



COMBINED GENERAL SHAREHOLDERS' MEETING

Publicis Groupe [Euronext Paris : FR0000130577, CAC 40] today held its Combined Annual Shareholders' Meeting, chaired by Mrs. Elisabeth Badinter, Chair of the Supervisory Board.

The number of shareholders attending was particularly high and more than two thirds of the shares were present or represented. The 2015 results and the Groupe's strategy were presented by Maurice Lévy, Chairman and Chief Executive Officer.

Among the resolutions submitted to the voting of the Ordinary Shareholders' Meeting, shareholders approved the payment of a 1.60 euro dividend per share, with shareholders being granted the option to receive payment of the dividend in either cash or new shares. The option for payment of the dividend in shares must be exercised between June 3 and June 24, 2016 inclusive. The issue price of shares distributed as dividends was set at 59.19 euros per share ⁽¹⁾. The ex-dividend date was set at June 3, 2016. Payment of dividends in cash and in delivery of new shares will be made on July 4, 2016.

Were submitted to shareholders' vote the significant improvements to the governance such as:

- the staggering of terms of office of Board members in order to avoid simultaneous renewal of a large proportion of the Board,
- the greater independence and internationalization of the Board members,
- the maintenance of gender parity to which the Groupe is attached.

Mr. Amaury de Seze, whose term of office expires, has decided not to seek reelection. He joined the Publicis Groupe's Supervisory Board in 1998 when the Groupe initiated its globalization. He accompanied the Groupe throughout its expansion. The Supervisory Board would like to express its heartfelt gratitude to him for his commitment all along these years and his meaningful and demanding collaboration.

The Supervisory Board welcomes two new independent foreign nationals as members: Mr. Thomas H. Glocer and Mr. André Kudelski. International players from the world of information and digital, they will be valuable additions for the Groupe given the evolution of Publicis Groupe's profile and its competitive environment.

¹ corresponding to 95% of the average closing price of Publicis Groupe SA shares on the Euronext Paris regulated market over the 20 trading days preceding the shareholders' meeting, less the net amount of the dividend.

Following the renewals of expiring mandates, the Supervisory Board now has 12 members, 6 men and 6 women; 7 are independent and 5 are foreign nationals. Strengthening its expertise and diversity, the Board now comprises: Mrs. Élisabeth Badinter (Chair), Mrs. Sophie Dulac, Mrs. Claudine Bienaimé, Mrs. Marie-Josée Kravis, Mrs. Marie-Claude Mayer and Mrs. Véronique Morali, and Mr. Simon Badinter, Mr. Jean Charest, Mr. Michel Cicurel, Mr. Jerry A. Greenberg, Mr. Thomas H. Glocer and Mr. André Kudelski.

All resolutions were approved well above the required majority, including that on the Chief Executive Officer's compensation (approved at 92.6%).

After the General Shareholders' Meeting, Maurice Lévy, Chairman and CEO of Publicis Groupe, declared : *“We would like to thank our shareholders for their support. Our Groupe benefits from a very solid foundation and exceptional assets. Recent changes to our organization will bear fruits very soon. As highlighted by observers, our Groupe is the best positioned to offer our clients the entire value chain of “end-to-end” services and will benefit as early as 2017 from the full impact of its new positioning on organic growth.”*

About Publicis Groupe - The Power of One

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is a global leader in marketing, communication, and digital transformation. Active across the entire value chain, from consulting to creation, and production, Publicis Groupe offers its clients a transversal, unified and fluid model allowing them access to all the Groupe's tools and expertise around the world. Publicis Groupe is organized across four Solutions hubs: **Publicis Communications**, **Publicis Media**, **Publicis.Sapient** and **Publicis Health**. These 4 Solutions hubs operate across principal markets, and are carried across all others by Publicis One. **Publicis One** is a fully-integrated services offering making the Groupe's expertise available to all clients, under one roof. Present in over 100 countries, Publicis Groupe employs nearly 80 000 professionals.

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Publicis Groupe

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