



## PUBLICIS GROUPE

### PRESS RELEASE

*This announcement is not an offer of securities in the United States or any other jurisdiction. The Bonds (and underlying shares) may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Publicis Groupe does not intend to register any portion of the planned offer in the United States or to conduct a public offering of securities in the United States.*

**Publicis Groupe : successful offering of OCEANEs<sup>1</sup> for an amount of approximately €625 million potentially increased to a maximum of €719 million upon the exercise of the over-allotment option**

#### **Final terms of the OCEANEs (subject to AMF visa)**

Paris, June 16, 2009 -- Publicis Groupe S.A. launched today an offering of bonds (the "Bonds") convertible into and/or exchangeable for new or existing shares of Publicis Groupe due July 30, 2014 amounting at € 624,999,980.70. The par value of the Bonds was set as at €27.90, corresponding to a premium of 35.5% over Publicis Groupe's reference share price<sup>2</sup> on Euronext Paris.

The conversion / exchange ratio of the Bonds will be one new or existing Publicis Groupe share per Bond (subject, if applicable, to potential anti-dilutive adjustments).

The Bonds will bear interest at a rate of 3.125% per annum, payable semi-annually on January 30 and July 30 of each year and for the first time on January 30, 2010. The Bonds will mature and be redeemed at par on July 30, 2014. The Bonds may be redeemed early at the option of Publicis Groupe subject to certain conditions.

The issue size may be further increased up to a maximum of €718,749,951.30 in the event that the over-allotment option granted to BNP Paribas, CALYON, Citi and Société Générale Corporate & Investment Banking (the "Joint Lead-Managers and Joint Bookrunners") is exercised in full.

The expected date of issue, settlement and delivery for the Bonds is June 24, 2009.

The purpose of the issue is to respond to the Company's general financing needs as well as to contribute to the extension of its debt maturity profile, although no significant repayment is due before 2012.

"I'm very pleased with the outcome of this operation which allows us to strengthen our balance sheet, secure liquidity and anticipate the 2012 Group's financial obligations", says Jean-Michel Etienne, Executive Vice President and CFO of Publicis Groupe.

<sup>1</sup> Bonds Convertible into and/or Exchangeable for new or Existing Shares

<sup>2</sup> The reference share price is equal to 20.59€ (the volume-weighted average price (VWAP) of Publicis Groupe's shares quoted on Euronext Paris from the opening of trading on June 16, 2009 until the final terms of the offering were determined).



## About Publicis Groupe

Publicis Groupe is the world's fourth largest communications group. In addition, it is ranked as the world's second largest media agency, and is a global leader in digital and healthcare communications. With activities spanning 104 countries on five continents, the Groupe employs approximately 45,000 professionals.

Publicis Groupe offers local and international clients a complete range of advertising services through three global advertising networks, Leo Burnett, Publicis, Saatchi & Saatchi and two multi-hub networks, Fallon and 49%-owned Bartle Bogle Hegarty. Media consultancy and buying agency is offered through two worldwide networks, Starcom MediaVest Group and ZenithOptimedia; and interactive and digital marketing led by Digitas. Publicis Groupe recently launched VivaKi to leverage the combined scale of the autonomous operations of Digitas, Starcom MediaVest Group, Denuo and ZenithOptimedia to develop new services, tools, and next generation digital platforms. Publicis Groupe's Specialized Agencies and Marketing Services offer healthcare communications, corporate and financial communications, sustainability communications, shopper marketing, public relations, CRM and direct marketing, event and sports marketing, and multicultural communications.

Web site: [www.publicisgroupe.com](http://www.publicisgroupe.com).

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This press release does not constitute an offering, and the offering of Bonds is not a public offering in any jurisdiction other than France, subject to the following:

#### In France:

- the Bonds will initially be offered in a private placement; and
- once the final terms of the offering have been determined, an offering circular (*prospectus*) will be submitted to the French *Autorité des marchés financiers* (the "AMF") for a *visa*. Upon receipt of such *visa*, the Bonds will be offered to the public in France during the following three trading days.

This offering is lead-managed by BNP Paribas, CALYON, Citi and Société Générale Corporate & Investment Banking, acting as Joint Lead-Managers and Joint Bookrunners.