



## PUBLICIS GROUPE

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### PRESS RELEASE

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Paris, January 8, 2010

### **Share Repurchase Program**

Approved by the Combined Ordinary and Extraordinary Shareholders' Meeting held on June 9, 2009 in its eighth and ninth resolutions

#### **Summary of the main features of the operation:**

Issuer: Publicis Groupe SA, a Company with an Executive Board and a Supervisory Board, with a share capital of EUR 78,408,393.20.

Registered office: 133 avenue des Champs Elysées-75008 Paris, 542 080 601 RCS Paris,  
Place of listing: Euronext Paris, ISIN code: FR 0000130577

#### **Number of shares and portion of the share capital held by the Company:**

As at December 31, 2009, the Company's share capital consisted in 197,583,112 shares including 10,414,344 treasury shares, representing 5,27%.

#### **Breakdown by objectives of the share capital held by the Company:**

As at December 31, 2009, the 10,414,344 treasury shares held by the Company were allocated as follows:

- 3,500 shares held under a liquidity contract that complies with the code of ethics recognized by the AMF.
- 10,410,844 shares to permit, among others, the issuance of shares to employees and/or officers of the Company and/or its Group, in particular for the service of call options or for the issuance of free shares or for the delivery of shares by way of payment or exchange in connection with external growth transactions.

#### **Reminder of the objectives of the program:**

- to issue shares to employees and/or officers of the Company and/or its Group, in particular in connection with the employees participation in the profits derived from the Company's expansion, the service of call options, the Group's saving plans or for the issuance of free shares,
- to deliver shares, in particular, to honor obligations related to shares or other securities giving immediate or future access to the capital, or by way of exchange, payment or otherwise, in connection with external growth transactions,
- to create a secondary market for or enhance the liquidity of Publicis share through an investment services provider, acting on behalf of the Company, under a liquidity contract that complies with the



code of ethics recognized by the *Autorité des Marchés Financiers* or any other applicable provision,

- to cancel the shares so acquired.

**Practical details of the shares repurchase program:**

Maximum number of shares that can be purchased:

The maximum number of shares that can be purchased shall not exceed 10% of the number of shares making up the share capital and the overall ceiling for this authorization is set at EUR 500 millions.

Maximum purchase price:

The maximum purchase price per share is set at EUR 40. In the event of a change in the par value of the shares, a capital increase through capitalization of reserves, issue of free shares, stock split or reverse stock split, distribution of reserves or any other assets, redemption of shares, or any other capital transaction, the aforementioned purchase and selling prices shall be adjusted to take account of the impact of these transactions on the share price.

Practical details regarding purchases and sales:

The purchase, the sale or the transfer of the shares shall be executed either directly or indirectly through an investment services provider, and paid in any manner, including by using options or derivatives or bonds, including the purchase of call options. The maximum portion of share capital that can be transferred in the form of blocks of shares can be equal to the entire shares repurchase program.

Term of the program:

The program has been authorized for a period of eighteenth (18) months as of June 9, 2009 until December 8, 2010.

**Implementation of the repurchase program:**

To implement this repurchase program, the Company has entered into an investment services provision agreement with UBS Limited on December 30, 2009, entrusting this investment services provider with the power to purchase, on behalf of the Company, ordinary shares in Publicis Groupe S.A.

The acquisition period has begun on January 4, 2010 and shall end on the earlier to occur of (i) acquisition by UBS Limited of a total aggregate amount of 2,700,000 shares, or (ii) the close of the trading day on Euronext Paris on April 30, 2010.

The investment services provider shall purchase on Euronext Paris up to a maximum of 2,700,000 shares (which equates to approximately 1,32% of the outstanding share capital of the Company).

The maximum price which may be paid for a share is an amount equal to EUR 40.

No purchase shall be made at a price higher than the higher of the price of the last independent trade and the highest current independent bid on Euronext Paris.



The purchases on a single day shall not represent more than 25% of the average daily volume of the shares in that day on Euronext Paris.

Under the repurchase program authorized by the shareholders' meeting held on June 9, 2009, the transactions carried out on treasury shares (except liquidity contract) were as follows:

Cumulated Gross Flows			Opened Positions					
	Purchases	Sales/Transfers	Positions Opened for Purchase				Positions Opened for Sale	
Number of Shares	10 951	6 678 247	<i>Calls purchased</i>	<i>Puts sold</i>	<i>Future Purchases</i>	<i>Calls sold</i>	<i>Puts purchased</i>	<i>Future Sales</i>
Average traded price (in euros)	21,48	27,04	0	0	0	0	0	0
Amounts (in euros)	235 273	180 578 017						

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#### About Publicis Groupe

Publicis Groupe (Euronext Paris: FR0000130577) 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 43,000 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 is offered through two worldwide networks, Starcom MediaVest Group and ZenithOptimedia; and interactive and digital marketing led by Digitas and Razorfish. Publicis Groupe recently launched VivaKi to leverage the combined scale of the autonomous operations of Digitas, Razorfish, 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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