



Letter to our shareholders

Voting recommendations

Paris, April 25, 2018

Dear Madam, Dear Sir,

We are pleased to invite you to vote on the resolutions at the Shareholders' Meeting of Ipsos to be held on May 4, 2018.

This letter is intended to complete the convening notice which is published on Ipsos Internet website and to sustain our position in relation with two of the proposed resolutions, and this, further to the issuance by the main proxies of their vote recommendations.

1. Reelection as director of Ms. Florence von Erb, independent director and member of the Audit Committee (fifth resolution)

While Proxinvest and Glass Lewis recommend to vote for the fifth resolution, we are really surprised by some of the recommendations of ISS resulting from their proxy paper issued on 20th April 2018 in view of our Shareholders' Meeting, and especially the one concerning the fifth resolution.

In this paper, ISS recommends to vote against this resolution on the reelection of Ms. Florence von Erb, independent director and member of the Audit Committee, without any rational justification in our view.

The position adopted by ISS tends to sanction Ipsos for not submitting its vice-CEO's compensation to the vote of the general meeting of shareholders, while by doing so Ipsos just applies the provisions of the Sapin II Act which modified the French mechanism on "say on pay" and which are applicable only to compensation received by Ipsos CEO, Didier Truchot.

ISS's isolated position results from a misinterpretation while Ipsos' practice strictly complies with the provisions of the Sapin II Act on the say on pay.

Actually these provisions apply only to the compensation received by Chairman & CEOs, CEOs and vice-CEOs "under their corporate mandates".

Yet no compensation is received under their corporate mandate by Ipsos vice-CEOs.

Ipsos decision not to apply the say on pay regulated by Sapin II Act to the compensations received by its vice-CEOs under their employment agreement results therefore from a strict application of Article L.225-37-2 of the French Commercial Code issued from Sapin II Act which does not suffer any ambivalence regarding its scope.

This scope of application is supported by the writings of legal scholars and by ANSA (Legal Committee 17-017, 5 April 2017). Ipsos would also be in breach of its liability vis à vis such vice CEOs if it submitted their contractual remuneration to the vote while this is not provided by law.

Last but not least ISS's position is contrary to Ipsos' interests since, should it be followed, it would deprive the Board of Directors of an independent director with a deep understanding of

the financial issues in their international aspects, who is also one of the two members of the Audit Committee.

The non-renewal of her term of office would lead the Audit Committee to be composed of only one member and, consequently, to the impossibility for this Committee to carry out its mission pending the appointment of a new member who may not have both the independence and the same expertise as Ms. Florence von Erb.

We therefore strongly invite you to not follow ISS recommendation and to vote for this resolution, as it is recommended by the other proxies.

2. Free share grants to Ipsos' employees (eleventh resolution)

The purpose of this resolution is to authorize the Board of Directors to grant Ipsos free shares (i) to employees of the Group, and (ii) to executive corporate officers of Ipsos SA subject to the achievement of performance conditions for the said executive officers.

The maximum amount that could be granted to these beneficiaries pursuant to this authorization would not exceed one percent (1%) per year of the share capital of the Company as of the date of the decision of allocation by the Board of Directors, being noted that the duration of the present authorization should be 38 months. The final acquisition of the granted free shares is subject to vesting period of 3 years.

We strongly believe that such allocation is justified as well as reasonable.

1. About the cap of 1% of the share capital per year

The proposed cap of 1% is justified by the particularity of Ipsos' business, whose wealth is mainly based on its employees and managers. It is therefore essential for Ipsos to be able to attract and retain the best talents. Ipsos strongly believes that the best way to achieve this goal is to align the interests of its most experienced managers and employees with those of its shareholders, and therefore to allow these employees and managers to become shareholders through free shares programs that reward their involvement and their performance.

This necessity is also recognized and implemented through free share plans by Ipsos' main competitors (this is the case, for example, for Nielsen and WPP).

In addition to the benefits issued for the Group from this share capital partnership and performance incentive policy, the proposed cap must in our view be also appreciated in relation with the number of concerned beneficiaries (approximately 900 employees).

This value-creating approach is eminently in the interests of the shareholders. In addition, as has always been communicated, Ipsos makes its best efforts to limit the potential dilution of its free share programs for its shareholders by using existing shares bought through its buyback program.

2. About the performance criterias applicable to Ipsos SA executive corporate officers

We believe that the announced criteria are sufficiently challenging as they cumulate two targets of (i) revenue growth and (ii) operating profit improvement. These criteria, which are quantifiable, are of course independently verifiable by the shareholders.

In addition, none of the Company's executive officers received to date more than 0.03 % of the Company's share capital in a year by virtue of any one of such grants.

Regarding the voting recommendations issued by the *proxies*, we would like to point out that if ISS and Proxinvest recommend to vote against this resolution, Glass Lewis recommends to vote for, without underlying any material concerns and considering that our proposed resolution meets their standards.

Finally we believe, through our discussions with investors as well as considering the approval of the resolutions authorizing our free share plans during the general shareholders meeting held in the previous years, that this compensation policy is clearly understood and accepted by our shareholders.

We hope you will find this letter helpful, and we would like to thank you for your interest in Ipsos and your support of all our resolutions, including the fifth and the eleventh ones.

Please do not hesitate to contact us should you have any questions on any resolution or the preparation for the Annual Shareholders' Meeting.