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PRESS RELEASE



PUBLICIS GROUPE AND RELAXNEWS ANNOUNCE THE START OF EXCLUSIVE NEGOTIATIONS IN VIEW OF THE ACQUISITION OF RELAXNEWS

Press Agency Specialized in the Creation of Leisure Content, Valuation Basis of 9.58 € Per Share

Publicis Groupe [Euronext Paris: **FR0000130577, CAC40**] and Relaxnews [Alternext Paris: **FR0010232306**] today announced the start of exclusive negotiations in view of the acquisition of Relaxnews for a consideration of approximately 15 million euro, corresponding to a price of 9.58 euro per share.

Founded in 2000, Relaxnews is a press agency, member of *Fédération Française des Agences de Presse* and of the International Press and Telecom Council, with global expertise in consulting, production and management of content for the digital transformation of media and firms. This Paris-based agency employs around 100 professionals.

Relaxnews recently launched the world's first platform combining data, content and services for brands and media. The announcement of this innovative offering was commended at the last Online News Association trade fair (ONA14) in Chicago.

The platform relies particularly on the strategic global partnership it entered into with AFP (Agence France Presse) in 2009 and which has recently been renewed and extended. The AFP-Relaxnews newswire has already attracted over 200 clients worldwide – Getty Images, Globo, Microsoft, Yahoo! – among others. This partnership would have the possibility to be magnified in the new context.

Relaxnews would align with the ZenithOptimedia network, but would also work with the various divisions within Publicis Groupe. The agency would retain its current management team under the leadership of Jérôme and Pierre Doncieux who would report to Sébastien Danet, Global Managing Partner at ZenithOptimedia.

"Bringing Relaxnews into the Groupe would allow us to combine our leadership in digital with their unmatched expertise in today's content revolution. The synergies between these two pillars will transform media platforms for the benefit of our clients," commented Sébastien Danet.

Jérôme and Pierre Doncieux, Co-Chairmen of Relaxnews, added: *"This project would be wonderful recognition of the Relaxnews adventure. By combining our expertise in the key areas of content and technology with the global clout of Publicis Groupe, we hope to provide media and brands with the leverage to accelerate their digital transformation. The prospect of working with Publicis Groupe and our partner AFP to help French companies flourish throughout the world would be a source of great pride."*

Background of the transaction

This acquisition would be perfectly consistent with Publicis Groupe's strategy of becoming the undisputed leader in digital, marketing, communications and business transformation. The content / technology mix of the platforms is innately one of the main levers in this transformation.

"The advancements in online communications are calling for much richer content. The considerable investments made by Publicis Groupe in order to be, clearly and uncontestedly, the world leader in digital in the communications industry, has lead us to be very interested in the innovative solutions developed by Relaxnews to dynamically complete its offering for clients. Jérôme and Pierre Doncieux are trailblazers who will assist Publicis Groupe's clients to better adapt their content for the digital world," declared Maurice Lévy, Chairman & CEO of Publicis Groupe.

Relaxnews is a provider of consulting, content, management and technology, and shares Publicis Groupe's vision regarding the change of paradigm currently taking place and the increasingly important role of content in businesses' digital transformation.

The independence of information is a fundamental essential to the success of Relaxnews. Keeping in line with the project we have put together and in order to ensure the independence of media content produced by the agency in accordance with the French Federation of Press Agencies (FFAP), Relaxnews appoints Denis Jeambar as compliance officer of the agency. In addition to auditing the code of ethics, installed in 2005, as well as current internal policies, Denis Jeambar will be tasked with ensuring their respect in the future.

The acquisition of Relaxnews by Publicis Groupe would be based on this vision and would target an international roll-out of the know-how and technology developed by Relaxnews.

Practical aspects of the transaction

Under the terms of the offer made by Publicis Groupe to the main shareholders of Relaxnews, it is proposed that a company be set up Financière Relaxnews, which would be wholly-owned by Publicis Groupe, and that Publicis Groupe would purchase from co-founders Jérôme and Pierre Doncieux, Habert Dassault Finances, Sigma Gestion and other shareholders, a block of shares in Relaxnews representing at least 65% of the company's share capital.

The transaction would be at a price of 9.58 euro per share, thus valuing Relaxnews at approximately 15 million euro. This valuation represents a premium of 63% to the closing price on February 16, 2015 (5.86 euro).

As Publicis Groupe has expressed the wish that Jérôme and Pierre Doncieux and Habert Dassault reinvest alongside the Groupe, the latter would contribute separately to Financière Relaxnews a block of shares in Relaxnews representing at least 30% of the company's share capital enabling them to hold approximately 26% of the share capital of Financière Relaxnews.

Upon completion of these transactions, Financière Relaxnews would file, pursuant to the General Regulations of the French financial markets authority (AMF), its planned simplified cash tender offer potentially followed by a compulsory buyout for a price per share of 9.58 euro subject to the conclusions of the independent expert and the clearance decision of the AMF. It ensues that, in compliance with regulatory provisions in force, Relaxnews would then appoint an independent expert to appraise the fairness of the financial terms and conditions of the transactions.

The Publicis Groupe offer would be subject to certain conditions precedent notably including information to and consultation with the Relaxnews staff representation bodies, information to all employees of Relaxnews

in compliance with article L. 23-10-7 of the French *Code de commerce*, disclosure of the consolidated financial statements at December 31, 2014, the absence of any event or fact liable to have any material adverse impact on the earnings, financial situation, asset base, labor relations, or outlook of Relaxnews up until the date of completion of the acquisition, ownership by Financière Relaxnews of at least 95% of the share capital and voting rights in Relaxnews prior to filing the aforesaid public takeover bid, and receipt of the report of the independent expert concluding to the fairness of the planned simplified cash tender offer potentially followed by a compulsory buyout in accordance with articles 261-1 I and II of the General Regulations of the AMF.

On the basis of these conditions, Jérôme and Pierre Doncieux have granted Publicis Groupe the right to exclusive discussions and negotiations until May 31, 2015.

Timeframe

The intention of the parties is to reach a final agreement by the month of April 2015, to file a project of a planned simplified cash tender offer and to proceed with the compulsory buyout by June 30, 2015. Publicis Groupe and Relaxnews will keep the markets informed of the status of the project.

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is a global leader in marketing, communication, and business transformation. In a world marked by increased convergence and consumers empowerment, Publicis Groupe offers a full range of services and skills: digital, technology & consulting with Publicis.Sapient (Sapient.Nitro, Sapient Global Markets, Sapient Government Services, Razorfish Global, DigitasLBi, Rosetta) - the world's largest most forward-thinking digitally centered platform focused exclusively on digital transformation in an always-on world - as well as creative networks such as BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi, public affairs, corporate communications and events with MSLGROUP, ad tech solutions with VivaKi, media strategy, planning and buying through Starcom MediaVest Group and ZenithOptimedia, healthcare communications, with Publicis Healthcare Communications Group (PHCG), and finally, brand asset production with Prodigious. Present in 108 countries, the Groupe employs more than 75,000 professionals.

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About Relaxnews

Relaxnews is the first source of leisure news. Being a source of consulting, content, animation and technology, Relaxnews develops customized content for media, brands, e-commerce sites, blogs and institutions to be used on websites, social networks, applications for mobile and other electronic devices, TV screens or in print. Relaxnews launched the first rich media wire of lifestyle and leisure news covering the worlds of well-being, home, entertainment and tourism. This wire is sold by subscription under the brand name "AFP-Relaxnews" with AFP around the world. Relaxnews also owns Relaxevents (first source of local leisure news) and Paris Modes TV, the first source about fashion, luxury and trends. Based in Paris, Relaxnews is the only news agency dedicated to leisure to be listed on NYSE Alternext.

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