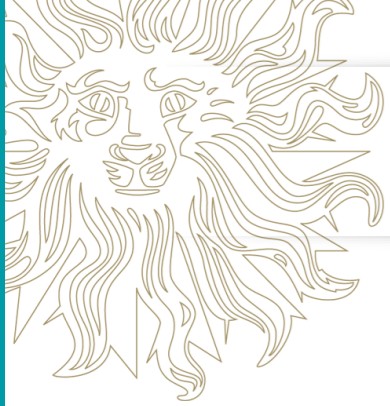




COMBINED GENERAL
SHAREHOLDERS' MEETING 2014



DISCLAIMER

This presentation contains forward-looking statements. The use of the words "aim(s)", "expect(s)", "feel(s)", "will", "may", "believe(s)", "anticipate(s)" and similar expressions in this presentation are intended to identify those statements as forward-looking. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Other than as required by applicable securities laws, Publicis Groupe undertakes no obligation to publish revised forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events. Publicis Groupe urges you to review and consider carefully the various disclosures it has made concerning the factors that may affect its business, including the disclosures made under the caption "Risk Factors" in the 2013 Registration Document filed with the French financial markets authority (AMF).

For comparative purposes and in accordance with IFRS, 2012 figures have been restated to reflect the implementation of the amendments of IAS 19.



AGENDA



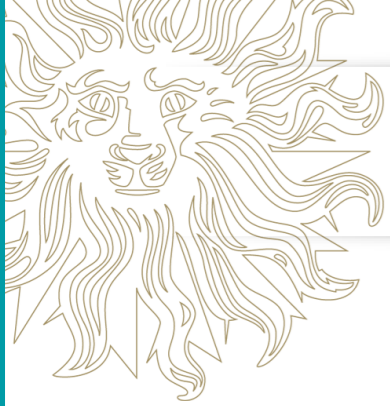
Ordinary General Shareholders' Meeting ^{1/5}

- The Management Board's reports ;
- The Supervisory Board's report; the Chair's report on the manner in which the Supervisory Board's work is prepared and organized and internal control and risk management procedures ;
- The statutory auditors' reports ;
- Approval of the transactions and corporate financial statements for fiscal 2013 ;
- Approval of the consolidated financial statements for fiscal 2013 ;
- Allocation of net income and dividend declaration ;
- Option for payment of dividend in cash or shares ;
- The auditors' special report on the agreements referred to in Article L.225-86 of the French Commercial Code (Code de commerce): approval of two agreements to renew credit lines signed between the Company, BNP Paribas, and Société Générale over the course of fiscal 2013 ;



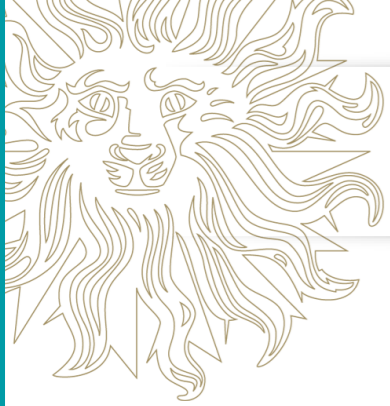
Ordinary General Shareholders' Meeting ^{2/5}

- Renewal of the term of office of Mrs. Claudine Bienaimé as a member of the Supervisory Board ;
- Renewal of the term of office of Mr. Michel Halpérin as a member of the Supervisory Board ;
- Determination of the maximum aggregate annual amount of directors' fees paid to members of the Supervisory Board ;
- Advisory opinion on the elements of compensation owed or paid to Mr. Maurice Lévy, Chairman of the Management Board, for the year ended December 31, 2013 ;
- Advisory opinion on the elements of compensation owed or paid to Messrs. Jean-Michel Etienne, Jean-Yves Naouri and Kevin Roberts, Members of the Management Board, for the year ended December 31, 2013 ;
- Authorization to be granted to the Management Board entitling the Company to intervene on its own shares ;



Extraordinary General Shareholders' Meeting ^{3/5}

- Reports of the Management Board and the statutory auditors ;
- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue shares or securities that confer or may confer equity rights or the right to debt securities, maintaining preemptive subscription rights ;
- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue, by a public offering, shares or securities that confer or may confer equity rights or the right to debt securities, suspending preemptive subscription rights ;
- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue, by a private placement, shares or securities that confer or may confer equity rights or the right to debt securities, suspending preemptive subscription rights ;
- Delegation of authority to be granted to the Management Board for the purpose of deciding to increase capital through the capitalization of reserves, net income, premiums, or other funds ;



Extraordinary General Shareholders' Meeting 4/5

- Delegation of authority to be granted to the Management Board for the purpose of issuing various shares or securities, suspending preemptive subscription rights, in the event of a public offering initiated by the Company ;
- Authorization to be granted to the Management Board to increase the number of shares or securities to be issued in the event of a capital increase, maintaining or suspending shareholders' preemptive rights, up to the limit of 15% of the original issue ;
- Authorization to be granted to the Management Board to allot, free shares, existing or new shares to eligible employees and/or corporate officers, entailing a waiver of shareholders' preemptive subscription rights to the shares to be issued ;
- Employee share ownership : delegation of authority to be granted to the Management Board to decide to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, in favor of members of a company savings plan ;
- Employee share ownership : delegation of authority to be granted to the Management Board to decide to issue shares or securities that confer equity rights, suspending preemptive subscription rights, in favor of certain categories of beneficiaries.



Ordinary General Shareholders' Meeting ^{5/5}

- Powers to carry out formalities.



2013
ANOTHER RECORD YEAR



2013: ANOTHER RECORD YEAR

(EUR million)	2013	2013 / 2012 ⁽⁴⁾
Revenu	6 953	+5.2%
Organic growth		+2.6%
Operating margin ⁽¹⁾	1,145	+7.8%
% of revenue ⁽¹⁾ (2012: 16.1%)	16,5%	
Net income attributable to the Groupe ⁽¹⁾	816	+11.5%
EPS (euros) ^{(1) (2)}	3.64	+9.0%
Free Cash Flow ⁽³⁾	901	+19.0%
Dividend (euros)	1.10	+22.2%

(1) Excluding merger project costs

(2) Diluted EPS

(3) Free Cash Flow (before change in WCR)

(4) For comparative purposes and in accordance with IFRS, 2012 figures have been restated to reflect the implementation of IAS 19 amendments



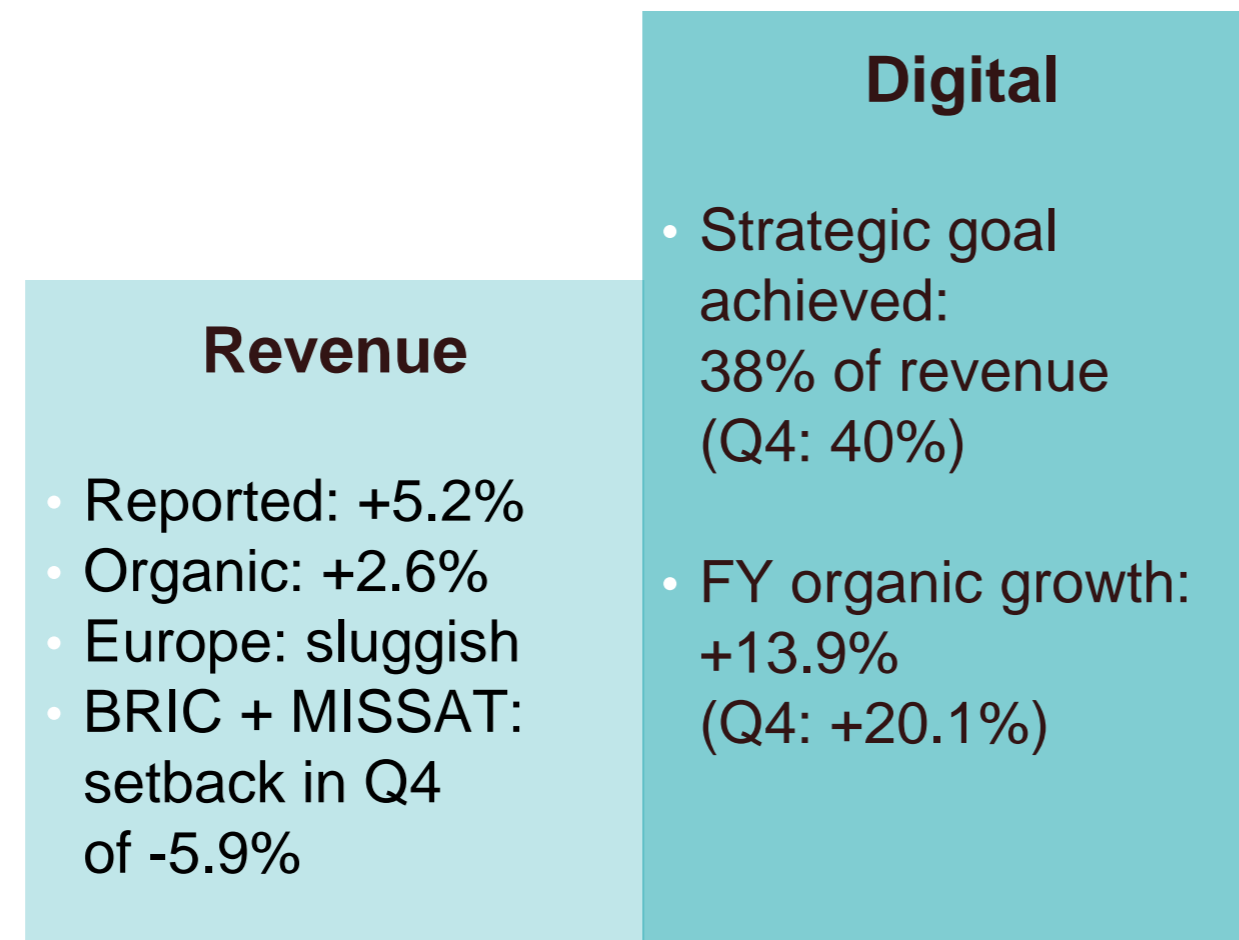
2013: ANOTHER RECORD YEAR

Revenue

- Reported: +5.2%
- Organic: +2.6%
- Europe: sluggish
- BRIC + MISSAT: setback in Q4 of -5.9%

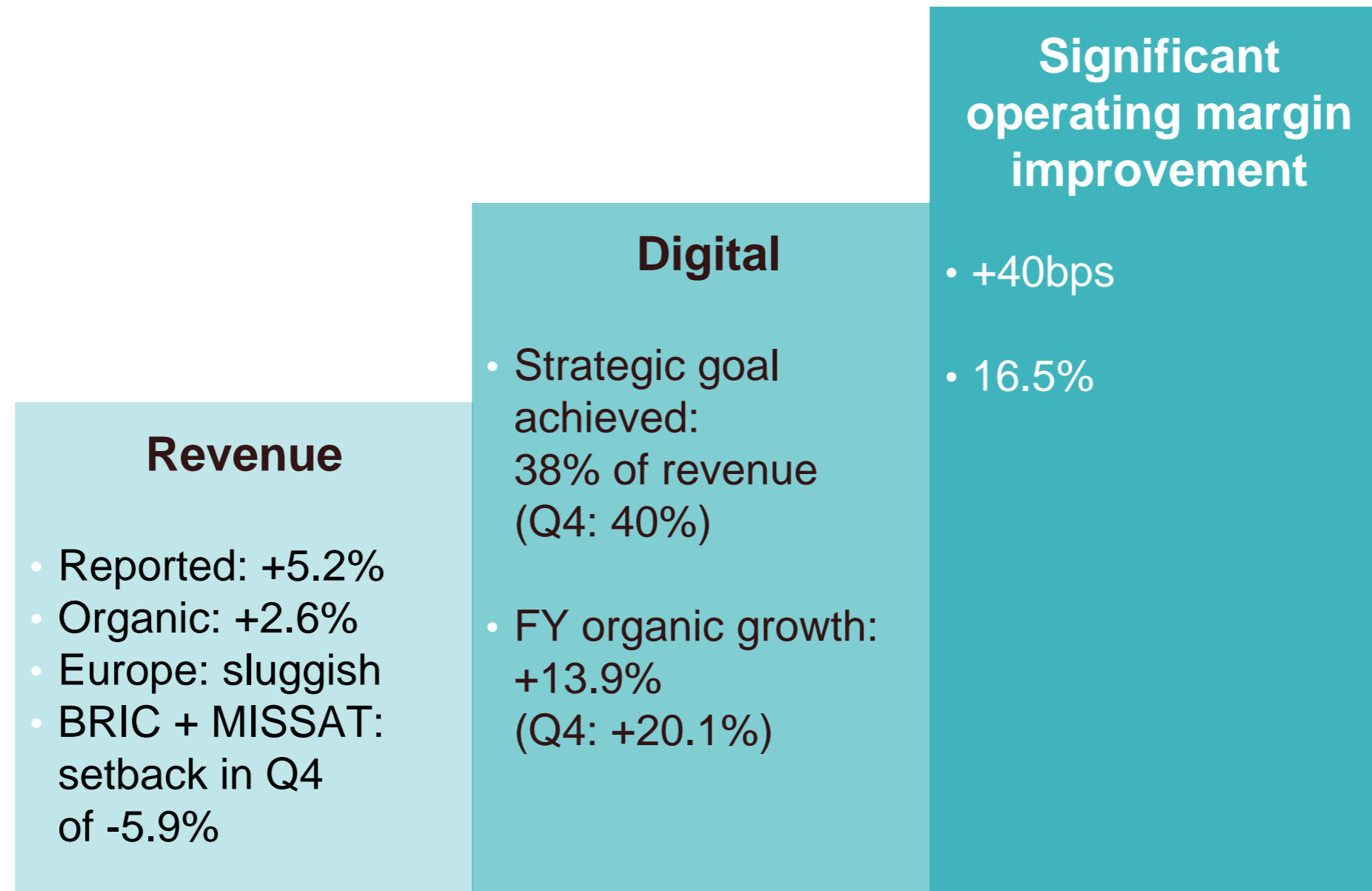


2013: ANOTHER RECORD YEAR



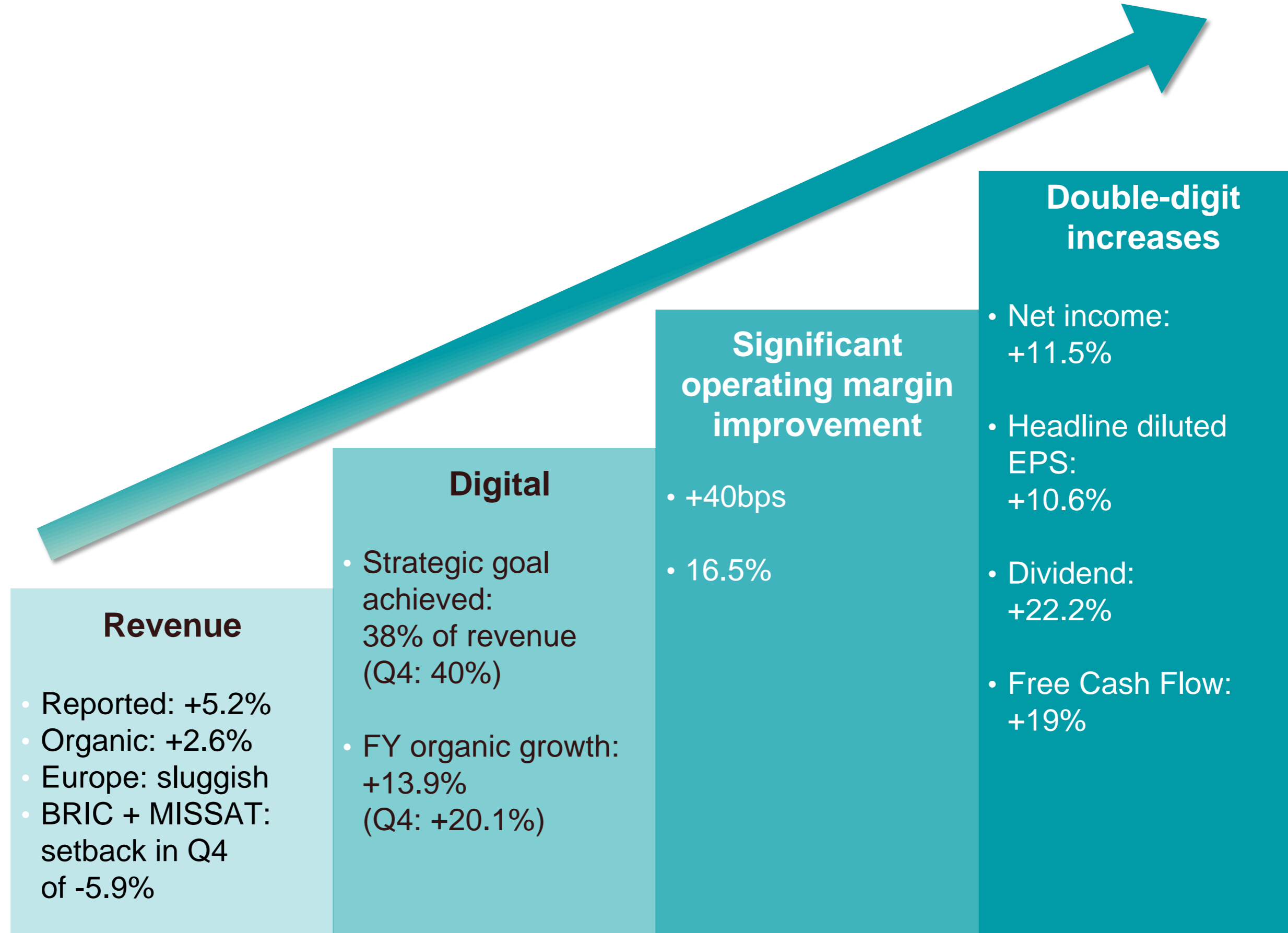


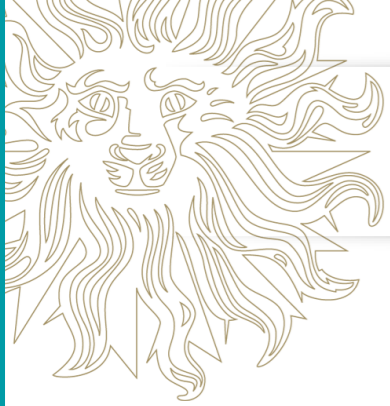
2013: ANOTHER RECORD YEAR





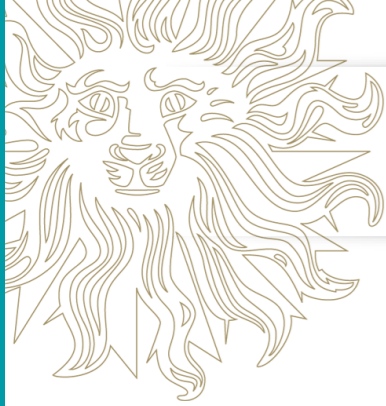
2013: ANOTHER RECORD YEAR



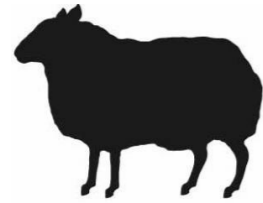


MULTIPLE AWARDS IN 2013

- Publicis Groupe, **#1 for creativity for 10 years** (Gunn Report)
- **174 Lions at the Cannes Lions** International Festival of Creativity
- **Plus a whole host of other awards**



MULTIPLE AWARDS IN 2013



BBH

4 “Agency of the Year” awards
15 Cannes Lions



DigitasLBI

On Top Agency List
8 times in 9 years

Leo Burnett

4 “Network of the Year” awards
53 Lions of their own



Starcom MediaVest™
GROUP

525 awards, up 62%
– a record high!



Awards in
38 different
countries



Best Corporate
Consultancy in
the World



50 Eurobest awards,
42 Cannes Lions,
25 CLIO awards, 24
NY Festivals awards

razorfish™

Only digital agency
on the Ad Age A-List
(2nd consecutive year)

SAATCHI
&
SAATCHI

Agency of the Year
9 times
(7 countries),
18 CLIO & 37 Effie
awards



Ad Age AGENCY REPORT 2014

#1 **IN DIGITAL**
(USA & WORLDWIDE)





Ad Age AGENCY REPORT 2014



Starcom MediaVest™
GROUP

#1



#3

**Media
Agency Network
WORLDWIDE**



Ad Age AGENCY REPORT 2014

#1 SEARCH MARKETING (USA)

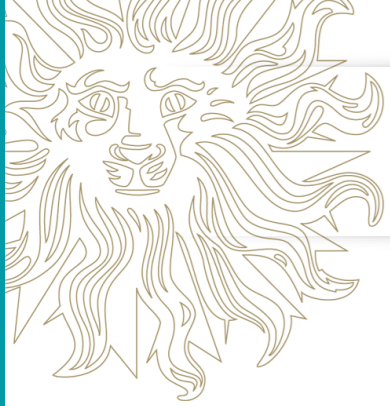
razorfish™



Starcom MediaVest™
GROUP

PERFORMICS

#1 HEALTHCARE (USA)



DIGITAL: FURTHER ACQUISITIONS IN 2013

North America

- Engauge Marketing LLC (U.S.)
- TPM Communications (Canada)
- Heartbeat Ideas (U.S.)
- Verilogue (U.S.)
- Jana (equity investment; U.S.)

Latin America

- Bosz Digital (Costa Rica and Colombia)
- Espalhe (Brazil)

En Europe

- LBi (International Europe)
- Poke (U.K.)
- Interactive Solutions (Poland)
- ETO (France)

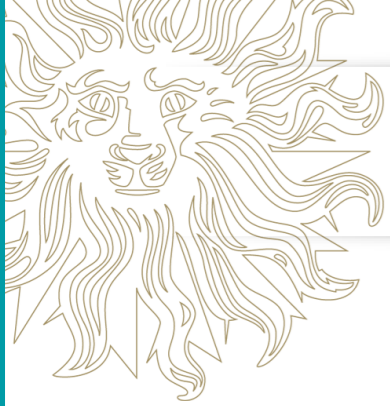
Asia & Rest Of World

- Convonix (India)
- Neev (India)
- Net@Ik (China)
- Beehive Communications (India)
- Synergize (South Africa)

Approx. €500 million invested in digital worldwide

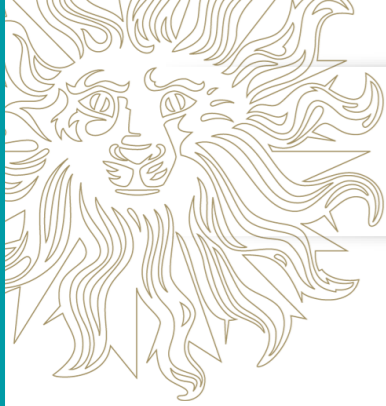


CORPORATE SOCIAL RESPONSIBILITY



CSR HIGHLIGHTS IN 2013

- **5th year of CSR reporting, 2nd year of CSR audits (SGS)**
 - Audits at 41 agencies, covering more than 25% of Group headcount (US, Brazil, UK, France, China)
 - A new qualitative data collection tool (NORMA) to enhance non-financial reporting
 - 2 priorities: Social and Societal
- **Gender balance**
 - **53.4% Women** (av. age: 34), **46.6% Men** (av. age: 35)
 - Publicis Supervisory Board: women = **50%** (no change)
 - Network Management Committees: women = **32%** (slight increase)
 - Agency Management Committees: women = **39%** (no change)
 - VivaWomen! steadily gaining ground (9 countries, 16 cities)
- **Training**
 - **57% of all employees involved in training programs**
 - 3,600 programs totaling 100,450 training days and 174,000 hours of e-learning (up sharply)
- **Diversity**
 - New internal networks launched in the US and Europe: ***Viva la Difference!***

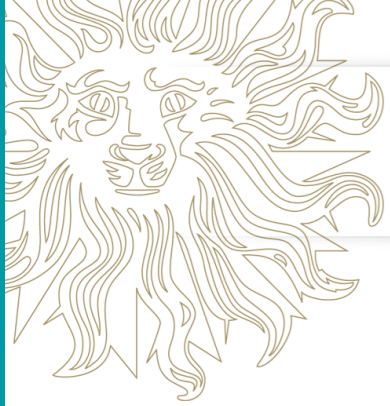


CSR HIGHLIGHTS IN 2013

- **Societal: engaged, supportive staff**
 - 360 *pro bono* campaigns and 700 voluntary initiatives
 - Contributing an estimated €25.5 M (and > €25 M worth of free media space)
- **Ethics: Janus internal code**
 - Janus explained to new arrivals; training sessions by level of responsibility
 - Anti-corruption policy, initiated in the UK and then rolled out elsewhere
- **Environment: raising team awareness**
 - “Create & Impact 2013”: 1st month of joint mobilization in June 2013 (100 agencies)
- **Carbon footprint: greenhouse gas emissions review**
 - Total of 318,164 TeqCO₂, or **5 TeqCO₂ per employee** (no change)



FINANCIAL RESULTS IN 2013

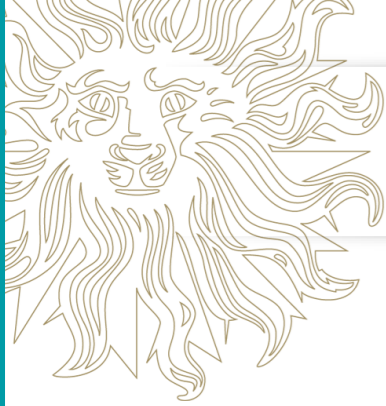


REVENUE 2013 BY REGION

(EUR million)	Revenue		Reported growth	Organic growth
	2013	2012	2013 / 2012	2013 / 2012
Europe (*)	2,060	1,881	+9.5%	-1.6%
North America	3,303	3,146	+5.0%	+4.7%
BRIC + MISSAT (**)	918	892	+2.9%	+1.0%
Rest of World	672	691	-2.7%	+6.8%
Total	6,953	6,610	+5.2%	+2.6%

* Europe excluding Russia and Turkey.

** MISSAT includes Mexico, Indonesia, Singapore, South Africa, Turkey.



DIGITAL: A GUARANTEED GROWTH DRIVER

- Profound shifts in media business correctly foreseen

	EUROPE*	NORTH AMERICA	BRIC + MISSAT**	REST of WORLD	TOTAL
DIGITAL	+10.0%	+13.1%	+20.1%	+38.9%	+13.9%
ANALOG	-5.2%	-3.1%	-1.5%	+1.5%	-2.9%
Total	-1.6%	+4.7%	+1.0%	+6.8%	+2.6%



Organic growth in digital: +13.9% in 2013

* Europe excluding Russia and Turkey

** MISSAT includes Mexico, Indonesia, Singapore, South Africa, Turkey

CONSOLIDATED INCOME STATEMENT - 2013

(EUR million)	2013 Excluding merger costs**	2012*	Var. '13 / '12
Revenue	6,953	6,610	+5.2%
EBITDA ⁽¹⁾	1,265	1,188	
Operating margin	1,145	1,062	+7.8%
as % of revenue	16.5%	16.1%	
Amortization of intangibles arising on acquisitions	(49)	(45)	
Impairment	(4)	(11)	
Non-current income (expense) ***	69	39	
Operating income	1,161	1,045	
Net financial costs	(21)	(32)	
Income taxes	(312)	(279)	
Associates	5	25	
Minority interests	(17)	(27)	
Net income attributable to the Groupe	816	732	+11.5%

(1) EBITDA: operating margin before depreciation and amortization.

* In line with IAS 19 Revised applicable as from January 1, 2013, 2012 figures presented for comparative purposes have been restated.

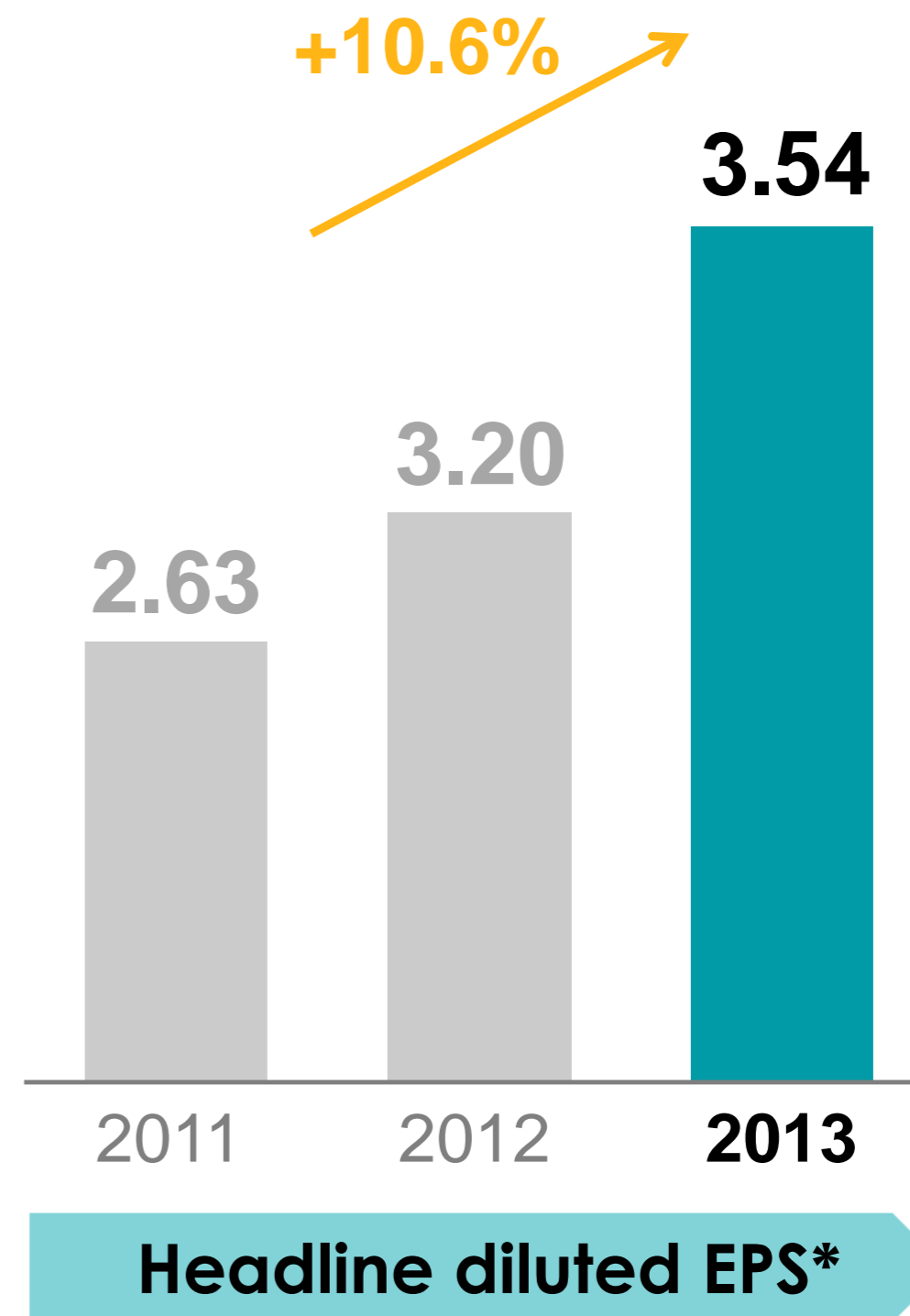
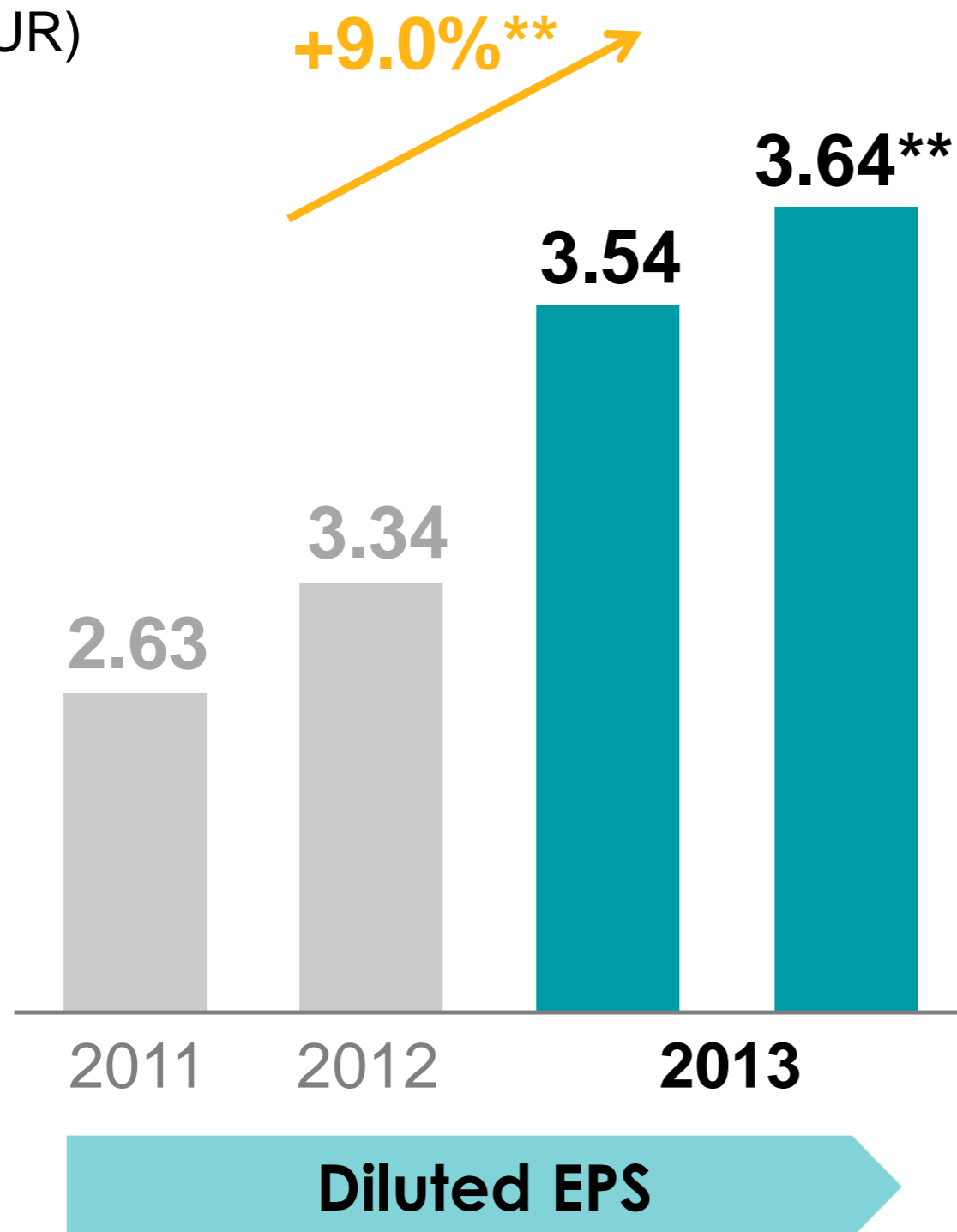
** Excluding costs associated with the proposed merger with Omnicom (total cost: €38 M; tax effect: -€14 M, net: €24 M).

*** Including capital gain of €47 M on the sale of IPG shares.



EARNINGS PER SHARE IN 2013

(EUR)



* After elimination of impairment charges, amortization of intangibles arising on acquisitions, main capital/remeasurement gains (losses), earn-out revaluation and merger costs

** Excluding merger costs

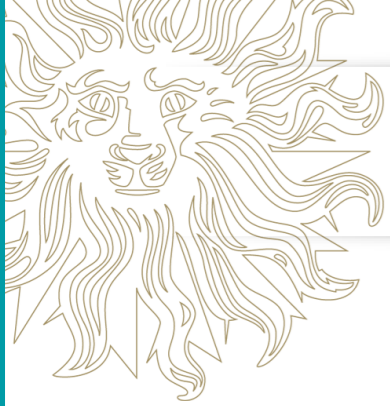
In line with IAS 19 Revised applicable as from January 1, 2013, 2011 and 2012 figures presented for comparative purposes have been restated.

BALANCE SHEET AT DECEMBER 31, 2013

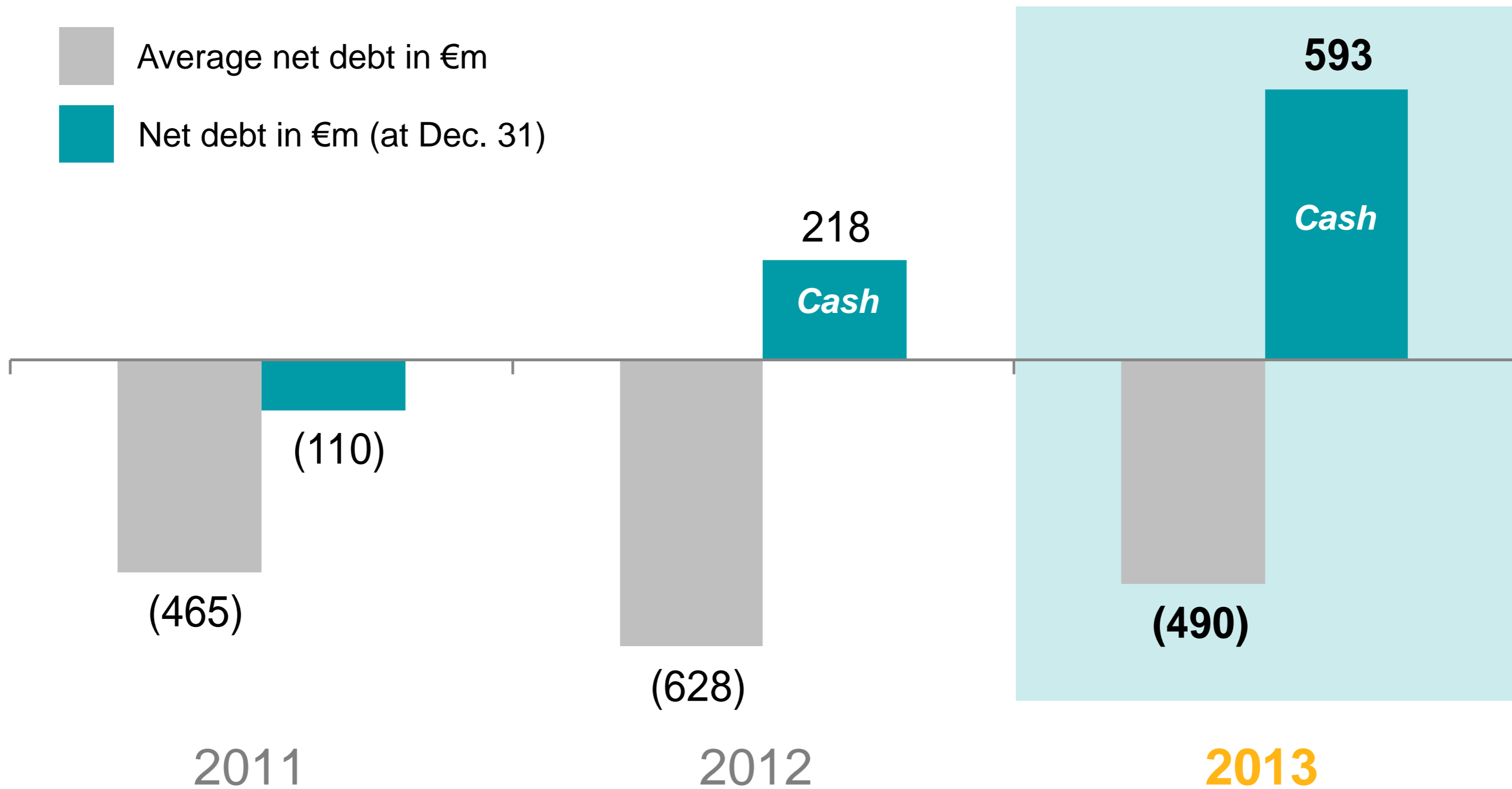
(EUR million)

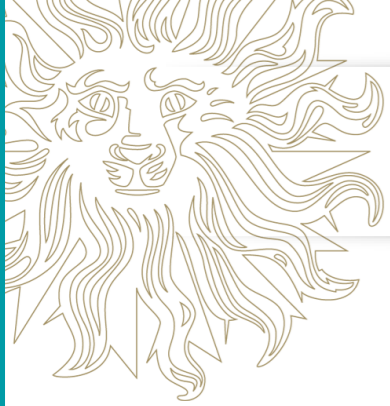
	2013	2012*
Goodwill and intangibles	7,062	6,649
Other fixed assets	662	771
Current and deferred tax	(131)	(91)
Working capital	(2,547)	(2,259)
TOTAL	5,046	5,070
Groupe equity	5,094	4,614
Minority interests	38	44
Shareholders' equity	5,132	4,658
Provisions for risks & charges	507	630
Net (cash) debt	(593)	(218)
TOTAL	5,046	5,070
Net Debt / Equity ratio	cash positive	cash positive

* In line with IAS 19 Revised applicable as from January 1, 2013, 2012 figures presented for comparative purposes have been restated.



NET DEBT IN 2013



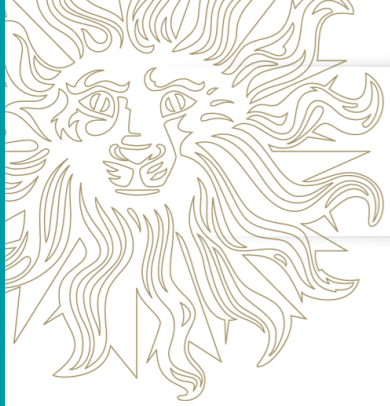


FINANCIAL RATIOS IN 2013

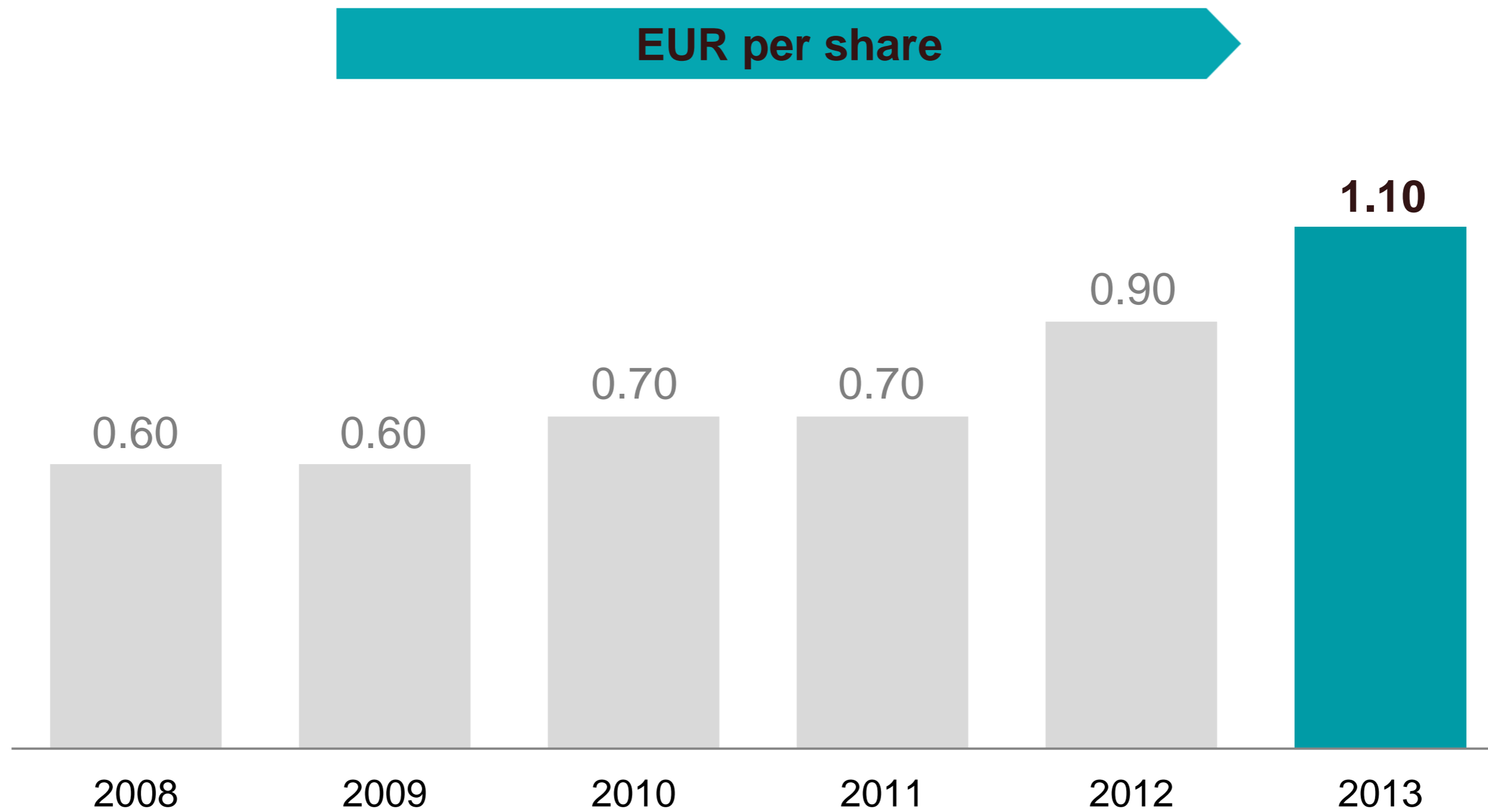
	2013	2012*	Optimum Ratio
Average net debt/EBITDA ⁽¹⁾	0.40	0.53	< 1.50
Net debt/Equity	Cash positive	Cash positive	< 0.50
Interest cover (EBITDA ⁽¹⁾ /Cost of net financial debt)	47	40	> 7

(1) EBITDA: Earnings (operating margin) before depreciation and amortization.

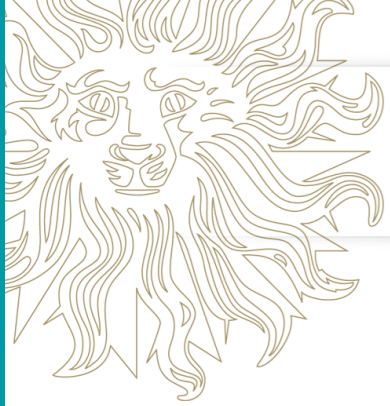
* In line with IAS 19 Revised applicable as from January 1, 2013, 2012 figures presented for comparative purposes have been restated.



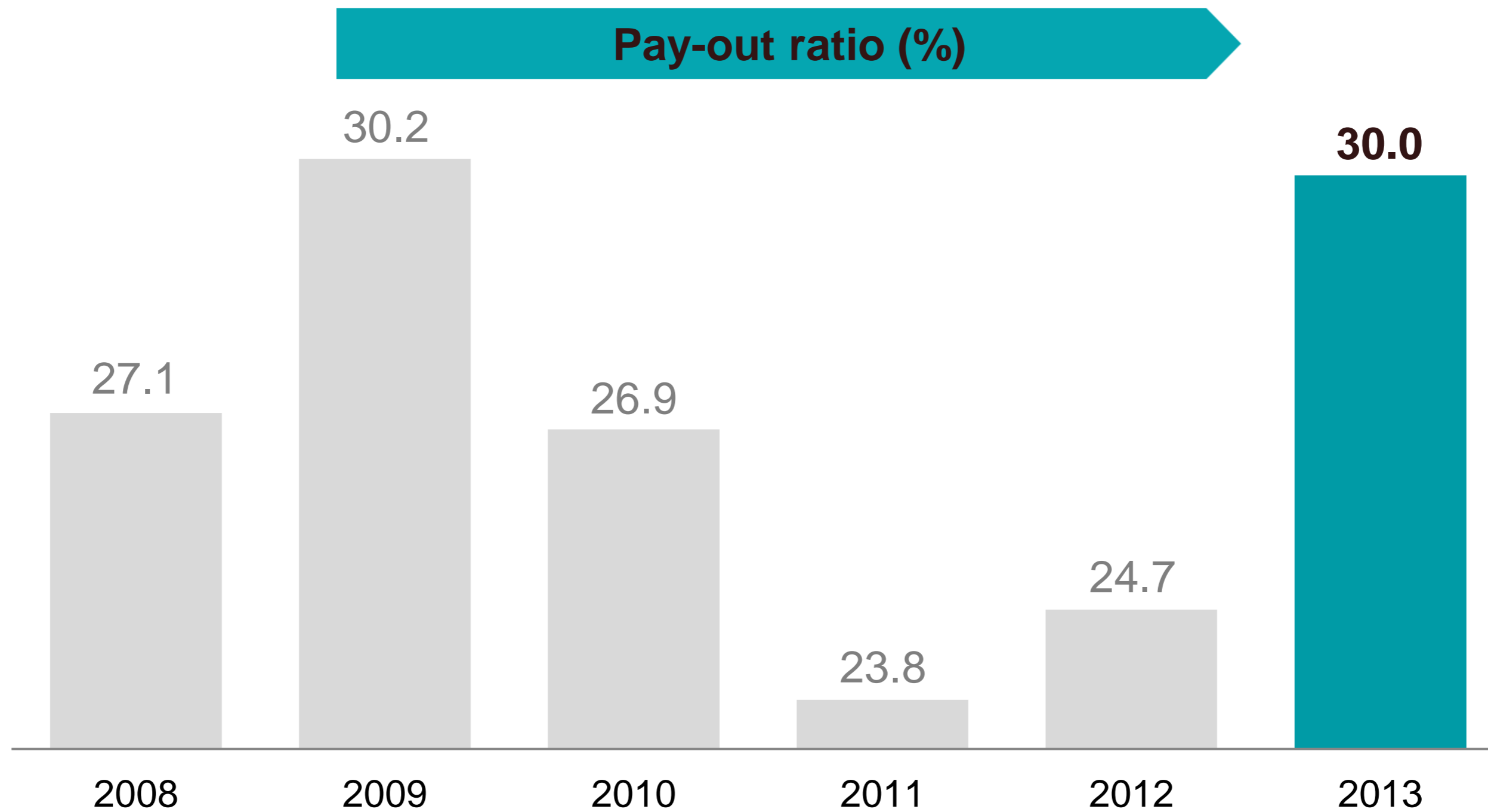
DIVIDEND IN 2013



Dividend increased by +22.2% in 2013
Option: cash or shares



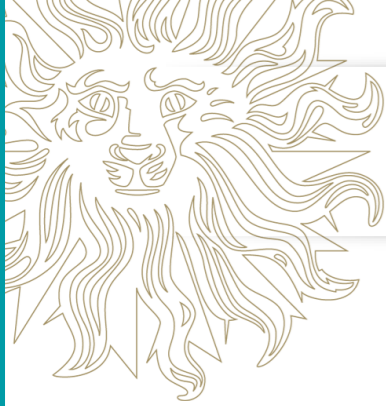
DIVIDEND IN 2013



Pay-out objective for 2015: 35%



2014 TRENDS



ZENITHOPTIMEDIA

- Ad spend forecasts

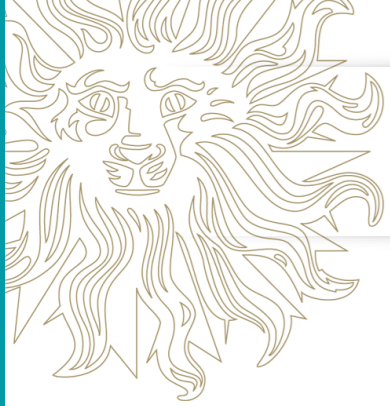
Estimates for 2014* (april 2014)

	Analog	Digital	TOTAL
Worldwide (Media)	+2.5%	+16.3%	+5.5%
United States	+1.2%	+18.4%	+4.9%
Japan	+0.6%	+6.5%	+1.9%
Eurozone	-1.0%	+7.2%	+0.7%
Germany	-0.5%	+8.5%	+1.5%
France	-1.4%	+5.0%	+0.3%
Italy	-5.6%	+5.7%	-3.7%
Spain	+1.0%	+6.0%	+2.0%
United Kingdom	+0.7%	+13.0%	+5.8%
China	+4.6%	+34.8%	+11.6%
Brazil	+9.4%	+4.7%	+9.2%

Ad agency revenue growth estimate **≈ +3.5%**

Contribution of digital to overall growth **≈ 63%**

* ZenithOptimedia ad spend estimates for 2014, in current prices.

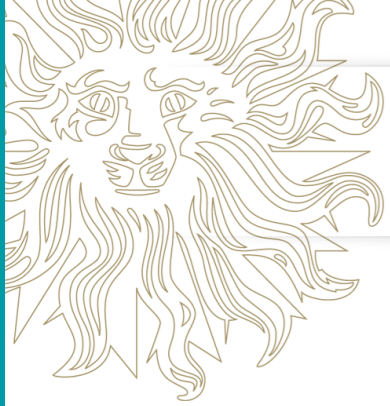


REVENUE Q1 2014

Revenue (EUR million)

2014	1,597	Organic growth +3.3%
2013	1,563	

- Revenue increase 2014 / 2013: **+2.2%**
- Forex impact: **- 4.2%**
- At constant exchange rates: **+6.8%**

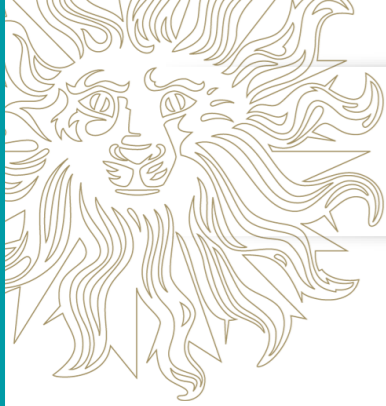


GROWTH OBJECTIVES FOR 2014

- Organic growth in 2014 \geq 4%
 - Q2 unfavorable comps
 - H2 > H1
 - Resumption of growth in China
 - Strong growth in digital
 - Growth in Healthcare Communications



PUBLICIS // OMNICOM



A PLANNED MERGER OF EQUALS: AN OPPORTUNITY...

RATIONALE

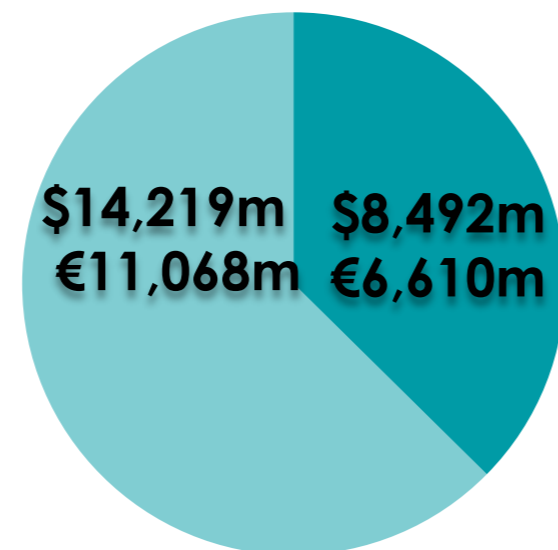
Create an industry leader

OBJECTIVES

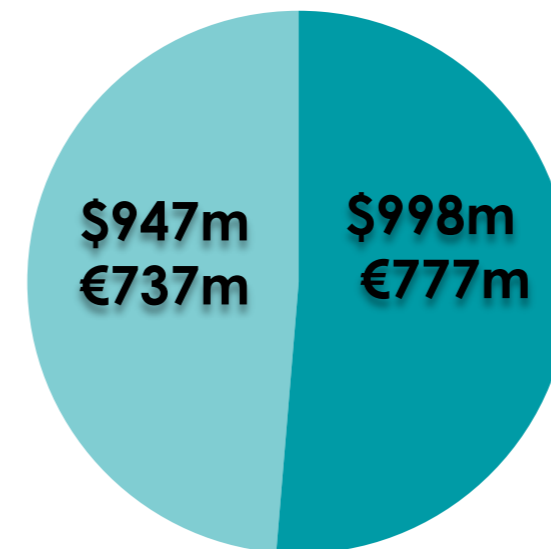
- Accelerate growth (critical mass, well-matched portfolios)
- Enhance profitability

OPPORTUNITY:
A MERGER OF
EQUALS BETWEEN
ORGANIZATIONS
RECOGNIZED FOR
THEIR SUCCESS

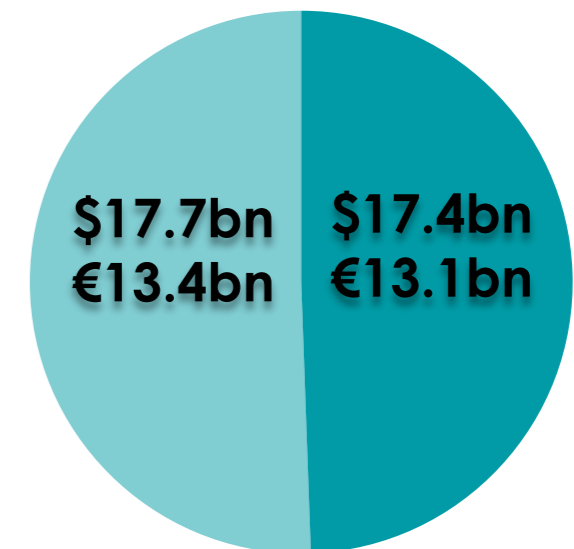
Revenue



Net income ¹



Capitalization ²



■ Omnicom ■ Publicis

2012

¹ Net income attributable to equity holders of the parent. Publicis Groupe and Omnicom net income amounts are shown here for illustrative purposes only, with no adjustments for accounting differences between IFRS and US GAAP. Net income amounts have been translated at a EUR/USD exchange rate of 1.285 (the average for 2012).

² Market capitalization based on diluted number of shares outstanding and closing share prices on July 26, 2013; EUR/USD exchange rate of 1.327



WHY THE PLANNED MERGER WAS CALLED OFF

DIFFICULTIES ENCOUNTERED

- Multiple regulatory hurdles
- Slow implementation detrimental to both parties' interests
- Risk of diluting the Publicis business model

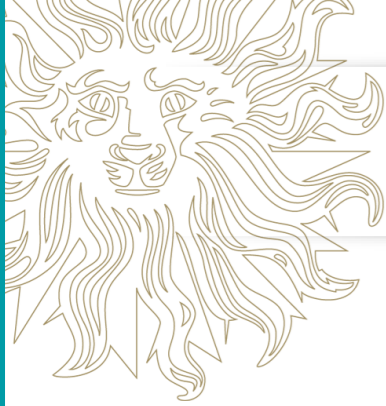
TERMINATION AGREEMENT[S]

- Mutual consent
- Both parties freed from obligations
- No break-up fee
- Decision approved by respective governance bodies

... AN OPPORTUNITY - NOT A NECESSITY



SETTING OUR SIGHTS ON 2018



ALREADY A STEP AHEAD

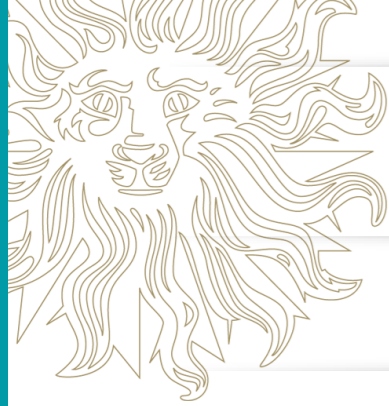
The world is massively shifting to digital

PUBLICIS:
**3 MAJOR
ASSETS**

- **#1 in digital** worldwide
- **Most profitable company** in the industry
- **Robust balance** sheet



INCREASE OUR LEAD: ACCELERATE THE 2018 PLAN



OBJECTIVES FOR 2018 PRESENTED IN APRIL 2013

REVENUE

Publicis Groupe, weight by activity	2012	2013	2018
Digital	33%	38.4%	50%
Fast-growing countries	25%	24.4%	35%
Overlap	3%	4.1%	10%
TOTAL	55%	58.7%	75%

OPERATING MARGIN: +200 to +400bps



UPDATE OUR STRATEGIC PLAN

1. Increase digital share to > 50%

2. Accelerate execution

3. Make digital the key focus of our acquisitions



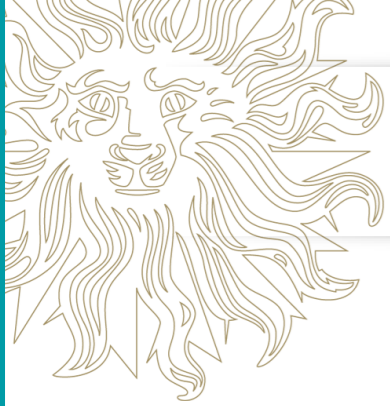
PLAN UPDATE TO BE FINALIZED IN SEPTEMBER 2014



**PUBLICIS
GROUPE**

PUBLICIS

**A PERFORMANCE-DRIVEN
CULTURE**



1996 - 2013

- Strategies that have paid off for close to 30 years
- Wise investments with major promise
 - 1996 - 2006: globalization
 - 2006 - 2013: shift to digital

Headcount

x10

Revenue

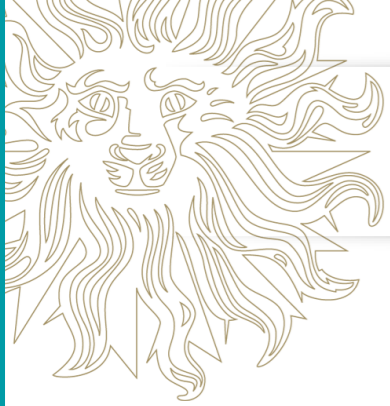
x12

Operating margin

x17

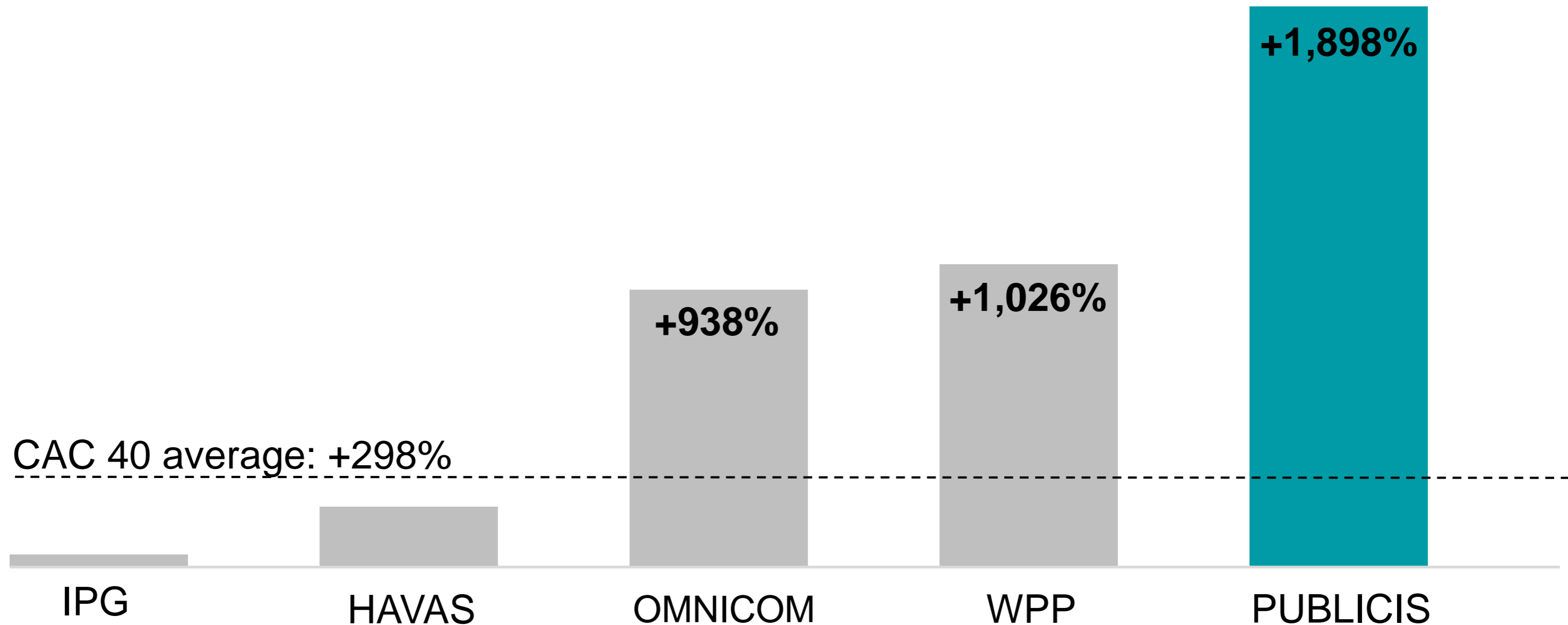
Market capitalization

x40



#1 IN VALUE CREATION

- Total Shareholder Return (TSR)
- Shares purchased on Jan. 1, 1996 and sold on Dec. 31, 2013

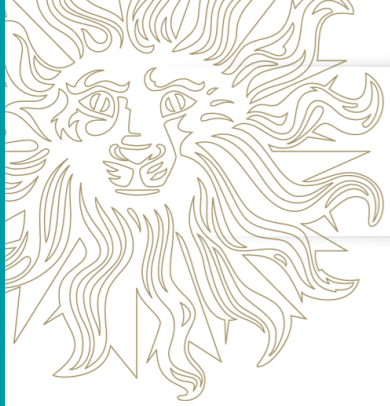


Source: FactSet

TSR in 2013 on an investment in 1996:

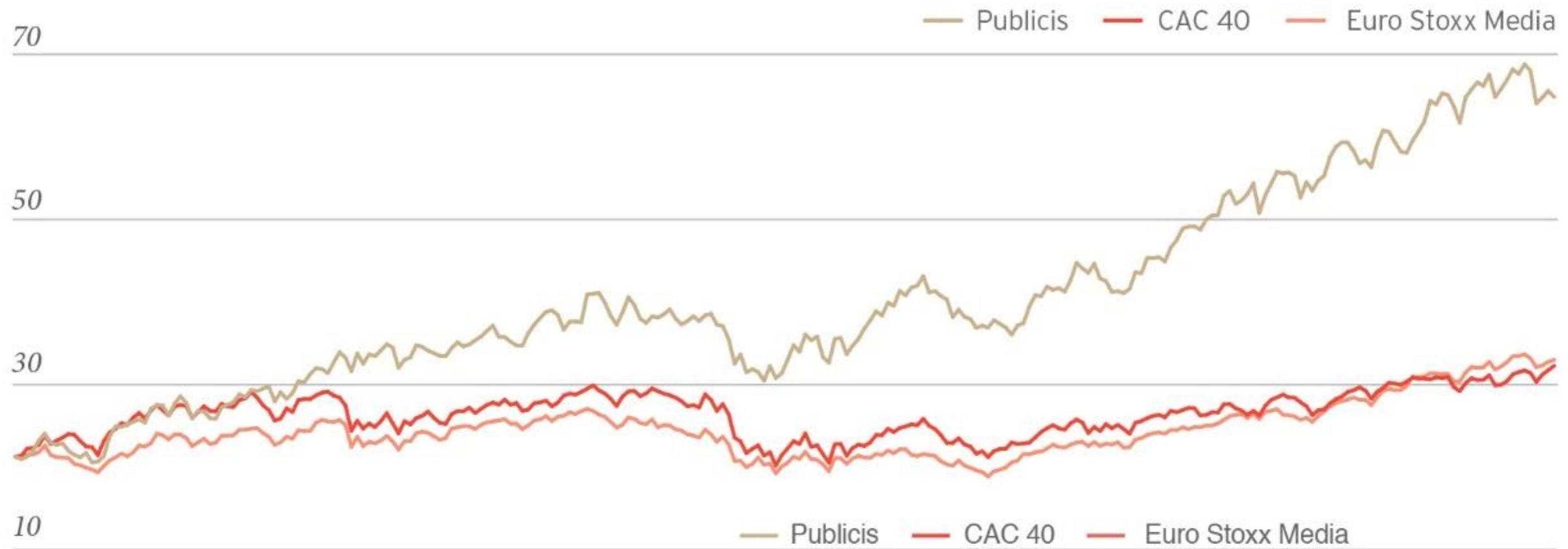
End-of-period share price (31/12/2013) – beginning-of-period share price (1/1/1996)

+ sum of dividends per share received over the measurement period/beginning-of-period share price (1/1/1996).



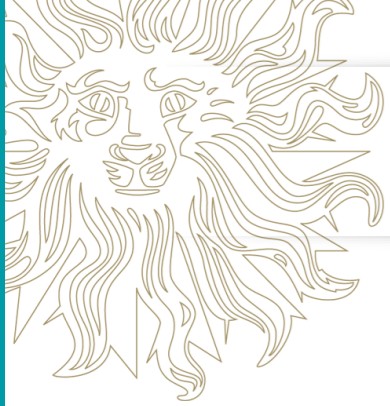
SHARE PRICE

- Comparative 5-year share price trends:
 - From 2009 to 2014 (€)





SUPERVISORY BOARD REPORT



SUPERVISORY BOARD

- Chaired by Mrs. Elisabeth Badinter, the Supervisory Board met 9 times in 2013 and the attendance rate was 94%.
- The Board has 14 members of 3 different nationalities.
- There are 8 independent members.
- With 7 women on its Supervisory Board, Publicis is the leading French large corporation in terms of gender balance (50%).
- The Supervisory Board has 4 committees: the Nominations Committee, the Compensation Committee, the Strategy and Risk Committee and the Audit Committee.



COMMITTEE REPORTS



COMPENSATION COMMITTEE



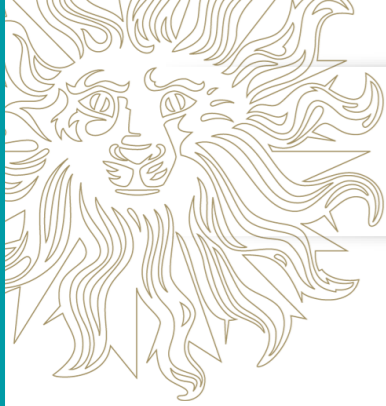
COMPENSATION COMMITTEE

- Chaired by Mr. Amaury de Seze.
- The Committee has 5 members: Mrs. Claudine Bienaimé and Mrs. Véronique Morali, Mr. Amaury de Seze, Mr. Michel Halpérin and Mr. Michel Cicurel.
- 7 meetings in 2013 with a 100% attendance rate.
- The Committee proposes to the Supervisory Board:
 - The amounts of Directors' fees, submitted to the shareholders for approval
 - The compensation for corporate officers (particularly variable compensation as well as performance stock, stock options and any other form of compensation)
 - The draft resolutions related to say-on-pay
- The Committee examines compensation for the senior executives of the main subsidiaries and ratifies the Group's overall compensation policy.



Elements of remuneration due or attributed to the Chairman of the Management Board (2013)

- **Reminder :**
 - Compensation exclusively based on performance
 - No fixed compensation
 - No options or performance shares allocation
 - No dedicated pension scheme
 - These mechanisms were approved last year by the General Assembly to 78.8%



Elements of remuneration due or attributed to the Chairman of the Management Board (2013)

- 2013 Performance criteria weights and compensation calculation:

2013 Results

Qualitative criteria (1/3)	Preparing the future governance of the Group		✓
	Further developing the Group's earnings generation		✓
Quantitative criteria (2/3)	25%	TSR	+17.22 euros
		EPS growth rate	1.6%
	75%	Net profit as % of total revenue	11.39%
		Organic growth	79.59%

€4.5 million

- The calculation is made on €6 million, compensation being in any event capped to €5 million and variable from zero to €5 million



Elements of remuneration due or attributed to Members of the Management Board (2013)

- **Base compensation**
- **Variable compensation based on specific objectives:**
 - **Kevin Roberts:** growth in Saatchi & Saatchi revenue and operating margin and qualitative assessment.
 - **Maximum: 240%**
 - **Jean-Yves Naouri:** qualitative objectives in the fields entrusted to him (Group Operations), and in particular, the development of the Chinese market, the increase of revenue and operating margin of Publicis Healthcare Communications Group, production platforms and Publicis Worldwide (9 months)
 - **Maximum: 100%**
 - **Jean-Michel Etienne:** Group operating margin and net income ratio, treasury management, personnel costs and achievement of qualitative objectives related to its activity.
 - **Maximum: 80%**



Elements of remuneration due or attributed to Members of the Management Board (2013)

- **Long Term incentives**
 - **Management Board LTIP** (excluding the Chairman):
2013-2015 Performance based shares program
 - Presence condition
 - Performance : Publicis Groupe relative performance in terms of organic growth (50%) and operating margin (50%) compared with the benchmark group (Omnicom, WPP, IPG, Publicis groupe).
 - **«LionLead2»**:
Co-investment Plan (2013) proposed to some 190 of the Group's key executives :
 - Performance stock and options
 - Presence condition
 - Performance criteria identical to those of the Management Board LTIP
 - Lock-in period pursuant to vesting period
 - **Programs decided and allotted in 2013 for a period going up to 2015/2016.**
 - **Management Board members must retain 20% of the shares that are no longer locked-up or the shares obtained through the exercise of stock options, throughout their term of office.**

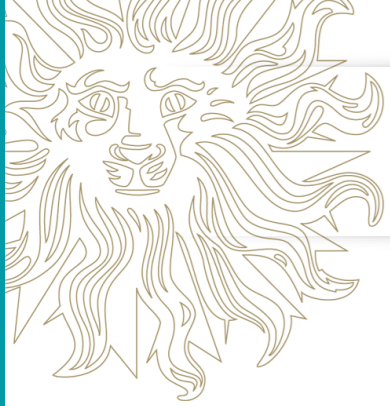


WORK OF THE COMPENSATION COMMITTEE

- The Committee has examined the bonus allocation based on the Group results as well as of each of its large brands.
- The Committee considering the LionLead I Co-investment Plan large success, both in terms of retention and results, has examined the conditions for the new co-investment plan LionLead II.
- The Committee also considered the achievement of performance conditions for the shares to be delivered under the share award plan performance LTIP 2012.
- The Committee proposed to the Board, which approved the launch of a LTIP 2013 similar to the LTIP 2012.



AUDIT
COMMITTEE

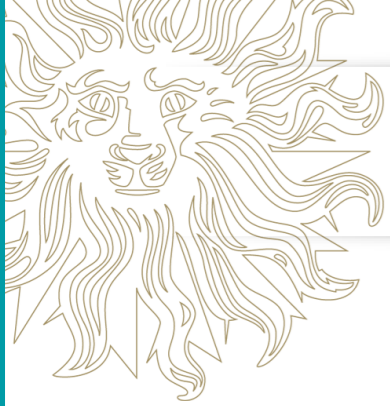


AUDIT COMMITTEE

- Chaired by Mr. Gérard Worms.
- The Committee has 3 members: Mrs. Hélène Ploix and Mrs. Claudine Bienaimé, Mr. Gérard Worms.
Mr. Jean-Paul Morin is the permanent Audit Committee expert.
- 7 meetings in 2013 with an attendance rate of 100%.
- The Committee supervises the organization and implementation of the Group's auditing and the quality of internal control, and it verifies the accuracy and fairness of the financial statements. In 2013, the Audit Committee also reviewed the progress achieved on internal control procedures.



STRATEGY AND RISK COMMITTEE

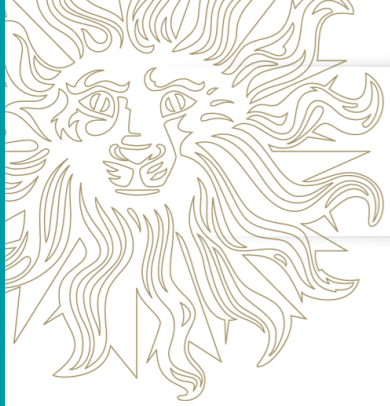


STRATEGY AND RISK COMMITTEE

- Chaired by Mrs. Marie-Josée Kravis.
- The Committee has 5 members: Mrs. Marie-Josée Kravis, Mrs. Elisabeth Badinter, Mrs. Marie-Claude Mayer, Mrs. Véronique Morali and Mrs. Hélène Ploix.
- 2 meetings in 2013 with an attendance rate of 90%.
- The Committee reviewed the Group's risk mapping and the policies and corrective measures implemented to limit its risks. The Committee analyzed in detail some of the Group's major risks, in particular, legal risks and risks connected with managing Human Resources. It also discussed the major strategic options in terms of growth and acquisitions, and studied the risks and opportunities related to the planned merger of equals between Publicis Groupe and Omnicom (a plan cancelled on May 8, 2014).



NOMINATION COMMITTEE



NOMINATION COMMITTEE

- Chaired by Mrs. Elisabeth Badinter.
- The Committee has 5 members: Mrs. Elisabeth Badinter, Mr. Michel Cicurel, Mr. Henri-Calixte Suaudeau, Mr. Michel Halpérin and Mr. Gérard Worms.
- 3 meetings in 2013 with an attendance rate of 93%.
- The Committee studied the composition of the Supervisory Board:
 - In 2013, the Committee proposed that Mr. Jean Charest replace Mr. Felix Rohatyn, upon expiry of his term of office;
 - In 2014, the Committee proposed the reappointment to the Supervisory Board of Mrs. Claudine Bienaimé and Mr. Michel Halpérin, whose terms of office expire at this General Shareholders' Meeting.
- Proposals concerning the appointment of several network managers were also submitted to the Committee. Lastly, the Committee discussed options for the succession of the Chairman of the Management Board and presented its findings to the Supervisory Board.



REPORTS ISSUED BY STATUTORY AUDITORS



Reports issued by statutory auditors

- **As of the Ordinary General Shareholders' Meeting**
 - On parent company's financial statements (1st resolution)
 - On consolidated financial statements (2nd resolution)
 - On related party agreements and commitments (5th and 6th resolutions)
 - On the report from the Chair of the Supervisory Board on internal control (1st resolution)
- **As of the Extraordinary General Shareholders' Meeting**
 - On the issue of ordinary shares or marketable securities with or without cancellation of preferential subscription rights (13th, 14th, 15th, 17th and 18th resolutions)
 - On the free allocation of existing shares or shares to be issued (19th resolution)
 - On the issue of equity securities or securities that confer equity rights in the company in favor of members of a company savings plan (20th resolution)
 - On the issue of shares or securities that confer equity rights in favor of certain categories of beneficiaries (21st resolution)



REPORTS ISSUED FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING



Reports on annual and consolidated accounts

(dated February 13 and March 31, 2014)

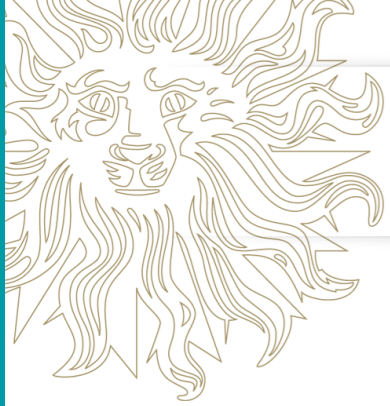
Consolidated financial statements

(chapter 4.7, page 190, 2013 Registration Document)

Parent company's financial statements

(chapter 5.6, page 220, 2013 Registration Document)

- **Auditors' opinion on financial statements**
 - Unqualified opinion
- **Justification of our assessments**
 - Consolidated financial statements
 - Accounting policies and methods with respect to revenue recognition
 - Valuation of provisions for risks and charges and provisions for employee benefits
 - Valuation of options granted in the context of stock option plans
 - Valuation of goodwill, intangible and tangible assets
 - Parent company's financial statements
 - Valuation of investments
- **Specific verifications as required by law**



Reports on related party agreements and commitments

(dated March 31, 2014)

Submitted to the approval of the Shareholders' General Meeting

(page 46)

Already approved by the Shareholders' General Meeting in prior financial years

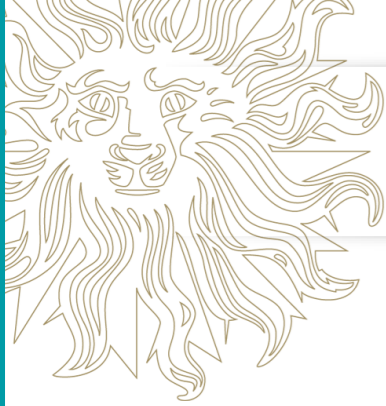
(pages 47-48)

We have been informed of an agreement authorized during last year that require the approval of the Shareholders' General Meeting:

- Renewal of credit lines of euro 100 million each, with BNP Paribas and Société Générale over 5 years

Among agreements already approved:

- Syndicated loan (Club Deal) of euros 1,2 billion over 5 years with BNP Paribas and Société Générale
- Potential severance payments for Jean-Michel Etienne, Kevin Roberts, and Jean-Yves Naouri
- Non-compete agreements to Maurice Lévy and Jack Klues



Report on the report of the Chair of the Supervisory Board

(dated March 31, 2014)

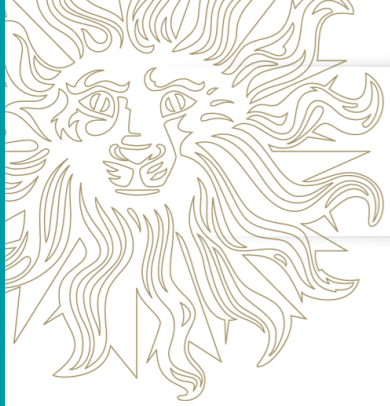
On the report of
the Chair of the
Supervisory Board
on internal control
and risk
management

*(chapter 1.1.6, page 26,
2013 Registration
Document)*

- We have nothing to report on the information provided on the Company's internal control and risk management procedures relating to the preparation and processing of financial and accounting information, contained in the report of the Chairwoman of the Supervisory Board.



REPORTS ISSUED FOR THE
EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING



Reports issued for the Extraordinary Shareholders' Meeting

(dated May 6, 2014)

Issue of ordinary shares or marketable securities with or without cancellation of preferential subscription rights

(13th, 14th, 15th, 17th and 18th resolutions)

Free allocation of existing shares or shares to be issued

(19th resolution)

Issue of equity securities or securities that confer equity rights in the company in favor of members of a company savings plan

(20th resolution)

Issue of shares or securities that confer equity rights in favor of certain categories of beneficiaries

(21st resolution)

- We have no matters to report as to the terms and conditions of the proposed operations.
- As some final issuance conditions have not yet been determined, we will issue, as needed, a supplementary report when your Board of Directors will use those authorizations.



Q&A



VOTING OF THE RESOLUTIONS

HOW TO USE YOUR VOTING DEVICE

- **Smart Card**

- The voting device will not work if your smart card is not properly inserted

- **How to vote:**

- Simply press the button of your choice:

1 = For

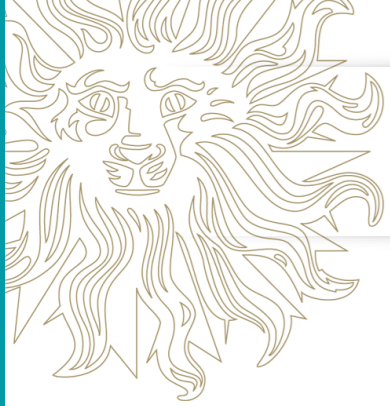
2 = Against

3 = Abstain

- **A message will appear on the bottom of the display:**

- « **acknowledged** » means your vote has been acknowledged but may still be modified
- « **registered** » means the voting period has expired and your vote has been recorded





PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Approval of corporate financial statements for fiscal 2013

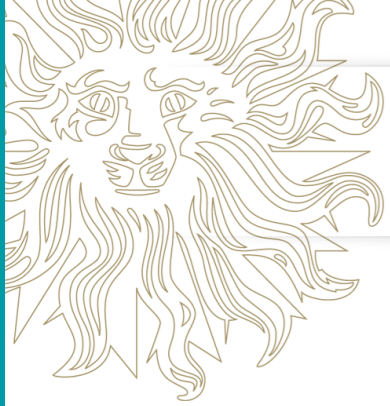
1st resolution

Approval of the 2013 annual corporate financial statements which show net income of €551,598,616.14

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Approval of the consolidated financial statements for fiscal 2013

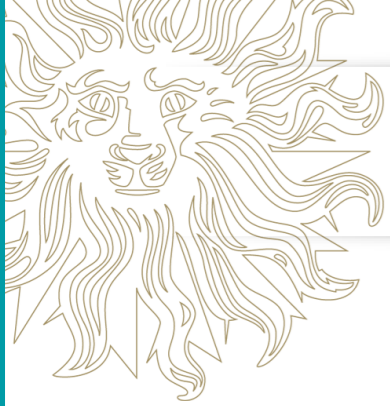
2nd resolution

Approval of the 2013 consolidated accounts which show net income of €809,000,000, of which €792,000,000 is attributable to the Group.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Appropriation of net income and determination of the dividend

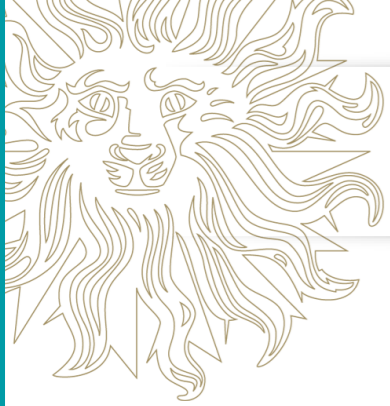
3rd resolution

Proposed appropriation of 2013 net income of €551,958,616.14 increased by previously retained earnings of €836,998,610.08 and reduced by the allocation of €240 585,76 to form distributable net income of €1,388,716,640.46 to allocate to retained earnings €1,151,090,924.66 € and to pay a dividend of €1,10 per share to be paid on July 3, 2014.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Option for payment of the dividend in cash or shares

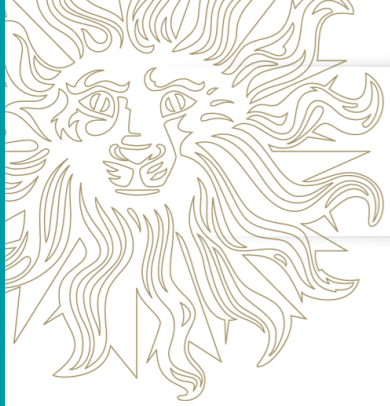
4th resolution

Proposal to grant each shareholder the possibility of receiving payment of the dividend either in cash or in new shares. The issue price of new shares will be set at 95% of the average closing price preceding the date of this Shareholders' Meeting, less the net amount of the dividend, or a €56.788 issue price. After the expiration of the option period (June 3rd to June 23rd 2014 included), the dividend will be paid only in cash. New shares will be delivered on the date dividends are paid in cash, i.e., on July 3, 2014.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Approval of the agreements referred to in Article L.225-86 of the French Commercial Code

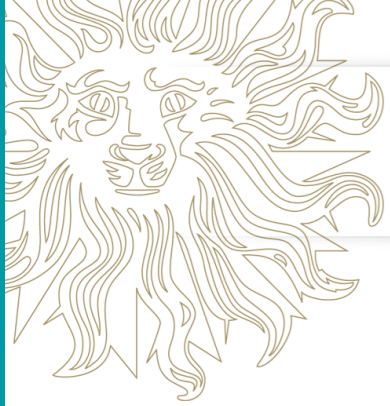
5th resolution

Approval of the renewal of a line of credit signed by the Company and BNP Paribas during the course of fiscal year 2013, of which Mrs. H el ene Ploix, member of the Company's Supervisory Board, is a director.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Approval of the agreements referred to in Article L.225-86 of the French Commercial Code

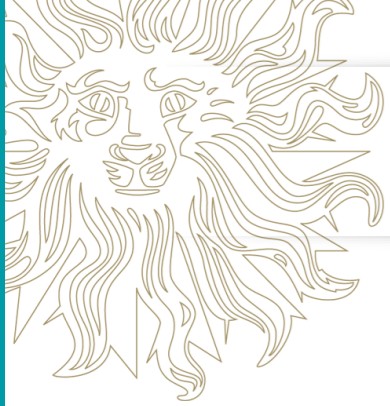
6th resolution

Approval of the renewal of a line of credit signed by the Company and Société Générale during the course of fiscal year 2013, of which Mr. Michel Cicurel, member of the Company's Supervisory Board, is a director.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Renewal of the term of office of a member of the Supervisory Board

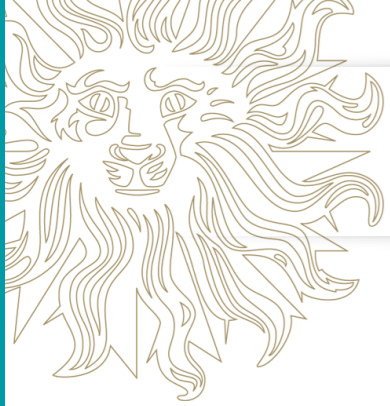
7th resolution

Renewal of the term of office of Mrs. Claudine Bienaimé as a member of the Supervisory Board for a period of 4 years that will expire at the conclusion of the ordinary shareholders' meeting convened to vote on the financial statements for fiscal year 2017.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Renewal of the term of office of a member of the Supervisory Board

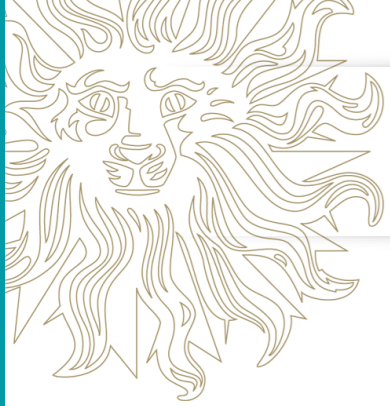
8th resolution

Renewal of the term of office of Mr. Michel Halpérin as a member of the Supervisory Board for a period of 4 years that will expire at the conclusion of the ordinary shareholders' meeting convened to vote on the financial statements for fiscal year 2017.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Setting the maximum aggregate annual amount of directors' fees granted to members of the Supervisory Board

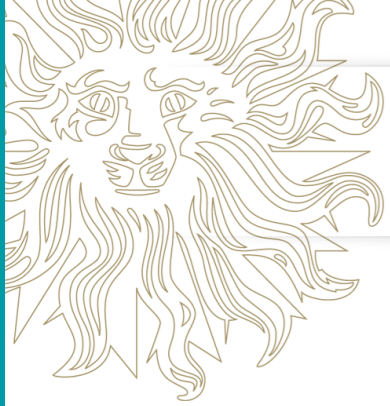
9th resolution

Determination of the maximum aggregate annual amount of directors' fees paid to all members of the Supervisory Board, for the current fiscal year and each subsequent fiscal year, at € 1,200,000.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Opinion on the elements of compensation owed or paid to the Chairman of the management Board in the fiscal year ended December 31, 2013

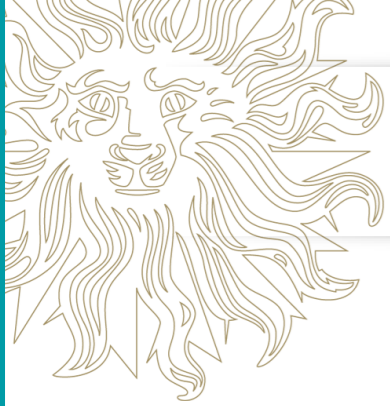
10th resolution

Opinion on the elements of compensation owed or paid to Mr. Maurice Lévy, Chairman of the Management Board, for the year ended December 31, 2013.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Opinion on the elements of compensation owed or paid to the Members of the management Board in the fiscal year ended December 31, 2013

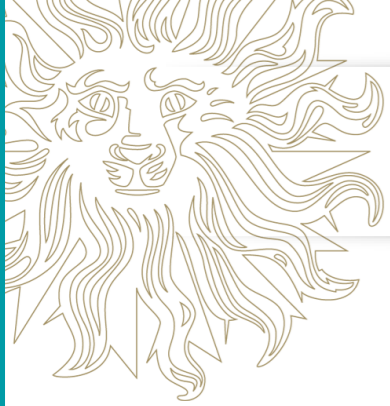
11th resolution

Opinion on the elements of compensation owed or paid to Messrs. Jean-Michel Etienne, Jean-Yves Naouri and Kevin Roberts, Members of the Management Board, for the year ended December 31, 2013.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Company's purchase of its own shares

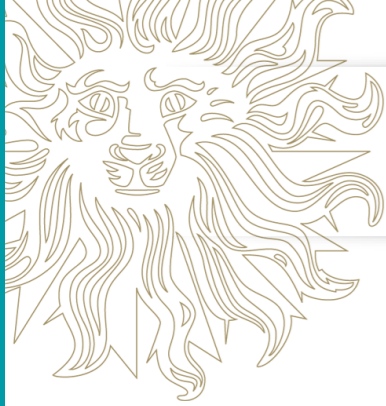
12th resolution

Authorization, for a period of 18 months, entitling the Company to purchase its own shares within a limit of 10% of stated capital, for a maximum unit price of €85. The total maximum amount is set at €1,836,200,000.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increase by issuing shares or securities that confer equity rights, maintaining the preemptive subscription right

13th resolution

Authorization, for a period of 26 months, to issue shares or securities that confer or may confer equity rights or the right to debt securities, maintaining preemptive subscription rights. The maximum nominal amount of capital increases that may be carried out pursuant to this resolution is set at €30,000,000. The total amount of capital increases that may be carried out pursuant to the 14th to 18th and 20th and 21st resolutions below, in addition to the 13th and 14th resolutions adopted by the Combined Shareholders' Meeting held on May 29, 2013, shall be set off against this €30,000,000 total maximum amount.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increase by issuing shares or securities that confer equity rights, suspending the preemptive subscription right, by a public offering

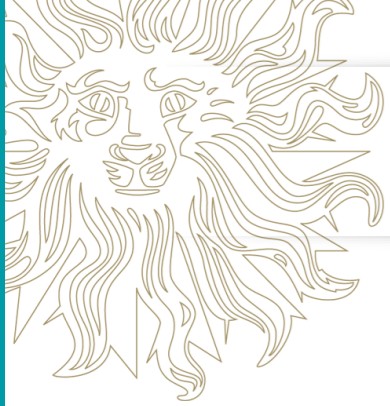
14th resolution

Authorization, for a period of 26 months, to increase the capital, in one or more transactions, by a public offering, by issuing shares or securities that confer or may confer equity rights or the right to debt securities, suspending the preemptive subscription right. The maximum nominal amount of capital increases that may be carried out pursuant to this resolution, is set at €9,000,000 which shall be set off against the total maximum amount prescribed by the 13th resolution and the maximum par value of securities representing debt claims against the Company shall not exceed €1,200,000,000 on the date of the issue decision.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increase by issuing shares or securities that confer equity rights, suspending the preemptive subscription right, by a private placement

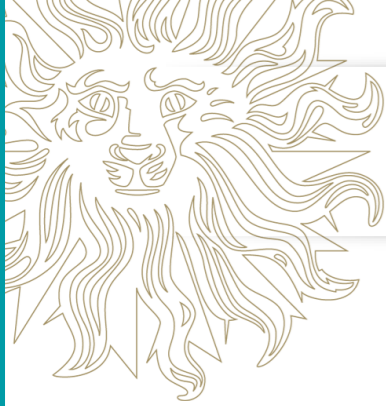
15th resolution

Authorization, for a period of 26 months, to increase the capital, in one or more transactions, by issuing shares or securities that confer or may confer equity rights or the right to debt securities, suspending the preemptive subscription right, by a private placement (Article L.411-2 II of the French Monetary and Financial Code). The maximum nominal amount of capital increases that may be carried out pursuant to this resolution is set at €9,000,000 and such amount shall be set off the total maximum amount prescribed by the 13th resolution and the total maximum amount prescribed by the 14th resolution. The maximum par value of securities representing debt claims against the Company shall not exceed €1,200,000,000 on the date of the issue decision.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increase by capitalizing premiums, reserves, net income or other funds

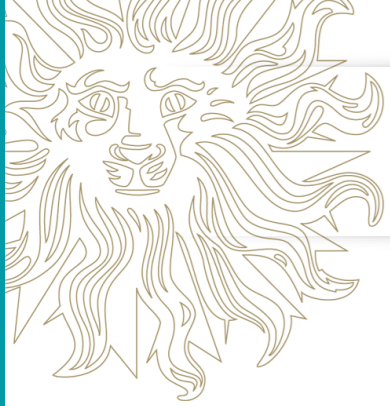
16th resolution

Authorization, for a period of 26 months, to increase capital by capitalizing premiums, reserves, net income or other funds. The maximum nominal amount of capital increases that may be carried out is set at €30,000,000. Such amount shall be set off against the total maximum amount prescribed by the 13th resolution.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increase in the event of a public offering initiated by the Company

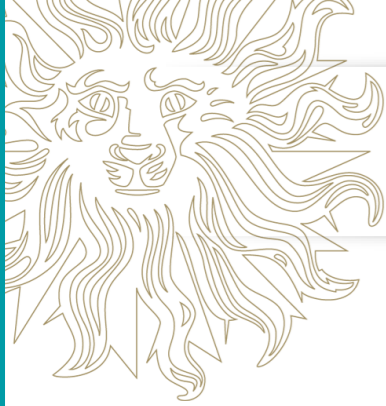
17th resolution

Authorization, for a period of 26 months, to issue shares or various securities that confer or may confer equity rights in the Company in consideration for securities tendered pursuant to a public offering initiated by the Company suspending preemptive subscription rights. The maximum nominal amount of capital increases that may be carried out is set at €9,000,000. Such amount shall be set off against the maximum nominal amount of capital increases without preemptive subscription rights prescribed in the 14th resolution and against the total maximum amount prescribed by the 13th resolution.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Increase in the number of shares or securities in the event of a capital increase up to the limit of 15% of the issue.

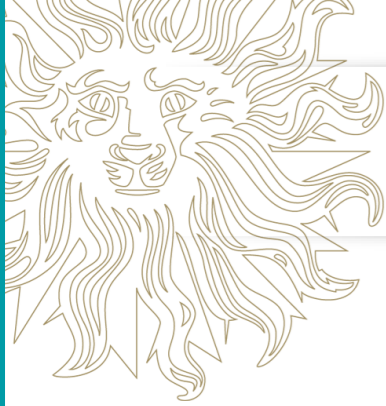
18th resolution

Authorization, for a period of 26 months, to increase the number of shares or securities to be issued, maintaining or suspending shareholders' preemptive rights, up to the limit of 15% of the original issue and for the same price as that of the original issue. The nominal amount of capital increases decided in accordance with this resolution shall be set off against the maximum total amount prescribed by the 13th resolution, or if applicable against the maximum nominal amount prescribed by 14th resolution.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Allotment of shares, to eligible employees and corporate officers

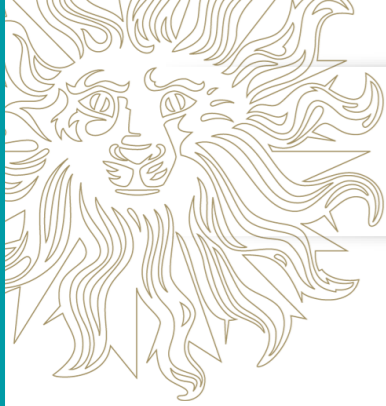
19th resolution

Authorization, for a period of 38 months, to allot new or existing ordinary shares of the Company to all employees of the Group and/or eligible corporate officers suspending shareholders' preemptive subscription rights. The total number of shares that may be allotted free of charge shall not represent more than 5% of the Company's capital. The 3% limit mentioned in the 15th resolution (share subscription and/or purchase options) of the General Shareholders' meeting of May 29, 2013 and the 0.5% limit for performance shares allotted to corporate officers will be set off against such limit. Allotment of these shares is made conditional on the satisfaction of two performance standards measured over 3 years determined at the time of the to allotment decision.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increases reserved to employees

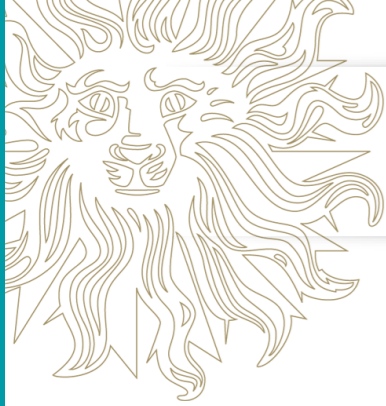
20th resolution

Authorization, for a period of 26 months, to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, in favor of members of a company savings plan. The maximum nominal amount shall not exceed €2,800,000. Such limit shall apply to capital increases that may be carried out pursuant to the 21st resolution and shall be set off against the total maximum amount prescribed by the 13th resolution.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Extraordinary Shareholders' Meeting

- Capital increases in favor of certain categories of beneficiaries located abroad

21st resolution

Authorization, for a period of 18 months, to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, in favor of certain categories of employees located abroad who are not entitled to benefit from the measure prescribed in the 20th resolution. The maximum nominal amount is set at €2,800,000. Such limit shall apply to capital increases that may be carried out pursuant to the 20th resolution and shall be set off against the total maximum limit prescribed by the 13th resolution.

1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE Ordinary Shareholders' Meeting

- Powers

22nd resolution

Powers to carry out formalities.

1 = For

2 = Against

3 = Abstain



COMBINED GENERAL SHAREHOLDERS' MEETING 2014