

**Notice of meeting**



**PUBLICIS GROUPE S.A.**  
Joint stock company  
with a Management Board and a Supervisory Board  
a capital of 99,107,615.20 euros  
Head office: 133, avenue des Champs-Élysées, 75008 Paris  
542 080 601 RCS Paris

## Notice of meeting

Shareholders are hereby informed that the Combined General Shareholders Meeting of Publicis Groupe S.A. shall be held **behind closed doors, without the physical presence of shareholders**, on Wednesday, May 26 at 10 a.m. at the Company's head office located at 133, avenue des Champs-Élysées, Paris 8ème.

### Warning

In light of the evolving context of the COVID-19 pandemic, and in accordance with laws, regulations and measures taken by the Government to curb the spread of the virus, in particular Order No. 2020-321 of March 25, 2020 and Decree No. 2020-418 of April 10, 2020, as amended and extended by Decree No. 2021-255 of March 9, 2021, applicable until July 31, 2021, **the Management Board, at its meeting held on March 16, 2021, upon agreement of the Chairman of the Supervisory Board, decided that the General Shareholders Meeting of Publicis Groupe S.A. will be held behind closed doors, without the physical presence of the shareholders.**

As of the date of this Notice of Meeting, **administrative measures** prohibiting collective gatherings for health reasons are in force and **prevent the physical presence at the General Shareholders Meeting of persons entitled to participate**. These measures affect, in particular, the entire territory of the Ile-de-France region, where the registered office of Publicis Groupe S.A. is located.

Given the number of people usually attending the Company's general shareholders meetings, on the one hand, and, on the other hand, the characteristics of the rooms at the Company's registered office, as well as the closure of the conference and meeting rooms, it will not be possible to guarantee that a general shareholders meeting can be validly held in the physical presence of the shareholders and in compliance with the legal, regulatory and administrative requirements in force. Therefore, the General Shareholders Meeting will have to be held behind closed doors.

Shareholders are informed that **no admission card will be issued and that they may only participate in the General Shareholders Meeting remotely. As the General Shareholders Meeting will be held under exceptional circumstances, shareholders are invited to carefully read the terms and conditions for participating in the Meeting as detailed in this Notice of Meeting.**

**The Company has taken all measures to allow shareholders to vote remotely and in advance of the General Shareholders Meeting, by using the postal voting tools** (by internet, via the secure voting platform VOTACCESS or by post, via the paper voting form) or by giving a proxy, according to the procedures described in this Notice of Meeting.

Furthermore, **it will not be possible for shareholders to submit draft amendments or new resolutions during the General Shareholders Meeting**. Shareholders may submit written questions to the Company in accordance with applicable regulations until Monday, 24 May 2021, at 00:00 a.m., Paris time.

In order to encourage participation in the **General Shareholders Meeting, shareholders will be able to ask questions live during the questions-and-answer session of the Meeting by activating the question-and-answer module, using the "ask your question" button available on the Meeting broadcasting platform** (accessible on the Company's website [www.publicisgroupe.com](http://www.publicisgroupe.com), under the heading General Shareholders Meeting). They will have to fill in their surname, first name and declare their status as a shareholder. Questions will be dealt with within the time allocated to the Q&A session.

In accordance with Article 8 of Decree no. 2020-418 of April, 10 2020, as amended and extended, adapting the rules for meetings and deliberations of the Meetings due to the epidemic of COVID-19, Mrs. Sophie Dulac and Mr. Henri-Calixte Suaudeau have been appointed as scrutineers.

**The General Meeting will be broadcast live and recorded in full in French and English on the Company's website: [www.publicisgroupe.com](http://www.publicisgroupe.com) (under the heading General Meeting).**

Shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website, which may be updated to specify, if necessary, the definitive terms and conditions of participation in this General Meeting in the light of changes in the health situation and legal measures that may occur after the publication of this Notice of Meeting.

## Agenda

### Within the powers of the Ordinary General Meeting

1. Approval of the corporate financial statements for fiscal year 2020;
2. Approval of the consolidated financial statements for fiscal year 2020;
3. Allocation of net income for fiscal year 2020 and declaration of dividend;
4. Option for payment of dividend in cash or shares;
5. Special Report of the Statutory Auditors on related-par-ty agreements referred to in Article L. 225-86 of the French Commercial Code;
6. Renewal of the appointment of Mr. Maurice Lévy as a member of the Supervisory Board;
7. Renewal of the appointment of Mr. Simon Badinter as a member of the Supervisory Board;
8. Renewal of the appointment of Mr. Jean Charest as a member of the Supervisory Board;
9. Approval of the compensation policy for the Chairman of the Supervisory Board with respect to fiscal year 2021;
10. Approval of the compensation policy for the members of the Supervisory Board with respect to fiscal year 2021;
11. Approval of the compensation policy for the Chairman of the Management Board with respect to fiscal year 2021;
12. Approval of the compensation policy for Mr. Michel-Alain Proch, member of the Management Board, with respect to fiscal year 2021;
13. Approval of the compensation policy for the other members of the Management Board with respect to fiscal year 2021;
14. Approval of the Compensation Report with respect to fiscal year 2020;
15. Approval of the components of the total compensation and various benefits paid or awarded in respect of fiscal year 2020 to Mr. Maurice Lévy, Chairman of the Supervisory Board;
16. Approval of the components of the total compensation and various benefits paid or awarded in respect of fiscal year 2020 to Mr. Arthur Sadoun, Chairman of the Management Board;
17. Approval of the components of the total compensation and various benefits paid or awarded in respect of fiscal year 2020 to Jean-Michel Etienne, member of the Management Board;
18. Approval of the components of the total compensation and various benefits paid or awarded in respect of fiscal year 2020 to Mrs. Anne-Gabrielle Heilbronner, member of the Management Board;
19. Approval of the components of the total compensation and various benefits paid or awarded in respect of fiscal year 2020 to Mr. Steve King, member of the Management Board;
20. Authorization to be granted to the Management Board, for a period of eighteen months, to enable the Company to deal in its own shares.

### Within the powers of the Extraordinary General Meeting:

21. Authorization to be granted to the Management Board to reduce the share capital through the cancellation of all or part of the Company's share capital;
22. Authorization to be granted to the Management Board, for a period of thirty-eight months, for the purpose of allotting new or existing shares, free of charge, to eligible employees and/or Corporate Officers of the Company or of Groupe companies, entailing a waiver of shareholders' preferential subscription rights to the shares to be issued;
23. Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue Company's ordinary shares or securities conferring access to ordinary shares of the Company or of one of its subsidiaries, without preferential subscription rights, in favor of subscribers of a Company savings plan;
24. Delegation of authority to be granted to the Management Board, for a period of eighteen months, to decide to issue Company's ordinary shares or securities conferring access to ordinary shares of the Company or one of its subsidiaries, without preferential subscription rights, and in favor of certain categories of beneficiaries, in the context of the implementation of employee share ownership plans;
25. Delegation of authority to be granted to the Supervisory Board for the purpose of harmonizing the Company's Articles of Association with applicable laws and regulations

### Within the powers of the Ordinary General Meeting

26. Powers to carry out formalities

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## CONDITIONS AND MODALITIES TO PARTICIPATE TO THE GENERAL SHAREHOLDERS MEETING

In light of the evolving context of the COVID-19 pandemic, and in accordance with laws, regulations and measures taken by the Government to curb the spread of the virus, **the General Shareholders Meeting of Publicis Groupe S.A. will be held behind closed doors, the shareholders will not be able to attend in person.**  
No admission cards will be issued; shareholders will be able to participate in the General Shareholders Meeting remotely only.

### 1. Prerequisites to participate in the General Shareholders Meeting

In accordance with Article R. 22-10-28 of the French Commercial Code, any shareholder of the Company, whatever the number of shares he/she owns, whether registered or bearer shares, may participate in the General Shareholders Meeting. To do so, shareholder must provide proof of ownership of his shares, which must be registered in his name or in the name of the intermediary registered on their behalf, as of the second business day before the General Shareholders Meeting, i.e. Monday, May 24, 2021 at 00:00 a.m., Paris time.

**If you are a registered shareholder:** your shares must be registered in the accounts held by the Company, as of the second business day before the Meeting at 00:00 a.m., Paris time.

**If you hold bearer shares:** your authorized financial intermediary must provide proof of your status as a shareholder as of the second business day before the Meeting at 00:00a.m., Paris time, to the General Shareholders Meeting Centraliser – **CACEIS Corporate Trust** – *Service Assemblées générales centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9 – France* by producing a shareholding certificate, which must be attached to the postal voting form or the proxy form.

### 2. How to participate in the General Shareholders Meeting

Shareholders may only exercise their voting rights prior to the General Shareholders Meeting by correspondence, using one of the following voting methods:

- **by Internet, via the secure voting platform VOTACCESS:** vote or give proxy to the Chairman of the Meeting or to a proxy of their choice,
- **by post, with the paper voting form:** vote or give proxy to the Chairman of the Meeting or to a proxy of their choice.

#### A. – VOTING OR APPOINTING A PROXY BY INTERNET

Registered shareholders and holders of bearer shares whose financial intermediary holds their account on the **VOTACCESS** platform are guaranteed the possibility of voting by Internet.

This Internet platform, which is secure and dedicated to the advance voting of the resolutions proposed to the Shareholders Meeting, will be open **from the date of the convening of the General Shareholders Meeting, i.e. May 7, 2021, as of 8 a.m., Paris time, until the day before the General Shareholders Meeting, i.e. May, 25 2021, at 3 p.m., Paris time.**

**Shareholders are advised not to wait for this last date to connect to the platform.**

Internet voting is provided as follows:

- **For registered shareholders:** registered shareholders who wish to send their voting instructions by Internet, before the Meeting, will access the secure voting platform VOTACCESS, by connecting to the "OLIS Actionnaire" website <https://www.nomi.olisnet.com> with their own identifier. The identifier to be used can be found in the top right-hand corner of the paper voting form sent to them by post or, if the shareholder has decided to use it, on the e-convocation.

Holders of registered shares should be aware that some of the information required for connection may be sent to them by post.

After logging on to the OLIS Shareholder website, the instructions given on the screen will allow you to access the VOTACCESS secure voting platform, and then to vote or to appoint or revoke a proxy.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Shareholders Meeting will issue a vote in accordance with the recommendations of the Management Board.

**For bearer shareholders:** only holders of bearer shares whose financial intermediaries are affiliated with VOTACCESS platform will be able to cast their votes online.

It is the responsibility of bearer shareholders to find out from their account-holding institution whether it adheres to the VOTACCESS secure voting platform.

If the shareholder's financial intermediary with whom his or her shares are registered subscribes to the VOTACCESS secure voting platform, the shareholder must identify himself or herself on the Internet portal of his or her account-holding institution with his or her usual access codes. He must then click on the icon that appears on the line corresponding to their Publicis Groupe S.A. shares and follow the instructions on the screen to access the VOTACCESS secure platform. He can then vote or give a proxy to the Chairman of the Meeting or to a proxy of his choice.

If the shareholder's financial intermediary, with whom his or her shares are registered, does not subscribe to the VOTACCESS secure voting platform, the bearer shareholder will have to cast his or her vote by post, in accordance with the procedures described in point **B.** below.

If a bearer shareholder wishes to appoint or revoke a proxy, he or she may do so, in accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, either by post, by returning the paper voting form, or by electronic means in accordance with the following procedures:

- send an e-mail to the following address: "[ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com)".  
This e-mail must contain the following information: the reference to the General Shareholders Meeting of Publicis Groupe S.A., the surname, first name and address of the shareholder and the surname, first name and address of the appointed or revoked proxy;
- ask his financial intermediary to send a written confirmation by e-mail to the following address "[ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com)".

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Shareholders Meeting will issue a vote in accordance with the recommendations of the Management Board.

In order that the electronic proxy appointments or revocations can be validly taken into account, shareholders must send their instructions to CACEIS Corporate Trust no later than three days before the General Meeting, i.e. no later than Sunday May 23, 2021, at 00:00 a.m., Paris time.

In addition, the appointed proxies are requested to send voting instructions by e-mail to the following address: "[ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com)" within the same time limit.

## **B – VOTING OR GIVING A PROXY BY POST, USING THE PAPER VOTING FORM**

Registered shareholders and bearer shareholders who wish to vote or appoint a proxy using the paper voting form should return it, duly completed and signed, by post to **CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle - 92862 Issy-les-Moulineaux Cedex 9.**

In order for voting instructions, appointments or revocations of proxy expressed with the paper voting form to be validly taken into account, the mail must be received by **CACEIS Corporate Trust** no later than three days before the General Shareholders Meeting, i.e. Sunday May 23, 2021 at 00:00 a.m., Paris time.

In light of the measures taken due to the health crisis linked to the Covid-19 epidemic, which may result in longer postal delays, we recommend that you return your paper voting form as soon as possible after the date of convening to the General Shareholders Meeting.

- **For registered shareholders:** registered shareholders will receive, at the latest fifteen days before the General Shareholders Meeting, the paper voting form attached to the Notice of Meeting. They should then return it, duly completed and signed, to **CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14 rue Rouget de Lisle, - 92862 Issy-les-Moulineaux Cedex 9,** using the T envelope attached to the Notice of Meeting Brochure or by prepaid mail.

- **For bearer shareholders:** bearer shareholders should contact the financial intermediary with whom their shares are registered in order to obtain the paper voting form. This form will be sent to them as from the date of convening of the General Shareholders Meeting and up to six days before the date of the General Shareholders Meeting. Bearer shareholders must then return the paper voting form, duly completed and signed, to **CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14 rue Rouget de Lisle, - 92862 Issy-les-Moulineaux Cedex 9**, by prepaid mail. In the event that a form is returned by a financial intermediary, the Company reserves the right to ask the said intermediary for the identity of the voters.

**Under no circumstances should paper voting forms be returned directly to Publicis Groupe.**

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Shareholders Meeting will issue a vote in accordance with the recommendations of the Management Board.

Designated proxies are requested to send voting instructions by e-mail to the following address: "**ct- mandataires-assemblees@caceis.com**" no later than three days before the General Shareholders Meeting, i.e. no later than Sunday May 23, 2021, at 00:00 a.m., Paris time.

**C - CHANGING THE WAY YOU PARTICIPATE IN THE GENERAL MEETING**

In accordance with the regulations, shareholders who have already voted or given a proxy may change their method of participation in the General Shareholders Meeting, provided that their instructions to do so are received within the prescribed time limits.

To this end, shareholders wishing to change their method of participation are requested to send their new voting instructions by returning the duly completed and signed single form by e-mail to the following address: "**ct- assemblees@caceis.com**", no later than three days before the General Shareholders Meeting, i.e. Sunday May 23, 2021 at 0:00 a.m., Paris time.

The form must indicate the words "*Ordinary and Extraordinary General Meeting of Shareholders Publicis Groupe S.A. - New instruction*", the shareholder's identifier, name, first name and address, and be dated and signed. Shareholders must attach a copy of their identity document, the certificate of registration and, if applicable, a power of attorney from the legal entity they represent. Any other instructions sent to this address will not be taken into account.

**3. Shareholders right of communication**

The documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website **www.publicisgroupe.com** (under the heading "General Shareholders Meeting"), as from the twenty-first day prior to the said Meeting, i.e. Wednesday May 5, 2021.

**4. Request to add items or draft resolutions on the agenda**

One or more shareholders representing at least the fraction of the capital provided for by the applicable legal and regulatory provisions may request that items or draft resolutions be added on the agenda, under the conditions provided for in Articles L. 225-105 and R. 225-71 to R. 225-73 of the Commercial Code.

Requests to add items or draft resolutions on the agenda must be sent to the attention of the Chairman of the Management Board, by electronic means to the following address: "**investor-relations@publicis.com**" as well as to the Company's registered office, by registered letter with acknowledgement of receipt, and must be received by the Company as from the publication of the Notice of Meeting and until the twenty-fifth day preceding the General Shareholders Meeting, i.e. by Saturday May 1, 2021 at the latest.

The request to add draft resolutions must be accompanied by the text of the draft resolution, which may be accompanied by a brief explanatory statement. If the draft resolution relates to the presentation of a candidate to the Supervisory Board, it must be accompanied by the information provided for in Article R. 225-83 of the Commercial Code. Requests must be accompanied by a certificate of account registration either in the registered share accounts held by the Company, or in the bearer share accounts held by a financial intermediary who provides proof of possession or representation by the author of the request of the fraction of the capital required by Article R. 225-71 of the French Commercial Code. In addition, the consideration by the General Shareholders Meeting of the item or draft resolution submitted is subject to the transmission, by the author of the request, of a new certificate proving the accounting registration of the shares in the same accounts on the second business day preceding the General Shareholders Meeting, i.e. no later than Monday May 24, 2021, at 0:00 a.m., Paris time.

Due to the fact that the General Shareholders Meeting is held behind closed doors in the exceptional context of the health crisis, shareholders are reminded that it will not be possible to propose amendments to the draft resolutions during the Meeting.

#### **5. Written questions**

In accordance with Article R. 225-84 of the Commercial Code, any shareholder may ask written questions. These questions must be sent to the Chairman of the Management Board, by electronic means to the following address: "[investor-relations@publicis.com](mailto:investor-relations@publicis.com)", as well as to the Company's registered office, by registered letter with acknowledgement of receipt, and must be received by the Company at the latest on the second business day prior to the General Shareholders Meeting, i.e. Monday May 24, 2021 at 0:00 a.m., Paris time. They must be accompanied by a certificate of account registration.

All written questions and answers thereto, including during the meeting, will be published on the Company's website: [www.publicisgroupe.com](http://www.publicisgroupe.com) (under the heading General Shareholders Meeting), as soon as possible after the General Shareholders Meeting and, at the latest, before the end of the fifth business day following the Meeting.

The Management Board