entirety of the share capital increase by the deadline given, this latter will be carried out only up to the amount of the subscribed shares, where the unsubscribed shares can then be offered again to said beneficiaries as part of a subsequent increase.

The General Meeting resolves that the Board of Directors will have all powers, with the option of delegation to any authorised person pursuant to the laws and regulations, for the purpose of implementing this resolution, specifically to:

- record the features, amount, and procedures of any issuance or free allocation of shares;
- determine the conditions that must be met by the beneficiaries of the new shares or new securities to be created by the share capital increase(s) or the instruments in each free allocation;
- determine that the issuances may take place directly to profit the beneficiaries, and/or through collective organisations;
- determine the nature and procedures of the share capital increase as well as the procedures of the issuance or free allocation;
- recognise the completion of the share capital increase;
- determine, as applicable, the nature of the freely allocated shares as well as the conditions and procedures of this allocation;
- set the deadline for subscribers to pay up their shares;
- record the date, even retroactively, as from which the new shares will bear dividend rights;
- determine, as applicable, the amount of the sums to be incorporated in the share capital within the limit set out above, the shareholders' equity line items from which they are deducted, and the ex-dividend date of the shares thus created;
- if it deems advisable, charge the costs of the share capital increase against the amount of premiums appertaining to these increases, and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase; and
- take all measures for the completion of the share capital increases, carry out the formalities subsequent to the latter, specifically those relating to the listing of the created shares, make the amendments to the Articles of Association related to these share capital increases, and generally do what is necessary.

Unless authorised in advance by the General Meeting, the Board of Directors cannot make use of this authorisation as from the third-party filing of a public offer on the Company's shares, and until the end of the tender offer.

This authorisation is granted for a period of 26 months from the date of this General Meeting. It supersedes and cancels the one with the same subject matter given by the Combined General Meeting of 28 April 2016 in its 26th resolution.

21st resolution

SETTING OF THE OVERALL CEILING ON ISSUANCE OF COMPANY SHARES

The General Meeting, voting in accordance with the quorum and majority rules for Extraordinary General Meetings, having considered the report of the Board of Directors, and the special report of the Statutory Auditors, decides that the total nominal value of the share capital increases that may be carried out pursuant to the resolutions submitted for the shareholders' approval and presented in this General Meeting shall not exceed:

(i) €1,100,000 (i.e. for information only, approximately

10% of the share capital recognised on 1March 2018) pursuant to the 11th, 13th, 14th, 16th, 17th, 18th and 20th resolutions.

(ii) €5,550,000 (i.e. for information only, approximately 50% of the share capital recognised on 1 March 2018) pursuant to the 11th, 12th, 13th, 14th, 16th, 17th, 18th and 20th resolutions.

It is specified that these ceilings are set without consideration for the nominal value of the Company's newly-issued shares, if any, for adjustments made to protect, pursuant to the law and to any contractual stipulations, the holders of rights attached to the securities giving access to shares.

22nd resolution

Powers to carry out legal formalities required to implement the decisions of the General meeting of Shareholders

The Shareholders’ meeting gives full powers to the bearer of an original, extract or copy of the minutes of this Shareholders’ meeting to carry out any and all filings and other formalities required by law in order to implement the decisions of the General meeting of Shareholders.

Cross-reference Tables

27.1. Cross-reference table regarding the European regulation

The following table provides a list cross-referencing the main headings required under Commission Regulation (EC) N°809/2004, in application of Directive 2003/71/EC, called the “Prospectus” Directive; and the Sections, Chapters and pages in the present Reference document on which the information can be found. Information that is not applicable to Ipsos SA is indicated as N/A.

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20.6.1.	If the issuer has published quarterly or half-yearly financial information since the date of its last audited financial statements, these must be included in the Reference document. If the quarterly or half-yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half-yearly financial information is unaudited or has not been reviewed, state that fact	N/A	N/A

	European Legislation	Section	Page
20.6.2	If the Reference document is dated more than nine months after the end of the last audited financial year, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year. The interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year-end balance sheet	N/A	N/A
20.7	Dividend policy	20.6	234
20.7.1	The amount of the dividend per share for each financial year for the period covered by the historical financial information, adjusted, where the number of shares in the issuer has changed, to make it comparable	9.2.2	79
20.8	Legal and arbitration proceedings	20.7	234
20.9	Significant change in the issuer's financial or commercial position	20.8	235
21.	**Additional information**		
21.1	Share capital	21.1	238
21.1.1	The amount of issued capital, for each class of shares	21.1.1	238
21.1.2	If there are shares not representing capital, state the number and main characteristics of such shares	21.1.2	238
21.1.3	The number, book value and face value of shares in the issuer held by or on behalf of the issuer or by subsidiaries of the issuer	21.1.3	239
21.1.4	The amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription	N/A	N/A
21.1.5	Information about and terms of any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital	21.1.5	252
21.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate	21.1.6	252
21.1.7	History of the share capital	21.1.7	253
21.2	Memorandum and articles of association	21.2	255
21.2.1	A description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association	21.2.1	255
21.2.2	Directorship	21.2.2	256
21.2.3	A description of the rights, preferences and restrictions attached to each class of existing shares	21.2.3	256
21.2.4	A description of what action is necessary to change the rights of holders of the shares, indicating where the conditions are more stringent than is required by law	21.2.4	257
21.2.5	A description of the conditions governing the manner in which Annual General Meetings and Extraordinary General Meetings of Shareholders are called, including the conditions of admission	16.4.7	141
21.2.6	A brief description of any provision of the issuer's articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the issuer	21.2.5	257
21.2.7	An indication of the articles of association, statutes, charter or bylaw provisions, if any, governing the ownership threshold above which shareholder ownership must be disclosed	21.2.6	257
21.2.8	A description of the conditions imposed by the memorandum and articles of association, statutes, charter or bylaws governing changes in the capital, where such conditions are more stringent than is required by law	21.2.7	257
22.	**Material contracts**	22	258
23.	**Third party information and statement by experts and declarations of any interest**	23	259
23.1	Where a statement or report attributed to a person as an expert is included in the Reference document, provide such person's name, business address, qualifications and material interest if any in the issuer. If the report has been produced at the issuer's request, a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of the person who has authorised the contents of that part of the Reference document	23	259
23.2	Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information	23	259
24.	**Publicly available documents**	24 +Cross-reference Annual Management Report	260
25.	**Information on holdings**	25	261

27.2. Cross-reference table of the Annual Management Report provided for in articles L.225-100 and seq. of the French Commercial Code

This Reference document includes all the information of the Annual Management Report mentioned by articles L.225-100 of the French Commercial Code, as identified in the cross-reference table below:

Sections of the Annual Management Report	Section	Page
1. Information regarding the activities and the results of the Company and the Group		
Objective and comprehensive analysis of changes in the business, results and financial position of the Company and Group, and in particular the debt position, in light of the volume and complexity of the business	9	75
Position of the Company and Group during the last fiscal year	6 ; 9	27 ; 75
Company and Group foreseeable trends and outlooks	12 ; 13	81 ; 82
Significant changes since the end of the fiscal year	20.2 (note 6.7) ; 20.8.	209 ; 235
Research and development activities	11	
Company's existing branch offices	N/A	N/A
Activities and results of the Company, its subsidiaries and the controled companies (consolidated group)	6 ; 9	27 ; 75
Key financial and, if applicable, non-financial performance indicators relating to the specific activities of the Company and Group, and in particular information regarding environmental and social issues	8 ; 9	40 ; 75
2. Risk factors		
Description of the principal risks and uncertainties faced by the Company and Group companies	4	12
Company and Group’s objectives and policies relating to financial risk management inclunding the hedging policy	20.2 (note 6.2)	199
Information on the financial risks related to the effects of climate change and overview of measures adopted by the Company to reduce them and implement a low carbon strategy in all its activities	4.5	17
Company and Group’s exposure to price, credit, liquidity and cash flow risks	4.3 ; 20.2 (note 6.2)	16 ; 199
3. Internal monitoring and risk management procedures		
Key features of the internal monitoring and risk management procedures related to the production and processing of financial and accounting information	16.5	142
4. Legal, financial and tax information		
Identity of the natural persons or legal entities directly or indirectly holding more than 5% of the share capital or voting rights of the Company and changes made during the fiscal year	5.4 ; 18	24 ; 147
Names of the controlled companies and portion of the Company's capital held by them	20.2 (note 4.1.3)	227
Significant stakes acquired or takeovers occurring within companies whose headquarters are in France	N/A	N/A
Shares’ disposals by a company to adjust cross-shareholdings	N/A	N/A
Statement of employee shareholding on the last day of the fiscal year pursuant to article L. 225-102, last paragraph, of the French Commercial Code	18.1	147
Summary of trading by Directors and executive officers and their closely related parties in the Company’s shares	15.4	120
Statement of the shareholding retention obligations applied to executive corporate officers until the termination of their duties by the Board of Directors in the decision to award bonus shares or stock option	15.1.2 ; 15.2	107 ; 110
Buyback by the Company of its own shares	21.1.3	239
Statement of conversion adjustments and adjustments to terms of issue or exercise of stock options or securities granting access to the share capital	N/A	N/A
Amount of dividends distributed during the last three fiscal years and amount of income	9.2.2 ; 26	78 ; 263 to 264
Sumptuary and non-tax deductible expenses	9.2.2	78
Information on the payment terms of suppliers and customers of the Company whose annual accounts are certified by an auditor	20.9	236
Intercompany loans mentioned in article L. 511-6.3bis of the French Monetary and Financial Code	N/A	N/A
of the Company for antitrust practices	N/A	N/A
Vigilance plan relating to the Company’s activities and all of the subsidiaries or companies controlled by the Company	8.4	62

Sections of the Annual Management Report	Section	Page
5. Social and environmental information		
Social information	8.20 (cross-reference table with the CSR report)	70
Environmental information		
Information relating to societal commitments in order to promote sustainable development		
Information appliable to companies operating at least one installation listed in Article L. 515-36 of the French Environment Code	N/A	N/A
6. Other information		
Table showing the results of the Company over the past five years	9.2.2	79
Special report on the transactions carried out by the Company or its associated companies regarding the allocation of free shares to employees and managers	21.1.4.2.2	248
Special report on the transactions carried out by the Company or its associated companies regarding the allocation of stock options to employees and managers	21.1.4.2.1	245

27.3. Cross-reference table of the Board of Directors' on corporate governance mentioned in article L. 225-37, last paragraph, of the French Commercial Code

This Reference document includes all the information of the Board of Directors' on corporate governance produced pursuant to article L. 225-37, last paragraph, of the French Commercial Code, as identified in the cross-reference table below:

Sections of the Board of Directors' on corporate governance	Section	Page
Corporate governance code		
Declaration regarding the corporate governance code to which the Company voluntarily refers, and, if applicable, the reasons why any provision thereof has been set aside, the place whre this code may be consulted and the rules which may be applied in addition to the legal obligations	16.4.1	124
Information regarding the composition and functioning of the Board of Directors		
List of all of the directorships and functions held at any company by each corporate officer (*mandataires sociaux*) during the 2017 fiscal year	14.1.1.2	87
Agreements made, directly or through an intermediary, between, on the one hand, any corporate officers (mandataires sociaux) or shareholder holding more than 10% of the Company's voting rights and, on the other hand, a company of which the Company directly or indirectly owns more than half of the capital	16.4.7	141
Summary table of valid delegations granted by the Shareholders' Meeting with respect to capital increases, pursuant to Articles L. 225-129-1 and L. 225-129-2 of the French Commercial Code, showing the use made of such delegations during the 2017 fiscal year	20.1.4.1	242
Statement of the choice made between the two forms of management set out in Article L. 225-51-1 of the French Commercial Code	16.4.2	126
Limits set by the Board of Directors concerning the powers of the Chief Executive Officer, if any	16.4.2	126
Conflicts of interest at the level of the Board of Directors and the management of the Company	16.4.2	127
Composition and preparation and organization of the work of the Board of Directors	16.4.2	127
Application of the principle of balanced representation of men and women on the board	16.4.2	131
Particular conditions regarding shareholders' participation in the shareholders' meeting or provisions of the bylaws setting out such conditions)	16.4.7	141
Information regarding factors likely to have an impact in the event of a public takeover or exchange offer	16.4.5	140
Compensation paid to the directors and executive corporate officers		
Statement of the commitments of all kinds made by Ipsos SA in favor of its corporate officers (mandataires sociaux) corresponding to components of compensation, indemnities or in-kind benefits due or likely to be due upon acceptance, termination or change in their duties or after the discharge therefof, and in particular pension commitments and other annuities	15.1 ; 15.2 ; 15.3 (Table 10)	107 ; 111 ; 118
Principles and criteria for the determination, breakdown and of the fixed, variable and exceptional components of the total compensation and benefits of any kind attributable to the Chairman, Chief Executive Officers or Deputy Chief Executive Officers	15.1 ; 15.2 ;	104 ; 108
Total compensation including in-kind benefits paid to each corporate officer during the 2017 fiscal year	15.3 ; 15.5	112 ; 122
Draft resolution produced by the Board of Directors pursuant to Article L. 225-37-2 of the French Commercial Code: approval of the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation (including in-kind benefits) attributable to the Chairman and Chief Executive Officers as a result of their duties (say on pay)	15.1 ; 26.1 and 26.2 (8th resolution)	104 ; 264 ; 275
Variable or exceptional components of the total compensation attributed to each corporate officer during the 2017 fiscal year	15.1 ; 26 (7th resolution)	104 ; 265 ; 275
Amount set aside or accrued to provide pension, retirement or similar benefits	20.2 (note 6.6.4)	209

27.4. Cross-reference table of the Annual financial report mentioned in article L. 451-1-2 of the French Financial and Monetary Code

In order to facilitate the reading of the annual financial report, the following cross-reference table provides a list of information required by the article 222-3 of the General Regulations of the *Autorité des Marchés Financiers,* , as identified in the cross-reference table below:

Sections of the article 222-3 of the Regulations of the Autorité des Marchés Financiers		Section and Chapter	Page
1.	2017 financial statements	20.4	219
2.	2017 consolidated financial statements	20.2	160
3.	Management report	Cross-reference Annual Management Report	
4.	Declaration of the persons responsible	1.2	8
5.	2017 Statutory Auditors' report on the financial statements	20.3	216
6.	2017 Statutory Auditors' report on the consolidated financial statements	20.1	156
7.	Auditors' fees	20.2 (note 8)	229
8.	Board of Directors' report on corporate governance (article L. 225-37, last paragraph, of the French Commercial Code)	16.4	124
9.	Auditors' report on the Board of Directors' report on corporate governance (article L.225-235 of the French Commercial Code)	20.3	216

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