

PUBLICIS GROUPE S.A.

French *Société Anonyme* with a share capital of 88 862 543,60 €.
Registered Office : 133, avenue des Champs-Élysées, 75008 Paris
542 080 601 R.C.S. Paris

CONVENING NOTICE OF ORANE HOLDERS

The holders (the “**Bondholders**”) of the 1,562,129 outstanding bonds redeemable into new or existing shares (the “**ORANE**”) with a nominal value of 274.50 euros each, ISIN Code : FR0000187783 issued on 24 September 2002 by Publicis Groupe S.A. (the “**Company**”), the terms and conditions of which are contained in an information memorandum (*note d’opération*) which received the visa number 02-564 issued by the *Commission des Opérations de Bourse* on 16 May 2002 (the “**Issuance Agreement**”) and a notice published in the *Bulletin des Annonces Légales Obligatoires* on 17 May 2002, are convened to the general meeting of Bondholders by the Management Board on 19 June 2015 at 10 am, at the headquarters of Publicis Groupe located at 133 avenue des Champs Élysées 75008 Paris, France, in order to deliberate on the following agenda :

Agenda

- 1) *Approval of the amendment to paragraph 6.3 “Amortisation – Redemption and conversion of bonds into Publicis shares” in order to provide for the mandatory early redemption of all outstanding ORANE at the Company’s discretion and converted into new or existing shares of the Company; and*
- 2) *Authorization to comply with all formalities and filing requirements in connection with this meeting.*

DRAFT RESOLUTIONS

First resolution

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, after having read the report of the Management Board, and acknowledging the approval of the amendment which is the subject of this resolution by the extraordinary general meeting of shareholders of the Company held on 27 May 2015:

1°) hereby decide to approve the following modifications to paragraphs 6.2.6.3 “*Coupon payment in the event of early redemption or at the Maturity Date of the Bonds*” and 6.3.2 “*Early redemption by the Issuer – Repurchase of Bonds*” of the Issuance Agreement in order to provide for the mandatory early redemption of all outstanding ORANE by the Company to be exercised by 30 September 2015;

A second sub-paragraph shall be inserted into paragraph 6.3.2 as follows:

“By exception to the foregoing paragraph, Publicis reserves the right to redeem the ORANE at its sole discretion until and including 30 September 2015. In this case, redemption shall be in shares only, save for any cash adjustment to cover fractions left after the redemption parity was adjusted in October 2013. The decision of Publicis to redeem the ORANE before maturity shall be announced in the Bulletin des Annonces Légales Obligatoires, which shall mention the redemption conditions and especially the treatment of fractions, as well as the redemption schedule. This information shall also be announced in a financial journal with national circulation and on the website of Publicis, as well as in a notice of Euronext Paris.”

In addition and to take into account the foregoing, the first sub-paragraph of paragraph 6.2.6.3 is amended and shall read as follows:

“In the case of early redemption of the ORANE for one of the reasons set out in sections 6.3.3.1 (ii) to 6.3.3.1 (viii) hereinafter, in the case of mandatory early redemption of the ORANE at the discretion of Publicis pursuant to section 6.3.2 below, and in the event that no dividends are paid out for one of the last five years preceding the Maturity Date of the ORANE, the Coupon shall be paid, at the Company's discretion, in cash or in shares of the Company.”

2°) decides that changes to the Issuance Agreement referred to in 1°) of this resolution shall become effective as soon as they are approved both by the extraordinary general meeting of shareholders as well as by the General Meeting of Bondholders no later than 31 July 2015, failing which, these changes shall not take effect.

Second resolution

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, hereby authorizes and grants all powers to the holder of a copy or excerpt of the minutes of this meeting to make any submissions, publications and formalities provided for by law or as may be necessary.

To attend or be represented at this meeting, the Bondholders whose securities are held in bearer form must send to the establishment in charge of the service of debt securities (see contact details below), at least two business days prior to the date fixed of the meeting, that is by no later than 17 June 2015, a certificate by the qualified intermediary maintaining the bondholder's account, acknowledging the non-transferability of the ORANE registered in the account until the date fixed for the meeting.

If the Bondholder does not attend the meeting personally, he/she may choose between one of the three following options:

— to authorize the Chairman of the meeting to vote on his/her behalf, in which case the Bondholder must fill out a proxy form but without any indication of the proxy ; or

— to appoint a proxy of his/her choice, in which case the Bondholder must fill out a proxy form indicating the name of the proxy selected; or

— to vote by post.

There is in principle freedom of choice with regards to proxy appointment. However, this freedom is limited by certain restrictions on proxy set out in articles L. 228-62 and L. 228-63 of the French commercial code (*code de commerce*). It should be noted in particular that members of the Management Board, the Supervisory Board, directors, employees and statutory auditors of the Company may not represent Bondholders at bondholders' meetings.

The proxy form must be submitted in writing, signed by the Bondholder appointing the proxy and must indicate the last name, first name(s) and residential address of such Bondholder.

Votes cast by proxy or by post will be taken into account only if the forms are duly completed, signed and accompanied by the certificate of ownership of the securities.

Admission cards to the meeting and a proxy form and postal voting form are available to Bondholders, upon request from CACEIS Corporate Trust – Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux CEDEX 09 and are automatically sent to Bondholders who hold the ORANE in registered form. The duly completed proxy and postal voting forms must be received by the Company or its agent CACEIS Corporate Trust at least three calendar days prior to the date fixed for the meeting, that is by no later than 16 June 2015. The duly submitted proxy and postal voting forms will be valid for any subsequent meeting convened to deliberate on the same agenda.

The draft resolutions to be tabled and the report of the Management Board to be presented at the meeting are available to the Bondholders at the registered office of the Company, 133, avenue des Champs-Élysées, 75008 Paris, to the attention of Mr. Jean-Michel Etienne, on the Company's website at the address www.publicisgroupe.com/Investorrelations/regulatorydocuments, as well as from the establishment in charge of financial services relating to ORANE: CACEIS Corporate Trust – Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux CEDEX 09.

The Management Board