



NOTICE OF MEETING

2025 COMBINED GENERAL SHAREHOLDERS' MEETING

MAY 27, 2025 AT 10:00 AM CET

133, AVENUE DES CHAMPS-ÉLYSÉES, 75008 PARIS
PUBLICISCINÉMAS



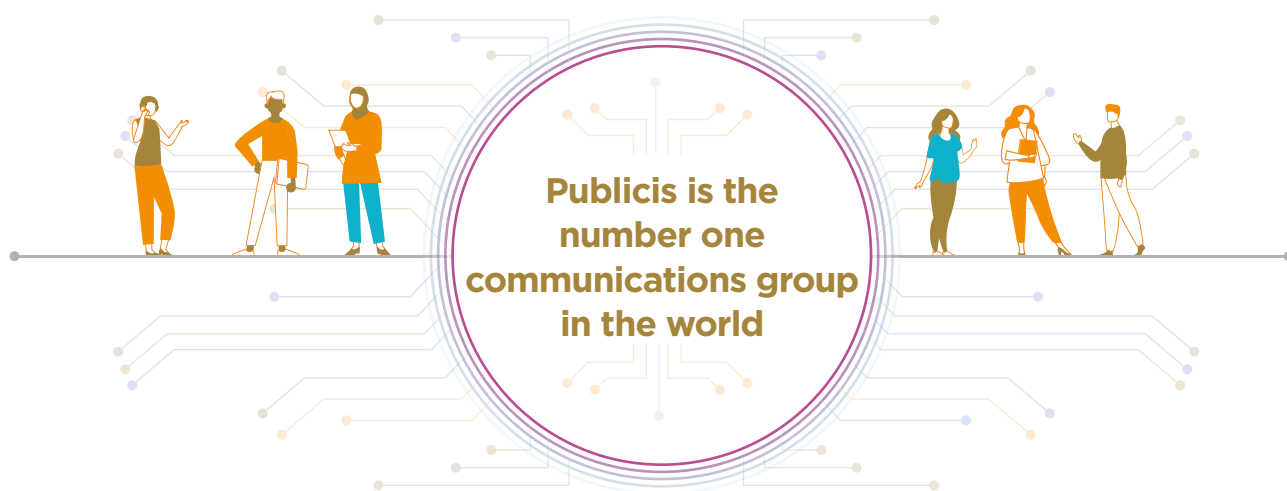
**THE COMBINED GENERAL SHAREHOLDERS' MEETING
IS BROADCAST LIVE AND RECORDED ON THE WEBSITE**

<https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>



SUMMARY

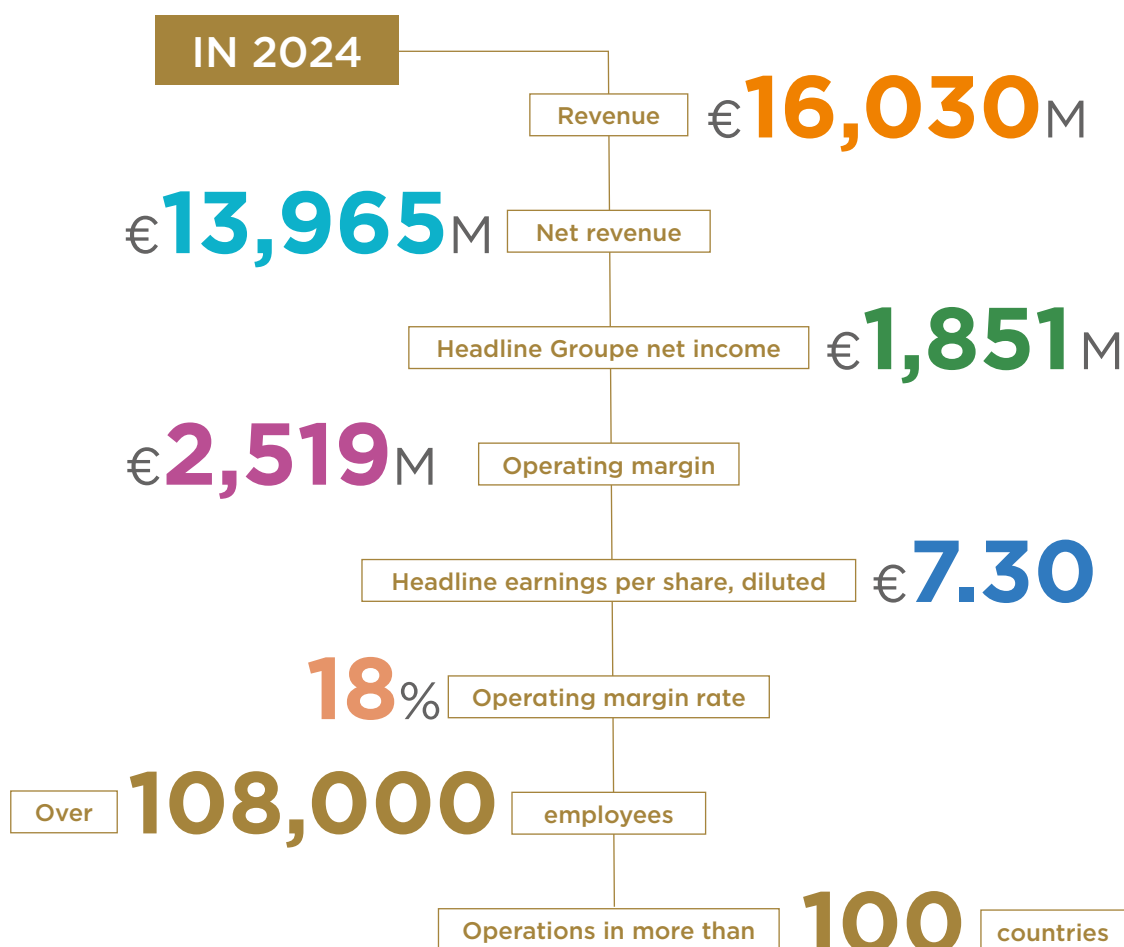
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Publicis Groupe supports its clients across the entire marketing, communication and digital transformation value chain to help them differentiate themselves in an increasingly competitive world.

Clients have been at the heart of the Groupe's model since its inception and benefit from a fluid and unified organization by country. The Groupe offers them a dynamic and disruptive creative offering, targeted large-scale media expertise, as well as unique data and technology skills to enable them to acquire in-depth consumer knowledge and create digital channels for dialogue directly with end customers.

Founded in Paris in 1926, the Groupe operates in more than 100 countries and has more than 108,000 employees.





MESSAGE FROM THE EMERITUS CHAIRMAN



MAURICE LÉVY
Emeritus Chairman

When I took the initiative of launching a review of Publicis Groupe's governance, which led to a revision of our Articles of Incorporation and the appointment of Arthur Sadoun as Chairman and CEO, it was with the aim of giving the Groupe the means to sustain a strong and stable governance conducive to its development and growth. The aim was to ensure that responsibilities remained concentrated in safe hands while enabling a smooth transition to a promising future.

Arthur Sadoun emphasized that this was a way of continuing our collaboration in tandem. This was not only a legal or formal decision, but rather an operational and symbolic initiative. This approach, which has borne fruit in recent years, has enabled us to maintain close collaboration and successfully bring our projects to fruition. With this change, the ultimate responsibility of the company now rests on his shoulders. And it is undeniable that Publicis has had an exceptional track record. Seeing how records have been systematically broken, whether in terms of growth, new contracts or margins, is a

source of pride. But beyond these impressive figures, the company now has solid assets that have been strengthened, offering unique services to our clients and promoting their profitable growth.

The alchemy between data, technology and creativity in a rapidly changing world has created a breeding ground for the acceleration of artificial intelligence. In 2024, Publicis committed to an investment of 100 million euros in AI, as part of a larger plan of 300 million euros over three years. This investment is in addition to the 10 billion euros already spent over the last eight years, most notably in the strategic acquisitions of Epsilon and Sapient.



**THE ALCHEMY BETWEEN DATA,
TECHNOLOGY AND CREATIVITY
IN A RAPIDLY CHANGING WORLD HAS
CREATED A BREEDING GROUND
FOR THE ACCELERATION OF ARTIFICIAL
INTELLIGENCE. IN 2024, PUBLICIS COMMITTED
TO AN INVESTMENT OF 100 MILLION EUROS IN AI,
AS PART OF A LARGER PLAN
OF 300 MILLION EUROS
OVER THREE YEARS.**

More broadly, this development is unfolding in a rich and astonishing manner, manifesting itself in our agencies, in daily support for our employees with Marcel, and in the production of individualized messages. And tomorrow, with CoreAI, AI will extend to the entire Groupe, optimizing the performance of our campaigns and increasing the productivity of our teams.

This legal transformation, which was carried out as planned, is an essential lever for all Publicis stakeholders: our clients, our partners, our employees and our shareholders. It was the key to a series of remarkable professional performances. For example, Publicis Conseil was named Agency of the Year at the Cannes Lions for the first time in its history, a testament to the agency's continued excellence. Publicis Luxe was awarded the first Lion d'Or in the luxury category. In addition, Marcel's La Compil des Bleues campaign for Orange was a real triumph, becoming the world's most award-winning campaign. These awards highlight not only the Groupe's creativity but also its societal commitment.

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**THIS LEGAL TRANSFORMATION,
WHICH WAS CARRIED OUT AS PLANNED,
IS AN ESSENTIAL LEVER FOR ALL
PUBLICIS STAKEHOLDERS: OUR CLIENTS,
OUR PARTNERS, OUR EMPLOYEES AND
OUR SHAREHOLDERS.**

The Working with Cancer program that we launched has had a tremendous impact in just two years. With its goal of breaking the stigma of cancer in the workplace, it has reached over 35 million employees in 2,500 companies worldwide. This success reflects Publicis's deep commitment to the well-being of its employees and the fight against the disease, and it is part of our global health and prevention initiative.

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**PUBLICIS CONSEIL
WAS NAMED AGENCY
OF THE YEAR AT THE CANNES LIONS
FOR THE FIRST TIME
IN ITS HISTORY,
A TESTAMENT TO THE AGENCY'S
CONTINUED EXCELLENCE.**

”

**THE STRENGTH OF OUR BALANCE
SHEET, CONTINUOUS INNOVATION
AND THE DEPTH OF OUR SERVICES WILL ENSURE
THAT PUBLICIS WILL GET THROUGH
THIS PERIOD, AS WE HAVE DONE IN THE PAST
WHEN FACED WITH FAR MORE COMPLEX
CHALLENGES, AND ALWAYS IN KEEPING WITH
OUR VALUES.**

More pragmatically, this success is also reflected in our numbers: on December 31, our share reached an all-time high of 103 euros. Of course, the macroeconomic turbulence that is battering the market will affect our stock market performance, but the strength of our balance sheet, continuous innovation and the depth of our services will ensure that Publicis will get through this period, as we have done in the past when faced with far more complex challenges, and always in keeping with our values.

Maurice Lévy
Emeritus Chairman



MESSAGE FROM THE CHAIRMAN- CHIEF EXECUTIVE OFFICER



ARTHUR SADOUN

Chairman- Chief Executive Officer

Publicis Groupe is reaping the rewards of Maurice Lévy's vision and the execution efforts of all our teams. After having been number 1 in organic growth for three years, in new business for five years, in financial ratios for more than ten years, and in market capitalization since 2023, Publicis has become the world's leading communications group.

Publicis has radically transformed itself over the past decade, moving from being a partner in our clients' communications to being an essential partner in their transformation. We have built a status as a Category of One thanks to our unmatched first-party data capabilities, our connected media ecosystem, our creative firepower, and our more than 25,000 engineers, brought together through the Power of One.

In an environment that remained challenging, organic growth in net revenue was +5.8%, accelerating compared to the average growth rate since 2020. We are ending the year growing three times faster than our holding company peers, and five times faster than the IT consultancies. This outperformance is mainly due to our unique positioning, with data forming the backbone of our Connected Media, and to our ongoing drive to win market share. Our creative agencies regrouped within Intelligent Creativity have shown resilience in the face of budget cuts across the traditional advertising sector. Publicis Sapient still encounters a wait-and-see attitude from some clients with regard to their digital transformation projects, a situation that is generally affecting all the major players on the IT consulting sector.



**PUBLICIS HAS BECOME THE WORLD'S
LEADING COMMUNICATIONS GROUP.**

In addition to outperforming in terms of organic growth, the Groupe posted the highest financial ratios in our industry, with an operating margin of 18% and adjusted free cash flow of over 1.8 billion euros, while accelerating our investments in AI and talents.



**2024 WAS ALSO A YEAR
OF ACCELERATED ACQUISITIONS,
ENABLING US TO STRENGTHEN OUR LEAD
IN THE INDUSTRY THANKS
TO OUR UNIQUE MODEL.**

2024 was also a year of accelerated acquisitions, enabling us to strengthen our lead in the industry thanks to our unique model. We invested 1.2 billion euros in acquiring Influential, the world's largest influencer marketing platform, and Mars United Commerce, the #1 independent commerce marketing company. We are now clearly leading on 3 critical expertise for our clients: addressable media, creators and commerce. We are then able to directly link this expertise with Epsilon's identities around the world to create a connected media ecosystem that we can build transparently within our clients' proprietary environments.

These very solid results will allow us to propose to our shareholders at the General Shareholders' meeting of May 27, 2025, dividend to be paid entirely in cash, of 3.60 euros per share—an increase of 5.9%—and a payout ratio of 49.3%, the highest in our industry.

I cannot write these words without mentioning the economic uncertainty at the start of 2025. Many of our customers are facing very difficult situations due to price wars, rising inflation and a geopolitical environment that is more unstable than ever. And more than ever, we will be at their side to support them in these uncertain times.



**OUR PERFORMANCE IN THE FIRST
QUARTER AS WELL AS THE RECORD LEVEL
OF NEW BUSINESS GAINS IN THE FIRST MONTHS
OF 2025 GIVE US CONFIDENCE
IN THE GROUPE'S ABILITY TO POST
STRONG GROWTH IN 2025.**

Our performance in the first quarter as well as the record level of new business gains in the first months of 2025 give us confidence in the Groupe's ability to post strong growth in 2025. Our model allows us to anticipate organic growth of between +4% and +5% in 2025. At the same time, Publicis Groupe will continue to post the best financial ratios in the

sector with an expected operating margin up slightly from the record level of 18% in 2024, and a free cash flow before change in working capital of between 1.9 and 2 billion euros.

I would like to thank the Board for its unwavering support and especially Élisabeth Badinder, Vice-Chair of the Board, and Maurice Lévy, Emeritus Chairman, whose pioneering visions and investments have enabled the Group to position itself to face a future dominated by artificial intelligence. In 2025 more than ever, his experience and knowledge of the sector were valuable assets.

Finally, I would like to thank our clients and shareholders for their trust throughout our transformation and our employees for their extraordinary efforts in 2024. Thanks to them, we have reached new heights as a Group, and we are well positioned to ambitiously build on this momentum in 2025.

Arthur Sadoun
Chairman- Chief Executive Officer

BUSINESS MODEL

A UNIQUE MODEL FOR ACCELERATING INTO A NEW ERA OF COMMERCE.

As the **world's leading communications group**, Publicis Groupe is positioned at every step of the value chain, from consulting to execution. Publicis Groupe is a privileged partner in its clients' transformation to enhance personalization at scale thanks to its unique ability to fuel its Connected Media ecosystem with Intelligent Creativity through creative and production capabilities, and power it with the Technology of Publicis Sapient, enabling them to increase their market share and accelerate their profitable and sustainable growth. Through a unified and fluid organization, its clients have a facilitated access to all its expertise in every market.

RESSOURCES



Human

- 108,179 employees
- 51.8% women
- More than 100 countries



Intellectual

- Intelligent Creativity
- Connected Media
- Technology



Financial

- Strong financial position
- Total balance sheet assets: **€39.9 billion**
- **€12 billion** invested since 2015 in data, technology and AI



Society

- Ethics and compliance
- Societal innovation to benefit the greatest number of people



Environnemental

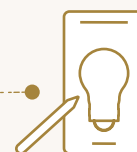
- Climate targets validated by SBTi
- Eco/Socio-design of campaigns and projects

Publicis Groupe's service offering is based on an in-depth knowledge of consumer behavior with unique expertise across **3 PILLARS**.

CoreAI unifies all the Groupe's proprietary data (2.3 billion profiles) and connects all its activities.

INTELLIGENT CREATIVITY

For dynamic, diverse and disruptive creativity



CONNECTED MEDIA

A high-performance media and data offering for personalization at scale



CORE AI

TECHNOLOGY

Unique expertise and innovative technological solutions



ENGAGED ACTIONS

KEY INDICATORS 2024

ODD⁽¹⁾



Human

- Marcel, at the heart of training and career path
- Well-being at work, prevention, physical and mental health
- #WorkYourWorld
- #WorkingWithCancer



Intellectual

- Client satisfaction at the heart of the "Power of One" approach
- Responsible marketing
- Advanced expertise
- Investments in R&D
- Partnerships with start-ups
- CSR assessment of suppliers



Financial

- Best financial indicators in the sector
- Growing activities



Society

- Presence in 100 countries
- 550 pro bono campaigns & volunteering actions
- Fight for social justice



Environnemental

- SBTi targets: 1.5°C scenario
- Near Term 2030: 50% reduction in Scopes 1+2+3⁽⁷⁾
- Long Term 2040: 90% reduction in Scopes 1+2+3⁽⁷⁾
- RE: target 100% from direct source in 2030
- Reducing the impact of campaigns & digital solutions

- 45% women on the Board of Directors
- 45.8% women among key management
- 45.1% women in senior roles
- 94% of employees received training
- €9,224 million personnel costs
- Women's Forum: more than 1,800 attended in Paris



- 46,000 experts in data, tech, engineering and media
- A.L.I.C.E.⁽²⁾: to measure carbon emissions of the campaigns and for 200 customers/brands
- Active member of several international coalitions: *Unstereotype Alliance* (UN Women), founder of *Once And For All Coalition*
- 87% of global Groupe providers assessed in *Enhanced ESG Programme* evaluated by a third party in CSR
- Vivatech⁽³⁾: 130,000 visitors in Paris and 11,000 start-ups



- €16.0 billion revenue
- €14.0 billion net revenue
- €2,519 million operating margin
- €1,851 million headline Groupe net income⁽⁴⁾
- €1,84 million free cash flow⁽⁵⁾
- €3.60 dividend per share⁽⁶⁾

- €655 million taxes paid in 2024
- €45 million equivalent value undertaken in community activities (pro bono, volunteering)
- US\$35 million invested in media promoting minorities

- Carbon intensity 2024: 2.65 TeqCO₂ per capita (-23.1% since 2019)
- Carbon neutrality on scopes 1 & 2 (after purchases of RECs and CCVs)⁽⁸⁾
- RE⁽⁹⁾: 75% from direct source
- Active member of *Ad Net Zero* sectorial initiative to align carbon emissions calculations



(1) SDG: United Nations Sustainable Development Goals. Publicis Groupe has identified 9 of the 17 goals whereby the Groupe and its subsidiaries can contribute to make a positive impact (see chapter 4.4 of the Universal Registration Document)

(2) A.L.I.C.E.: Advertising Limiting Impacts & Carbon Emissions, proprietary platform

(3) In partnership with Groupe les Echos

(4) Groupe share

(5) Before change in working capital

(6) Submitted to the vote of shareholders at the Annual General Meeting of May 27, 2025

(7) Scopes 1+2+3 corresponding to the perimeters recognized by the GHG Protocol

(8) RECs: Renewable Energy Certificates; CCVs: Voluntary Carbon Credits

(9) RE: renewable energy

ACTIVITY DURING THE FINANCIAL YEAR

1. 2024 KEY FIGURES

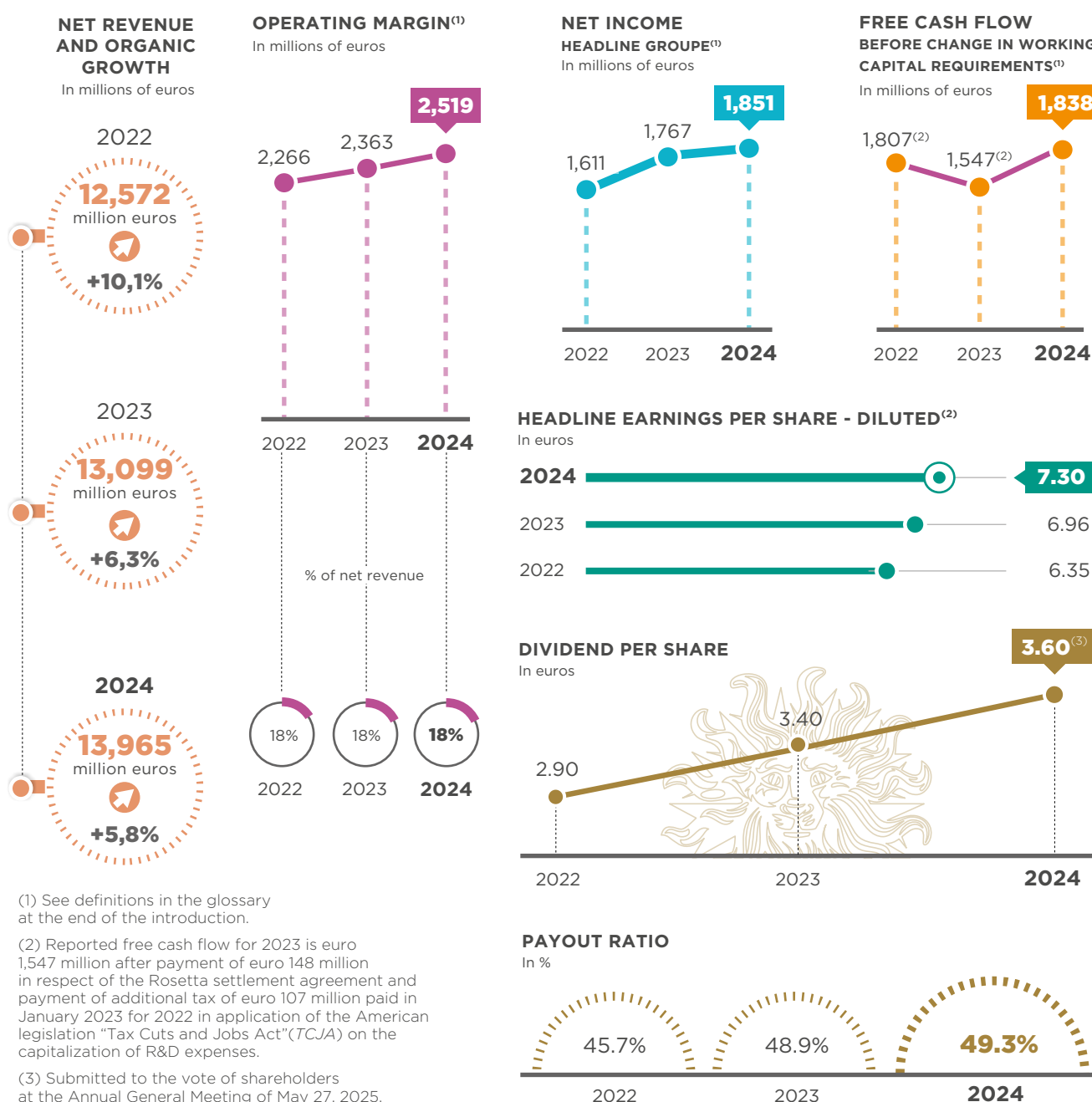
The Groupe's net revenue totaled euro 13,965 million in 2024, up by +6.6% on a reported basis.

Organic growth was +5.8%.

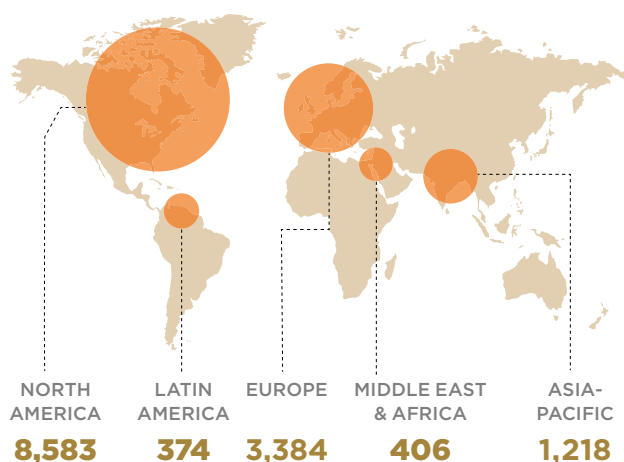
The operating margin represented 18% of net revenue and was euro 2,519 million.

Headline Groupe net income stood at euro 1,851 million.

Underlying free cash flow, before change in working capital, was euro 1,838 million.



BREAKDOWN OF NET REVENUE BY GEOGRAPHIC REGION *(in million euros)*



Despite a difficult macroeconomic context, the Groupe delivered another record year and became the leading player in the communications industry in 2024.

In **North America**, net revenue was up +5.1% organically in 2024. The region grew +6.6% on a reported basis, which

includes a slight negative impact of the U.S. dollar to euro exchange rate and the contribution of acquisitions completed over the year. The U.S., the Groupe's largest geography and where its model is the most advanced, posted a solid +4.9% organically, fueled by both strong Connected Media and Intelligent Creativity.

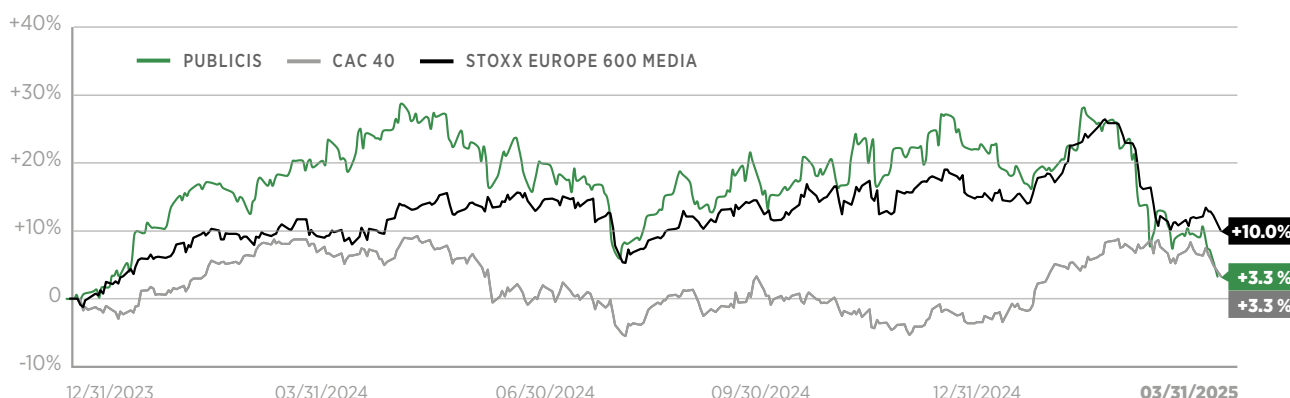
Net revenue in **Europe** grew +5.4% on an organic basis and +6.7% on a reported basis, on top of three years at double-digit organic growth. It includes +1.1% organic growth in the U.K., +4.2% in France, +3.8% in Germany and +18.8% in Central & Eastern Europe.

Asia-Pacific saw its net revenue grow by +6.3% organically and +5.4% on a reported basis. China posted +6.4% organic growth despite difficult macroeconomic conditions throughout the year.

The Middle East & Africa region was up +7.4% organically and +6.8% on a reported basis.

In **Latin America**, organic growth was at +22.9% and reported growth at +9.7%.

COMPARATIVE SHARE PRICE PERFORMANCE SINCE DECEMBER 31, 2024 *(in euros)*



The financial markets had a particularly turbulent year in 2024. After setting new records before the summer, the CAC 40 index ended the year down compared to its level on January 1st, 2024. This volatility reflected the political uncertainties affecting several European countries, and particularly France, against a backdrop of weak economic growth. By contrast, the U.S. markets ended the year with new record highs for both the Dow Jones and Nasdaq indexes, supported by a booming U.S. economy, a significant surge in productivity, and a strong performance of technology stocks benefiting from the artificial intelligence craze.

To combat inflation, the major central banks increased key interest rates to historically high levels before beginning cycles of rate cuts. Both the European Central Bank and the U.S. Federal Reserve cut rates by 1 percentage point in 2024.

The market capitalization in USD of the world's leading advertising groups rose by 3% on average in 2024. The sector grew on the back of both a revaluation of valuation multiples and upward revisions of estimates. Once again, Publicis' stock market performance in 2024 was superior to its peers (with its share price rising +23%) and it maintained its leading market capitalization for the sector.

2. COMMENTARY ON THE FISCAL YEAR

KEY FIGURES AND HIGHLIGHTS

EUR million, except per-share data and percentages	FY 2024	FY 2023	2024 vs 2023
DATA FROM THE INCOME STATEMENT AND CASH FLOW STATEMENT			
Net revenue	13,965	13,099	+6.6%
Pass-through revenue	2,065	1,703	+21.3%
Revenue	16,030	14,802	+8.3%
EBITDA	3,014	2,845	+5.9%
% of Net revenue	+21.6%	+21.7%	-10 bps
Operating margin	2,519	2,363	+6.6%
% of Net revenue	18.0%	18.0%	0 bps
Operating income	2,214	1,740	+27.2%
Net income attributable to the Groupe	1,660	1,312	+26.5%
Earnings Per Share (EPS)	6.62	5.23	+26.6%
Headline diluted EPS ⁽¹⁾	7.30	6.96	+ 4.9%
Dividend per share ⁽²⁾	3.60	3.40	+5.9%
Free Cash Flow before WC requirements	1,838	1,547	
DATA FROM THE BALANCE SHEET			
	Dec. 31, 2024	Dec. 31, 2023	
Total assets	39,854	36,716	
Groupe share of Shareholders' equity	11,060	9,788	
Net debt (net cash)	(775)	(909)	

(1) Net income attributable to the Groupe, adjusted for impairment losses, amortization of intangibles from acquisitions, main capital gains (or losses) on asset disposals, changes in the fair value of financial assets and earn-out re-evaluation, divided by the average number of shares on a diluted basis.

(2) To be proposed to the shareholders at the AGM of May 27, 2025.

MACROECONOMIC AND ADVERTISING ENVIRONMENT

Global economic growth in 2024 came in at +2.7%, a level which was broadly stable with the previous year. This outcome was largely due to a better performance from the U.S. (+2.8%), which grew twice as fast as expected, and despite disappointment from China (+4.8%) and continued stagnation in Europe (+0.9%). Inflation fell by a lesser extent than in 2023 but remained at levels that are considered high. By geography, the gap between the performance of the U.S. (+2.8%) and Europe (+0.9%) remained considerable, while China (+4.8%) slowed slightly due to its ongoing real estate crisis and weak domestic demand. The year exposed the growing divergences between the world's major economies and was also marked by a slowdown in international trade, which grew at a slower pace than global GDP. The U.S. benefited from its healthy level of consumer spending and

labor market, yet its deficit widened to 6.4% of the nation's GDP. Europe grappled with climate and environmental challenges, which affected its ability to be competitive. China tried to boost its economy and overhaul its economic model by encouraging domestic consumption. While central banks adopted restrictive monetary policies over the previous two years, 2024 saw a shift in all countries to stimulate the economy by cutting key interest rates. This also encouraged a positive trend, which continues to benefit the stock markets, and particularly Wall Street. Commodity prices remained broadly stable with only a sharp rise from precious metals, while agricultural goods fell.

In the U.S., growth is estimated at +2.8% for 2024, which was well ahead of the +1.3% forecast made one year prior and despite an uncertain global context. The first half of the year saw growth reaching almost +3%, before easing in the second half to +2.4% in the fourth quarter. The striking resilience of

the U.S. economy is mainly due to its strength of consumer spending, which accounts for 70% of the nation's GDP, as well as its monetary policy and stock market environment. Household consumption benefited from both a buoyant job market and from disinflation, which boosted household purchasing power. The level of job creation remained strong throughout the year, despite a slight weakening at the end of the period. Unemployment rose slightly but remained low at 3.8%. Inflation, which increased 3.5% year-on-year in March 2024, continued to fall until October (2.4%), before rising slightly to reach 2.7% in November. Despite previous years being marked by a tightening of monetary conditions, a continued disinflation enabled the Fed to begin a cycle of rate cuts starting in September. The lowering of rates sent a positive signal because, even if their level remained high, the certainty that they will continue to ease served as an engine for economic growth, reflected in household consumption and business investment. Additionally helped by Donald Trump's success in the presidential election, share prices on Wall Street also saw a boost and ended 2024 with gains of over 20% for the second year running, acting as a clear stimulus for the U.S. economy. Public spending remained at a high level with the public deficit rising to 6.4% of GDP, up from 6.2% in 2023. Business investment was less dynamic, as the effects of the Inflation Reduction Act came to an end. The U.S. external deficit rose to 3.5% of GDP, as imports increased by over 5%, while exports grew by only 3.3%.

The economy of the **eurozone** maintained its stagnation and grew by just 0.9%, slightly ahead of expectations. Growth reached around 0.5%-0.6% in the first half of the year and picked up in the second half to 1%. A mixed performance was seen across the different eurozone countries. Southern European countries such as Spain (+3%) and to a lesser extent Portugal (+1.7%) benefited from a rebound in tourism and stronger domestic demand. By contrast, Germany stagnated (-0.1%), as did Italy (+0.5%) due to major decarbonization challenges, as well as a shrinking foreign demand for capital goods. France held up better at +1.1% thanks to consumption, but its public deficit increased to the high level of 6.4%. Inflation in the eurozone continued to fall, dropping from 2.9% in December 2023 to 2.4% in December 2024, which allowed the European Central Bank to cut rates four times between June and December. The main refinancing rate stood at 3%, compared with 4% a year ago. This significant reduction in financing costs provided a slight stimulus to the economy *via* lower bank financing costs, which should continue in 2025. Political uncertainty in France (elections and government instability) and Germany (failure of the current coalition and new elections in February 2025), as well as the continued war in Ukraine, additionally contributed to a slowdown in the eurozone economy.

In 2024, the growth of GDP in the **U.K.** was expected to be very close to the +0.9% attained by the eurozone, which represents a solid performance compared to expectations a year ago at 0.4%. Growth was steady throughout the year, moving from +0.3% in the first quarter to +1.6% in the fourth. This performance was achieved thanks to a buoyant level of consumption, stimulated by disinflation and a robust labor market with a low unemployment rate of 4.3%. As in Europe, inflation in the U.K. fell to 2.5% by the end of the year, enabling the Bank of England to cut rates from 5.25% to 4.5%. Inflation,

excluding volatile variables, remained relatively high at 3.7%. The public deficit was high at 6% of GDP.

China's economy grew by +4.8% in 2024, below the government's target of 5% and the growth rate that was seen before the Covid-19 pandemic. The crisis in the real estate sector persisted and remained a major drag on growth. Weak consumer confidence also weighed on consumption, while exports declined due to sluggish global demand and import restrictions imposed by certain countries. Inflation fell sharply to below 1%, to the point where the risk of deflation seemed to re-emerge. As a result of this decline in growth, which is leading to high youth unemployment, the government launched a 10,000-billion-yuan stimulus package, targeting infrastructure, technology and local debt reduction. The People's Bank of China lowered its key interest rates to 2.5%, with no significant effect for the time being.

Despite macroeconomic uncertainty, the advertising marketing continued to grow in 2024. According to Zenith's forecasts in December 2024, global advertising spend grew an estimated 8.1% in the year to reach USD 947 billion, marking an acceleration following 5% growth in 2023 and 6% growth in 2022.

PUBLICIS GROUPE KEY FIGURES

In this context, the Groupe continued to offer its services and products, through a unique business mix and positioning, to help its clients transform their marketing and business models. This enabled the Groupe to post another record year and become the largest communications group in the world in 2024.

The Groupe's net revenue came in at euro 13,965 million compared to euro 13,099 million in 2023, up +6.6% on a reported basis and +5.8% organically.

The operating margin was euro 2,519 million, an increase of +6.6% year-on-year, resulting in an operating margin rate of 18.0%, which is at the same record level as 2023.

The Groupe's net income was euro 1,660 million in 2024, up +26.5% compared to 2023.

Headline net income (as defined in Note 11 of the consolidated financial statements) stood at euro 1,851 million, compared to euro 1,767 million in 2023.

Diluted headline net income per share was euro 7.30, an increase of 4.9% compared to 2023.

The balance sheet at December 31, 2023, showed net cash of euro 775 million compared to net cash of euro 909 million at December 31, 2023. Average net financial debt stood at euro 585 million, compared to euro 432 million in 2023.

The dividend that will be proposed to the General Shareholders' Meeting on May 27, 2025, is euro 3.60 per share. As a percentage of diluted headline earnings per share, it represents a pay-out ratio of 49.3%, in line with the dividend pay-out policy of a 45 to 50% pay-out ratio. Subject to the approval of the General Shareholders' Meeting, payment of the dividend will be made on July 3, 2025, entirely in cash.

ACQUISITIONS AND DISPOSALS

In 2024, the Groupe completed two major acquisitions, one in influencer marketing and the other in commerce.

With Influential, Publicis Groupe acquired the world's preeminent influencer marketing company and platform. Influential's proprietary AI-powered technology with over 100 billion data points, coupled with its network of over 3.5 million creators, including 90% of global influencers with more than 1 million followers, currently serves more than 300 brands around the world. By combining these capabilities with the unique data and identity assets of Epsilon, Publicis Groupe is putting the leadership of ID-driven influencer marketing in the hands of all of its clients through a premium creator network, revolutionized influencer planning and maximized cross-channel outcomes.

Separately, the Groupe significantly strengthened its commerce offer through the acquisition of Mars United Commerce, the largest independent commerce marketing company in the world. With over 1,000 employees based in 14 hubs worldwide, Mars leverages its proprietary suite of commerce solutions to drive growth for more than 100 of the world's top brands. The combined forces of Publicis Groupe and Mars has created the industry-leading connected commerce solution, allowing clients to influence the complete commerce journey for billions of global shoppers through an offering that begins with the industry's deepest and richest database of consumer behavior and ends at the digital and physical shelves of the world's leading online and offline retailers.

The Groupe also acquired AKA Asia, one of Singapore's leading integrated communications agencies. This acquisition expanded and diversified Publicis Groupe's capabilities in the region, while bolstering the Groupe's strategic communications, PR and influence offering. AKA joined the Groupe's regional influence practice.

In France, Publicis Groupe completed the acquisition of Downtown Paris, a creation and production house, specialized in leading brands in the beauty and luxury business, to strengthen the production vertical of Publicis France and work with the Groupe's various luxury entities.

The acquisition of Spinnaker SCA further strengthened Publicis Sapient's skills and capabilities in supply chain services, while the acquisition of Wibilong, a SaaS platform for building customer communities, rounded out Epsilon France's offering.

Total acquisition costs for entities integrated in 2024 (gross payments, excluding cash and cash equivalents acquired) came to euro 915 million, including euro 67 million in earn-out payments.

In January 2025, Publicis Groupe acquired Atomic 212°, the leading independent media agency in Australia, further reinforcing the Groupe's ability to offer end-to-end marketing transformation solutions in the region.

In February 2025, Publicis Groupe announced the acquisition of BR Media Group, Latin America's leading influencer marketing

and content company, with a network of over 500,000 creators including 80% of the region's leading influencers. Founded in 2012 and operating out of Brazil, BR Media Group partners with more than 500 local and global clients and is present across every step of the creator value chain. BR Media Group's proprietary technology, fueled by more than 5 billion data points and 50 data sources, combined with Epsilon's identity graph strengthen the Groupe's Connected Media offer in Latin America.

In March 2025, Publicis Groupe announced the acquisition of Lotame, the leading independent identity solution, during an update on the Groupe's AI strategy. Lotame's proprietary identity solution, built on 100+ data sources and activated through more than 1.6 billion IDs, is used by over 4,000 of the world's leading brands and publishers to leverage their campaigns at scale and with precision. The combined data and identity assets of Lotame and Publicis Groupe's 2.3 billion global profiles enable clients to reach 91% of adult internet users with personalized messaging at scale.

In March 2025, Publicis Groupe announced the acquisition of Moov AI, Canada's leading artificial intelligence and data solutions company, which delivers strategic AI activations for more than 100 clients in Canada. Founded in 2018, Moov AI has over 60 AI-dedicated experts, including data scientists, data developers, strategic advisors, and AI project managers. Moov AI serves as a complementary offering to CoreAI for clients in the North America market and will be integrated into Publicis Groupe's expansive AI capabilities.

ANALYSIS OF CONSOLIDATED RESULTS

NET REVENUE

Publicis Groupe's net revenue for the full year 2024 was 13,965 million euros, up +6.6% compared to 13,099 million euros in 2023. Exchange rate variations over the period had a negative impact of 39 million euros and acquisitions (net of disposals) had a positive impact of 152 million euros. Organic growth reached +5.8%.

OPERATING MARGIN AND OPERATING INCOME

EBITDA amounted to 3,014 million euros in 2024, compared to 2,845 million euros in 2023, up 5.9%. EBITDA was 21.6% as a percentage of net revenue.

Personnel costs totaled 9,224 million euros in 2024, up by 8.3% from 8,514 million euros in 2023. As a percentage of net revenue, the personnel expenses represented 66.1% in 2024, compared to 65.0% in 2023. Fixed personnel costs were 8,182 million euros representing 58.6% of net revenue, versus 57.5% in 2023. This increase is because of efforts to reinforce our talent pool to accelerate growth, as well as investments in AI. The cost of freelancers increased by 38 million euros in 2024, representing 370 million euros.

Restructuring costs reached 136 million euros representing 1% of net revenue.

Non-personnel costs totaled euro 4,287 million in 2024, versus euro 3,925 million in 2023. Excluding pass-through costs, these costs amounted to euro 2,222 million in 2024, flat versus 2023,

representing 15.9% of net revenue, versus 17.0% in 2023. They comprised:

- Other operating expenses (excluding pass-through costs, depreciation & amortization) amounted to 1,727 million euros, compared to 1,740 million euros in 2023. This represented 12.4% of net revenue in 2024, compared to 13.3% in 2023;
- Depreciation and amortization expense was 495 million euros in 2024, versus 482 million euros in 2023, an increase of 13 million euros.

The operating margin amounted to 2,519 million euros, up +6.6% compared to 2023. This represents a margin rate of 18.0%, which is at the same record level as 2023.

Operating margin rates by region were 19.1% in North America, 17.4% in Europe, 19.9% in Asia-Pacific, 7.8% in Latin America and 4.9% in the Middle East and Africa region.

Amortization of intangibles arising from acquisitions totaled 234 million euros in 2024, down 34 million euros from 268 million euros in 2023, mainly due to the end of amortization of certain Epsilon technologies.

Impairment losses amounted to euro 86 million and included 2 components: primarily, the impact of real estate optimization for 71 million euros, as well as impairment losses on intangible assets for 15 million euros. In 2023, the amount of total impairment losses was 153 million euros, of which 147 million euros related to the real estate optimization and 6 million euros related to the impairment losses on intangible assets. In addition, net non-current income was 15 million euros in 2024, which mostly reflects the income of 14 million euros generated by the transfer of exclusive rights to the Groupe's 49%-owned associate Unlimitail, to use CitrusAd and Epsilon technologies. In 2023, non-current income amounted to a negative 202 million euros, largely reflecting a 203 million euros net charge related to the Rosetta settlement.

Operating income totaled 2,214 million euros in 2024, after 1,740 million euros in 2023.

OTHER INCOME STATEMENT ITEMS

The financial result, comprising the cost of net financial debt, revaluation of earn-out payments and other financial charges and income, was an income of euro 6 million in 2024, compared to a net charge of euro 9 million last year. Excluding the revaluation of earn-out payments, the financial result was a charge of 29 million euros in 2024, compared with a charge of 21 million euros the previous year.

The net income on net financial debt was euro 52 million in 2024, compared to an income of euro 78 million last year. It included euro 122 million of interest versus euro 120 million in 2023, and financial income of euro 174 million, down euro 24 million from 2023.

Other financial income and expenses (excluding revaluation of earn-out payments) were a net charge of euro 81 million in 2024, notably composed by euro 84 million interest on lease liabilities and euro 10 million income from the fair value adjustment of financial assets. In 2023, other financial income and expenses

were a net charge of euro 99 million, notably composed by euro 79 million interest on lease liabilities and euro 1 million charge from the fair value adjustment of Mutual Funds.

The revaluation of earn-out payments amounted to an income of euro 35 million, compared to an income of euro 12 million in 2023.

The income tax was euro 549 million charge versus euro 415 million charge last year. The effective tax rate is 24.9% for 2024 compared to an effective tax rate of 24.1% for 2023.

The share in profit of equity-accounted investees, net of tax, was a charge of euro 2 million, versus an income of euro 6 million in 2023.

The net income attributable to non-controlling interests is euro 9 million income in 2024, after euro 10 million income in 2023. Overall, net income attributable to the Groupe was euro 1,660 million in 2024, an increase of 26.5% compared to euro 1,312 million in 2023.

The Groupe's net earnings per share was euro 6.62 in 2024, up 26.6% compared to euro 5.23 in 2023.

FINANCIAL AND CASH POSITION

FREE CASH FLOW

The Groupe's free cash flow, before change in working capital requirements, was 1,838 million euros. In 2023, it included a negative net impact of 148 million euros for the Rosetta settlement.

Financial interests were an income of 69 million euros in 2024, compared to an income of 93 million euros in 2023, due to lower remuneration of the cash balances.

Repayment of lease liabilities and related interests amounted to 453 million euros in 2024, up 30 million euros after 423 million euros in 2023, related to the Groupe's Return to the Office policy.

Net investments in fixed assets amounted to 235 million euros, increasing by 57 million euros compared to 178 million euros in 2023, reflecting the increased investments in the Groupe's platforms and cloud infrastructure, company-wide ERP deployment, as well as expenses related to new leases.

Tax paid amounted to 655 million euros in 2024, down 14 million euros compared to 669 million euros in 2023. In January 2023, the Groupe made an additional tax payment of 110 million euros related to the 2022 fiscal year, reflecting the implementation of the Tax Cuts and Jobs Act (TCJA) in the United States partly mitigated by the deduction of the amounts paid in relation to the Rosetta settlement. This was largely offset by an increase in tax paid in 2024, due to higher taxable earnings, as well as adjustments to the tax charge paid in 2023 and to withholding taxes.

GROUPE EQUITY AND NET DEBT

Consolidated equity attributable to holders of the parent company increased from euro 9,788 million at December 31, 2023 to euro 11,060 million at December 31, 2024, due to the following elements:

- (+) Net income for 2024: euro 1,660 million;
- (+) Other comprehensive income, net of tax: euro 564 million;
- (-) Dividends: euro 853 million;
- (+) Share-based compensation, net of tax: euro 111 million;
- (-) (Purchases) / Sales of treasury shares: euro 148 million;
- (-) Acquisitions and commitments to buy-out non-controlling interests: euro 62 million.

Minority interests were negative at euro 24 million, compared to negative euro 40 million at December 31, 2023.

The Groupe reported a net cash position of 775 million euros as of December 31, 2024, compared to a 909 million euros net cash position as of December 31, 2023.

The Groupe's average net debt in 2024 amounted to 585 million euros, up from 432 million euros in 2023.

The Groupe's gross debt amounted to euro 2,869 million at December 31, 2024, compared to euro 3,341 million at December 31, 2023. This debt consisted of 69% long-term borrowings.

The Groupe's gross debt, excluding debt related to earn-outs and commitments to buy-out non-controlling interests, is made up of fixed-rate bond loans.

As of December 31, 2024, the debt (after currency swaps) is primarily denominated in US dollars for an amount of euro 2,684 million, representing 94% of the gross debt.

PUBLICIS GROUPE SA (PARENT COMPANY)

Operating income totaled euro 150 million in 2024, compared with euro 87 million in 2023. It includes revenue, compromised of real estate rent and fees for services contracted by the Groupe's subsidiaries for euro 40 million (compared to euro 29 million in 2023) and pass-through revenue and other income for euro 110 million (compared to euro 58 million in 2023). The majority of these items have no impact on the Company's income, as they have an offsetting entry in operating expenses.

Operating expenses amounted to euro 146 million in 2024, compared with euro 80 million in the previous year.

As a result, operating income is a profit of euro 4 million in 2024, compared to euro 7 million in 2023.

Financial income amounted to euro 2,008 million as of December 31, 2024, compared to euro 916 million the previous year. This sharp increase is due to dividends received from subsidiaries for a total amount of euro 2,003 million in 2024 versus euro 912 million in 2023.

Financial expenses totaled euro 129 million in 2024, compared to euro 135 million the previous year. This change is due to the decrease of depreciation and amortization, which included a depreciation of long-term equity investments for euro 25 million in 2023.

Pre-tax profit was a positive euro 1,883 million in 2024, compared to positive euro 788 million in the previous financial year.

The exceptional result was euro 4 million in 2024. The amount in 2023 was not significant.

After inclusion of a euro 9 million income tax gain (versus euro 12 million in 2023), resulting from tax consolidation in France, the net income of Publicis Groupe, the Groupe's parent company, was a profit of euro 1,895 million at December 31, 2024 compared to a profit of euro 800 million at December 31, 2023.

FIRST QUARTER 2025 REVENUE

The Groupe published its first quarter revenue on April 15, 2025.

Publicis Groupe's net revenue in Q1 2025 was 3,535 million euros, up +9.4% from 3,230 million euros in 2024. Exchange rates variations had a positive impact of 65 million euros. Acquisitions, net of disposals, accounted for an increase in net revenue of 78 million euros. Organic growth reached +4.9%.

North America net revenue was up +11.3%, with organic growth of +4.8%, excluding the impact of the US dollar to euro exchange rate and the contribution of acquisitions completed over the last 12 months. The U.S. posted a very solid quarter at +4.1% organic growth, with Connected Media continuing to be accretive, confirming the strength of the Groupe's integrated offer in the market where its model is the most advanced. Intelligent Creativity was up by high-single digits in the quarter, fueled by new business and scope expansions. Technology was down single digits in a context of a continued "wait and see" attitude from clients.

Europe net revenue was up +4.3% and +2.7% organically. Organic growth in the U.K. was positive thanks to Connected Media up high-single digits and Intelligent Creativity up single digits, both benefiting from new business wins, and offsetting single-digit decline in Technology. Against an almost double digit Q1 comparable, France was broadly flat excluding Technology through Publicis Sapient, which saw a decline over the same period. In Germany, Connected Media and Intelligent Creativity were positive while Technology was down. Central & Eastern Europe was very strong organically with double-digit growth.

Net revenue in Asia-Pacific recorded +7.5% growth and +4.8% on an organic basis. China remained strong at +9.3% organic growth, after +6.7% in Q1 2024, benefitting from new business wins in Connected Media.

Net revenue in the Middle East and Africa region was up +14.4%, and +11.5% organically, largely driven by double-digit growth in Connected Media and Technology.

In Latin America, net revenue was up +28.3% organically driven by all activities. Reported growth was +15.1% after taking into account the depreciation of the Argentinian peso relative to the euro.

Net financial debt amounted to 728 million euros as of March 31, 2025, compared to a net cash position of 775 million euros at year-end 2024, reflecting the seasonality in the activity. The Groupe's average net debt in the last twelve months amounted to 672 million euros as of March 31, 2025, up from 383 million euros as of March 31, 2024, due to acquisitions completed since Q3 2024. The Groupe's liquidity remains very solid at 4.2 billion euros.

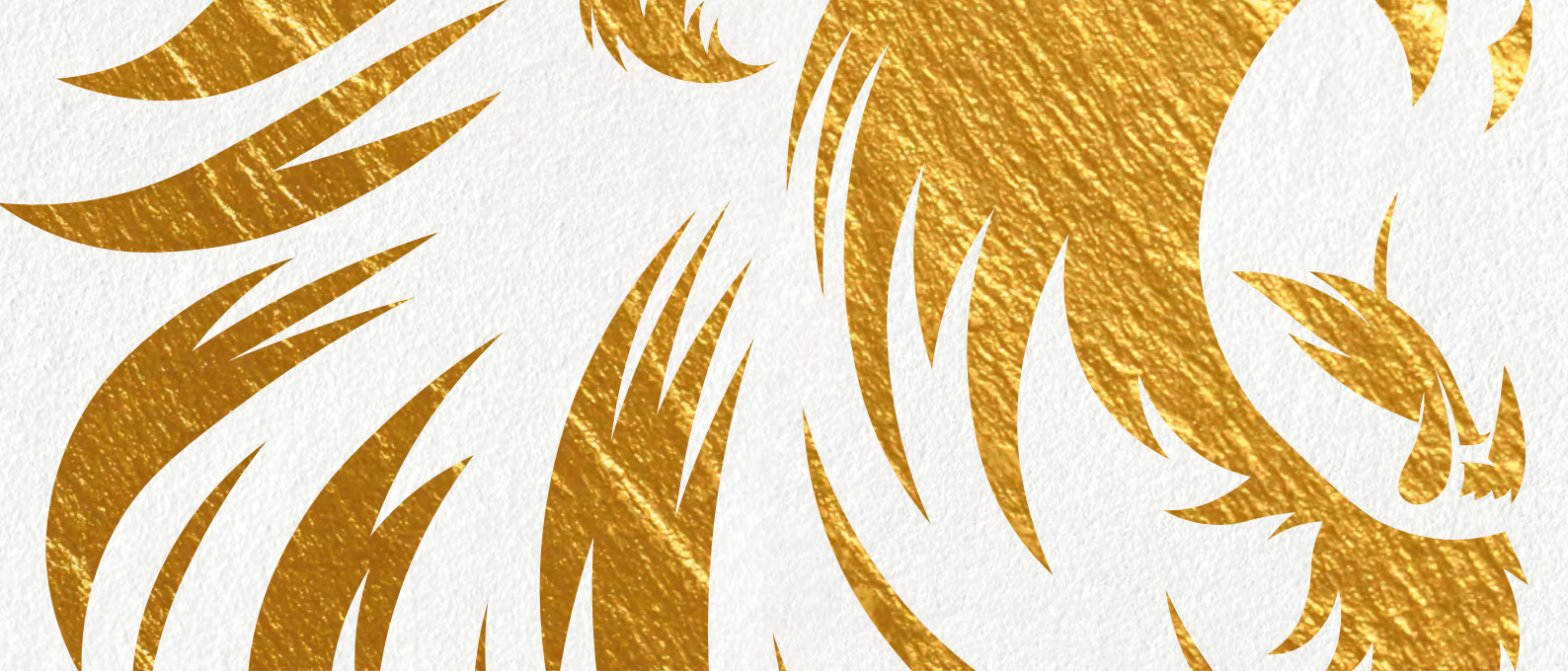
OUTLOOK

The trends described below do not constitute forecast or profit estimates as defined by the modified European Regulation no. 809/2004 of April 29, 2004, used in application of directive 2003/71/00 of the European Parliament and Council of November 4, 2003.

Thanks to several material account wins in Q1 2025, the Groupe expects to offset the potential impact of the uncertain macro environment and is well on track to deliver its +4% to +5% organic growth guidance for the full year of 2025.

With Q2 2025 organic growth expected within the +4% to +5% full year organic growth guidance, the Groupe's performance should be well balanced between the first and second half of the year.

The Groupe also confirmed its 2025 guidance for its financial ratios with a slight increase in operating margin rate, compared to its industry-high level of 18% in 2024, along with a free cash flow projection of 1.9 to 2 billion euros, before change in working in capital.



WHAT YOU NEED TO KNOW

1. GOVERNANCE AND HOW IT HAS CHANGED

1.1 CHANGES DURING 2024 FISCAL YEAR



The General Shareholders' Meeting of May 29, 2024 approved (by a 94,93% majority) the change in Publicis Groupe SA's governance structure from a Supervisory Board and Management Board to a Board of Directors.

The General Shareholders' Meeting of May 29, 2024 also approved the new composition of the Board of Directors (more information on the composition of the Board of Directors on pages 20 and 21 of this notice).

This change is the outcome of a long and rigorous process initiated by Mr. Maurice Lévy in the interests of the company, of all stakeholders, and shareholders in particular. In this context, The change reconciles three key imperatives: firstly, a controlled transition; secondly, continuity; and thirdly, effective and balanced governance.

On the recommendation of the Nominating Committee, the Board of Directors decided, at its meeting on May 29, 2024, to combine the roles of Chairman of the Board of Directors and Chief Executive Officer.

Consequently, Mr. Arthur Sadoun, previously Chairman of the Management Board, was appointed Chairman and Chief Executive Officer, while Mr. Maurice Lévy, previously Chairman of the Supervisory Board, was appointed Emeritus Chairman, thus preserving the tandem formed by Mr. Arthur Sadoun and Mr. Maurice Lévy since 2017, a key factor in the Groupe's success.



MAURICE LÉVY

Emeritus Chairman

Mr. Maurice Lévy was appointed Emeritus Chairman by the Board of Directors on May 29, 2024. He holds an advisory role and shares with the Board his experience, expertise, deep understanding of the Groupe, and privileged relationships with major stakeholders in France and internationally.



Combining the functions of Chair and Chief Executive Officer is the most appropriate organizational structure for Publicis Groupe's current situation, its agility, its business sector, its geographical locations and the challenges it faces. The Board considered that unifying the roles of Chair and Chief Executive Officer would make it possible to further improve the effectiveness of the management team, thanks to a responsive and agile governance system in its decision-making under the impetus and control of the Board of Directors, while ensuring continuity in the governance of the Groupe, which has been at the heart of Publicis' success since its creation.

This change was accompanied by appropriate measures to ensure balanced governance. These include the continuation of Mrs. Élisabeth Badinter as Vice-Chair of the Board of Directors, the reinforcement of Board Committees to better monitor the Company's risks and strategy, and the creation of the role of Lead Director, held by Mr. André Kudelski.

Detailed information on the roles and responsibilities of Publicis Groupe SA's governance bodies is available in section 3.1.1 "Corporate governance" of the 2024 Universal Registration Document.⁽¹⁾

(1) The Universal Registration Document is available for consultation on the Publicis Groupe website in the regulated information section <https://www.publicisgroupe.com/en/investors/investors-analysts/regulatory-information> and on the website of the Financial Markets Authority (www.amf-france.org).

1.2 BOARD OF DIRECTORS AS OF DECEMBER 31, 2024



ARTHUR SADOUN
Chairman- Chief Executive Officer



ÉLISABETH BADINTER
Vice-Chair of the Board of Directors
Chair of the Nominating Committee



SIMON BADINTER
Member of the Strategic, Environmental and Social Committee



JEAN CHAREST
Independent Director
Chair of the Audit and Financial Risks Committee
Member of the Nominating Committee



SOPHIE DULAC
Member of the Strategic, Environmental and Social Committee



THOMAS H. GLOCER
Independent Director
Member of the Audit and Financial Risks Committee
Member of the Compensation Committee
Member of the Strategic, Environmental and Social Committee



MARIE-JOSÉE KRAVIS
Independent Director
Chair of the Strategic, Environmental and Social Committee
Member of the Nominating Committee



ANDRÉ KUDELSKI
Lead Independent Director
Member of the Compensation Committee
Member of the Audit and Financial Risks Committee
Member of the Nominating Committee



SUZAN LEVINE
Independent Director
Member of the Audit and Financial Risks Committee
Member of the Nominating Committee



DR ANTONELLA MEI-POCHTLER
Independent Director
Chair of the Compensation Committee
Member of the Strategic, Environmental and Social Committee



TIDJANE THIAM
Independent Director
Member of the Audit and Financial Risks Committee
Member of the Strategic, Environmental and Social Committee



PIERRE PÉNICAUD
Director representing employees
Member of the Strategic, Environmental and Social Committee



PATRICIA VELAY-BORRINI
Director representing employees
Member of the Compensation Committee

As of December 31, 2024, the Board of Directors comprises **thirteen members**, including two Directors representing employees, with **45% women (5/11)⁽¹⁾**, **64% independent members (7/11)⁽¹⁾**, and **73% foreign members (8/11)⁽²⁾**.

Since May 29, 2024, the Board of Directors has met four times with a participation rate of 98%.

⁽¹⁾ In accordance with the law and the Afep-Medef Code, Directors representing employees on the Board of Directors are not considered in the calculation of the percentages related to gender representation or in the count of independent members.

⁽²⁾ Excluding Directors representing employees.

The table below provides a summary of the composition of the Board of Directors as of December 31, 2024:

	Personal information			Experience		Position on the Board of Directors				Committee Membership			
	Age ⁽¹⁾	Gender	Nationality	Number of Publicis Groupe SA share held ⁽¹⁾	Total number of office held in listed companies	Independent member ⁽²⁾	First appointment	Year(s) on the Board ⁽³⁾	End of term of office	Member of the Audit and Financial Risks Committee	Member of the Nominating Committee	Member of the Compensation Committee	Member of the Strategic, Environmental and Social Committee
Arthur Sadoun <i>Chairman and Chief Executive Officer</i>	53	M	French	267,339	2	No	05/29/24	1	2028 GSM				
Élisabeth Badinter <i>Vice-Chair of the Board</i>	80	F	French	16,700,967	1	No	11/27/87	37	2028 GSM	✓			
Simon Badinter	56	M	French and American	1,296	1	No	06/17/99	25	2026 GSM				•
Jean Charest	66	M	Canadian	1,400	3	Yes	05/29/13	11	2027 GSM	✓	•		
Sophie Dulac	67	F	French	1,599,460	1	No	06/25/98	26	2028 GSM				•
Thomas H. Glocer	65	M	American	500	3	Yes	05/25/16	8	2028 GSM	•		•	•
Marie-Josée Kravis	75	F	American	2,914	2	Yes	06/01/10	14	2028 GSM		•		✓
André Kudelski	64	M	Swiss and American	500	2	Yes	05/25/16	8	2028 GSM	•	•	•	
Suzan LeVine	55	F	American	537	1	Yes	05/29/19	5	2027 GSM	•	•		
Antonella Mei-Pochtler	66	F	Italian	500	3	Yes	05/29/19	5	2027 GSM			✓	•
Tidjane Thiam	62	M	French and Ivorian	700	2	Yes	05/25/22	2	2026 GSM	•			•
Pierre Pénicaud <i>Director representing employees</i>	61	M	French	0	1	n/a	06/20/17	7	05/12 2028				•
Patricia Velay-Borrini <i>Director representing employees</i>	56	F	French	50	1	n/a	10/16/20	4	05/12 2028			•	
M: male - F: female				n/a: not applicable				✓ : Committee Chair					

(1) As of December 31, 2024.

(2) Directors qualifying as independent according to the Afep-Medef Code independence criteria.

(3) Directors' tenure on the Board is calculated from the date of their initial appointment as Corporate Officers of Publicis Groupe SA. Therefore, the change in governance structure approved on May 29, 2024 does not impact the assessment of their seniority.

COMPLEMENTARITY OF SKILLS

The Directors possess diverse expertise in key areas for Publicis Groupe. Taking into account each individual's experience, level of engagement, and membership on the Board's Committees, the Nomination Committee, after consulting each Director, has drawn up an individualized skills matrix. This matrix is updated annually.



INTERNATIONAL EXPERIENCE

Experience as a manager, senior executive or member of a Board within a significant group and/or company with an international dimension (other than Publicis Groupe) and/or acquired within a foreign organization or public administration providing a good understanding of the issues related to the various regions where Publicis Groupe operates and a corporate office in an international group.

FINANCE/AUDIT

Academic training and/or experience in roles enabling in-depth practice in at least two of the following areas: corporate finance, audit and internal control processes, risk management, insurance, taxation, mergers and acquisitions and financial markets.

HUMAN RESOURCES

Experience as a manager or senior executive in a large group and/or company to be an expert in issues related to human resources and management in an international and multicultural context.

GOVERNANCE

Experience as a manager, senior executive or member of a Board within a large group and/or company and/or certifying training courses from recognized organizations in terms of governance allowing a good understanding governance issues and the operation of listed companies the size of Publicis.

ETHICS/COMPLIANCE

Experience as an executive or senior executive and/or member of an Ethics/CSR Committee of a listed company, and/or acquired through exposure to regulatory authorities or public bodies with theoretical knowledge of ethics, human rights, compliance. This also includes Directors whose career is well-known in human rights.



COMMUNICATION/ADVERTISING/MEDIA

Experience as a manager, senior executive, member of a Board, or salaried positions within a large group and/or company strongly anchored in the communication and advertising and/or media sectors that provide a good understanding of the Publicis Groupe's activities.

NEW TECHNOLOGIES/DIGITAL/ARTIFICIAL INTELLIGENCE

Experience as a manager, senior executive, member of a Board or salaried positions within a large group and/or company making it possible to understand, implement or develop technological, data, digital and/or artificial intelligence strategies.
















SUSTAINABLE DEVELOPMENT/ENVIRONMENTAL COMMITMENT

Professional experience, training and/or personal commitment within a large group and/or company and/or recognized organizations providing a good understanding of environmental and/or climate issues, particularly for service companies, and issues related to non-financial reporting.

SOCIETAL COMMITMENT

Professional experience and/or personal commitment within a group and/or company of significant size and/or recognized organizations on subjects with a strong social dimension, allowing a good understanding of social and societal issues. This also includes Directors whose career is well-known in social and societal issues.

The skills matrix helps distinguish the level of assessment of Directors by indicating whether they have expertise (E) or good knowledge (GK) of the skills defined:

	General skills					Segment skills		CSR skills		Committee membership			
	International experience	Finance/Audit	Human resources	Governance	Ethics/Compliance	Communication/ Advertising/Media	New technologies / Digital/ Artificial Intelligence	Sustainable development/ Environmental commitment	Societal commitment	Audit and Financial Risks Committee	Nominating Committee	Compensation Committee	Strategic, Environmental and Social Committee
 Arthur Sadoun Chairman and Chief Executive Officer	E	E	E	E	GK	E	E	GK	E				
 Élisabeth Badinter			GK	E	E	E			E		*		
 Simon Badinter	E			E	GK	E	GK		E				*
 Jean Charest	E	E	GK	E	E			E	E	*	*		
 Sophie Dulac			E	E	GK	E		GK	GK				*
 Thomas H. Glocer	E	E	GK	E	GK	E	E			*		*	*
 Marie-Josée Kravis	E	E		E	GK		GK		E		*		*
 André Kudelski	E	E	E	E	GK	E	E	GK	GK	*	*	*	
 Suzan LeVine	E	GK	E	E	E	E	E	E	E	*	*		
 Antonella Mei-Pochtler	E	GK	E	E	E	GK	E	GK	E			*	*
 Tidjane Thiam	E	E	GK	E	E		GK	GK	E	*			*
 Pierre Pénicaud			GK		GK	E		GK	GK				*
 Patricia Velay-Borrini			GK	GK	GK	GK		GK				*	
Total	69%	62%	85%	92%	100%	77%	62%	69%	85%	-	-	-	-

E: Expertise

GK: Good knowledge

PRESENTATION OF THE DIRECTORS AS OF DECEMBER 31, 2024



ARTHUR SADOUN

● Chairman and Chief Executive Officer

BIOGRAPHY

**Born on May 23, 1971,
of French nationality**

First appointment:
May 29, 2024

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
267,339

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

Arthur Sadoun, a graduate of the European Business School and holder of an MBA from INSEAD, the European Institute of Business Administration, started his career at the age of 21, creating his own advertising agency in Chile that he would later sell to BBDO. He joined the TBWA network (Omnicom) in 1997 and was appointed CEO of TBWA/Paris in 2003. In 2006, he joined Publicis Groupe as CEO of Publicis Conseil, the Groupe's flagship founded by Marcel Bleustein-Blanchet. He was appointed Chairman of Publicis France in 2009 then promoted to CEO of the Publicis Worldwide network in 2013. In 2015, he was appointed CEO of Publicis Communications, the creative solutions arm of Publicis Groupe. On June 1, 2017, he was appointed Chairman of the Management Board of Publicis Groupe SA. On May 29, 2024, Arthur Sadoun was named Chairman and Chief Executive Officer.

Arthur Sadoun was made a Chevalier de l'Ordre National du Mérite in 2014 and named "Director of the Year" by Advertising Age in 2016. He was made a Chevalier de la Légion d'Honneur in 2021.

**Other offices and positions held
within the Groupe**

● Director: MMS USA Holdings, Inc.
(United States).

Offices held outside the Groupe

● Independent Director: Carrefour SA,
listed company (France).

**Positions held outside the Groupe
in the last five years**

Positions listed above.

Key expertises*

General: • International experience • Finance/Audit • Human Resources • Governance
Segment: • Communication/Advertising/Media • New technologies/Digital/Artificial Intelligence
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



ÉLISABETH BADINTER

- Vice-Chair of the Board of Directors
- Chair of the Nominating Committee

Born on March 5, 1944,
of French nationality

First appointment:
November 27, 1987

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
16,700,967

Publicis Groupe SA
133, avenue des Champs-Élysées
75008 Paris
France

BIOGRAPHY

Élisabeth Badinter is the daughter of Marcel Bleustein-Blanchet, Publicis Groupe's founder. She is a qualified philosophy teacher, specializing in the 18th century, and has also lectured at the *École Polytechnique*. Observer of the evolution of mentalities and mores, she has authored numerous essays. Élisabeth Badinter joined the Supervisory Board in 1987 and chaired it from 1996 to 2017. She has been Vice-Chair of the Board of Directors of Publicis Groupe SA since May 29, 2024.

**Other offices and positions held
within the Groupe**
None.

**Main offices and positions held
outside the Groupe**

- Writer.
- Chair: Eljud SAS (France), Judest SAS (France), Juzach SAS (France), Eliben SAS (France), Alba SAS (France), Vaba SAS (France), Elsi SAS (France).
- Chair of the Fondation Marcel Bleustein-Blanchet pour la Vocation (France).

**Offices held outside the Groupe
in the last five years**
Offices listed above.

Key expertises*

General: • Governance • Ethics/Compliance
Segment: • Communication/Advertising/Media
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



SIMON BADINTER

- Director
- Member of the Strategic, Environmental and Social Committee

**Born on June 23, 1968,
of French and American nationality**

First appointment:

June 17, 1999

Expiry of term of office:

2026 Annual Ordinary General
Shareholders' Meeting

Number of shares held:

1,296

Publicis Groupe SA

133, avenue des Champs-Élysées
75008 Paris
France

BIOGRAPHY

Son of Élisabeth Badinter, Simon Badinter has successively served as Director of International Development (1996), member of the Management Board (1999-2013) and Chair (2003-2011) of Médias et Régies Europe, as well as Chair of Médias Régies America until 2013. Simon Badinter was in turn host of his radio show, broadcast in the United States in the evenings by Iheartradio and then, from 2017, volunteer coach for youth in detention in Ohio, a program which was extended to Kentucky and Pennsylvania in 2023, and a volunteer organizer of the Sing for Life program at the Akron Children's Hospital Behavioral Department in Ohio. In December 2022, the Ohio State Association of Juvenile Court Judges awarded him the Court Service Award in recognition of his overall work with troubled youth and service to the court system. He is also a member of the Board of Directors of Médiavision et Jean Mineur.

Other offices and positions held within the Groupe

- Director: Médiavision et Jean Mineur SA (France).

Main offices and positions held outside the Groupe

- Director: BDC SAS (France).
- Counselor and coach (United States).
- Chair and Chief Executive Officer: Simbad Productions LLC (United States).
- Chief Executive Officer: Elsi SAS (France).

Offices held outside the Groupe in the last five years Offices listed above.

Key expertises*

General: • International experience • Governance
Segment: • Communication/Advertising/Media
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



JEAN CHAREST

- Independent Director
- Chair of the Audit and Financial Risks Committee
- Member of the Nominating Committee

**Born on June 24, 1958,
of Canadian nationality**

First appointment:
May 29, 2013

Expiry of term of office:
2027 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
1,400

Therrien Couture Joli-Coeur
1100, René Lévesque Boulevard West,
Suite 2000, Montreal (Quebec)
H3B 4N4
Canada

BIOGRAPHY

A trained lawyer, former Deputy Prime Minister of Canada and Prime Minister of Quebec from 2003 to 2012, the Hon. Jean Charest is one of Canada's best-known political figures. In particular, he initiated the negotiation of the Commercial and Comprehensive Economic Agreement (CETA) between Canada and the European Union. He signed the most modern labor mobility agreement in the world with France, and his government delivered the "Plan Nord," a sustainable development plan for northern Quebec. He is now a partner at the Canadian law firm Therrien Couture Joli-Coeur.

Other offices and positions held within the Groupe

None.

Main offices and positions held outside the Groupe

- Partner: Cabinet Therrien Couture Joli-Coeur (Canada).
- Chair of the Board of Directors: Ondine Biomedical, listed company (Canada).
- Member of the Advisory Board: Woodrow Wilson Center - Canada Institute (Canada), Canadian Global Affairs Institute (Canada).
- Member of the Canadian Group of the Trilateral Commission (Canada).
- Honorary Chair: Canada ASEAN Business Council (Singapore).
- Member of the Supervisory Board and member of the Governance Committee: Tikehau Capital SCA, listed company (France).

- Member: Leaders pour la Paix (France).
- Permanent representative member: Chardi, Inc. (Canada).
- Co-Chair of the Board of Directors: Canada UAE Business Council (Canada).
- Member of the Board of Directors: Historica Canada (Canada), Institute for Research on Public Policy (Canada), Rideau Hall Foundation (Canada), China-Europe International Business School (CEIBS) (China).
- Chairman of the Advisory Board: Duham House (Canada).
- Steering Committee member: Council on Canada-U.S. Relations (Canada).
- Member: Government of Canada Advisory Committee on Canada-U.S. Relations (Canada).

Offices held outside the Groupe in the last five years

**Offices listed above as well
as the following offices:**

- Member of the Advisory Committee: CelerateX (Hong Kong) (term ended in 2024).
- Chair of the Board of Directors: Windiga Energie (Canada) (term ended in 2022).
- Director: Canada Jetlines Operations Ltd, listed company (Canada) (term ended in 2022), Compagnie des Chemins de Fer nationaux du Canada, listed company (Canada) (term ended in 2022), Asia-Pacific Foundation (Canada) (term ended in 2021), HNT Electronics Co Ltd (South Korea) (term ended in 2020).

Key expertises*

General: • International experience • Finance/Audit • Governance • Ethics/Compliance
CSR: • Sustainable development/Environmental commitment • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



SOPHIE DULAC

- Director
- Member of the Strategic, Environmental and Social Committee

**Born on December 26, 1957,
of French nationality**

First appointment:
June 25, 1998

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
1,599,460

Dulac Cinémas
60, rue Pierre-Charron
75008 Paris
France

BIOGRAPHY

Granddaughter of Marcel Bleustein-Blanchet and niece of Élisabeth Badinter. After several years in the public relations sector, Sophie Dulac, a psychographics graduate, continued her career by founding and managing a recruitment consultancy firm. Since 2001, she has chaired the cinema company, *Les Écrans de Paris*, now called *Dulac Cinémas*. She also manages the film production and distribution companies, Dulac Productions and Dulac Distribution. Since 2012, Sophie Dulac has been the founder and Chair of the Champs-Élysées Film Festival. Sophie Dulac was Vice-Chair of the Supervisory Board from 1999 to 2017.

Other offices and positions held within the Groupe

None.

Main offices and positions held outside the Groupe

- Chair: Dulac Cinémas SAS (France),
Maison Dulac Cinéma SAS (France).

- Manager: Dulac Productions SARL (France), Dulac Distribution SARL (France), Marceau Media SARL (France).
- Vice-Chair of the Board of Directors:
CIM de Montmartre (Association) (France).
- Chair: Association Champs-Élysées Film
Festival (France).

Offices held outside the Groupe in the last five years Offices listed above.

Key expertises*

General: • Human Resources • Governance
Segment: • Communication/Advertising/Media

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



THOMAS H. GLOCER

- Independent Director
- Member of the Audit and Financial Risks Committee
- Member of the Compensation Committee
- Member of the Strategic, Environmental and Social Committee

**Born on October 8, 1959,
of American nationality**

First appointment:
May 25, 2016

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
500

Angelic Ventures LP
6 East 45th Street,
New York, NY 10017
United States

BIOGRAPHY

Thomas H. Glocer was a corporate lawyer at the Davis Polk & Wardwell law firm, before joining Reuters in 1993. He was appointed CEO of Reuters Group in 2001 and then from April 2008 to December 2011, CEO of Thomson Reuters Corp. He is currently Executive Chair of the Board of BlueVoyant Inc and Chair of the Board of Istari Global Ltd, companies specialized in cyber defense, and Executive Chair of the Board of Capitolis Inc., specialized in financial technology. He is also General Partner at Communitas Capital LLC, a venture capital company, and member of the Boards of Directors of Morgan Stanley, Merck & Co and System Inc.

Other offices and positions held within the Groupe

None.

Main offices and positions held outside the Groupe

- Founder and Managing Partner: Angelic Ventures LP (United States).
- Executive Chair of the Board: Capitolis, Inc. (United States), BlueVoyant Inc. (United States).
- Chair of the Board: Istari Global Ltd (United Kingdom).

- Director: Merck & Co., Inc., listed company (United States), Morgan Stanley, listed company (United States), K2 Integrity, Inc. (United States), Atlantic Council (United States), System Inc. (United States), International Tennis Hall of Fame (United States).
- General Partner: Communitas Capital LLC (United States).
- Member of the Board of Trustees: Cleveland Clinic (United States).
- Member: President's Council on International Activities at Yale University (United States), European Business Leaders Council - EBLC (Finland).

- Member of the Advisory Committee: Columbia Global Center, Paris (United States).
- Mentor: CMI (United Kingdom).

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Member of the International Advisory Group: Linklaters LLP (United Kingdom) (term ended in 2023).
- Director: Reynen Court LLC (United States) (term ended in 2022).

Key expertises*

General: • International experience • Finance/Audit • Governance

Segment: • Communication/Advertising/Media • New technologies/Digital/Artificial Intelligence

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



MARIE-JOSÉE KRAVIS

- Independent Director
- Chair of the Strategic, Environmental and Social Committee
- Member of the Nominating Committee

BIOGRAPHY

**Born on September 11, 1949,
of American nationality**

First appointment:
June 1, 2010

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
2,914

625, Park Avenue
New York, NY 10065
United States

Marie-Josée Kravis is an economist specializing in the analysis of public policy and strategic planning. She began her career as a financial analyst at Power Corporation of Canada and then worked for the Solicitor General of Canada and the Canadian Ministry of Public Services and Procurement. She was Vice-Chair of the Board of Directors and Senior Researcher at the Hudson Institute.

Other offices and positions held within the Groupe

None.

Main offices and positions held outside the Groupe

- Chair Emeritus and Chair of the Board of Directors: Museum of Modern Art of New York - MoMA (United States).
- Director: LVMH Moët Hennessy-Louis Vuitton SA, listed company (France), The Bretton Woods Committee (United States).

- Vice-Chair of the Board and member of the Executive Committee: Memorial Sloan Kettering Cancer Center (United States).
- Chair of the Board of Directors: Sloan Kettering Institute (United States).
- Journalist.
- Chair Emeritus: The Economic Club of New York (United States).

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Member of the International Advisory Committee: The Federal Reserve Bank of New York (United States) (term ended in 2023).
- Vice-Chair of the Board of Directors and Senior Researcher: Hudson Institute (United States) (term ended in 2021).

Key expertises*

General: • International experience • Finance/Audit • Governance
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



ANDRÉ KUDELSKI

- Lead Independent Director
- Member of the Compensation Committee
- Member of the Audit and Financial Risks Committee
- Member of the Nominating Committee

BIOGRAPHY

**Born on May 26, 1960,
of Swiss and American nationality**

First appointment:
May 25, 2016

Expiry of term of office:
2028 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
500

Kudelski SA
22-24, route de Genève
PO Box 134
1033 Cheseaux-sur-Lausanne
Switzerland

André Kudelski is the Chair of the Board and CEO of the Kudelski Group, a world leader in digital security, listed on the Swiss Stock Exchange (SIX: KUD.S). Holding a master's in applied physics from the École Polytechnique Fédérale de Lausanne (EPFL), he began his career with the Kudelski Group in 1984 as an R&D engineer, before becoming a Director of Nagravision, the digital TV arm, in 1989. In 1991, he succeeded his father, Stefan Kudelski, the company's founder, as Chair and Deputy Director. André Kudelski is also Chair of the Board of Directors of Innosuisse, the federal Swiss Innovation Agency, as well as Vice-Chair of the Board of Directors of the Swiss-American Chamber of Commerce. He sits on the Strategic Advisory Board of the EPFL and has previously served as Vice-Chair of the Board of Directors of Geneva International Airport. He also was Director of Nestlé, HSBC Private Banking Holdings (Switzerland), Edipresse and Dassault Systèmes. André Kudelski has received numerous distinctions, including the title of Global Leader for Tomorrow from the World Economic Forum in 1995 and an Emmy® Award in 1996 from the National Academy of Arts and Sciences, recognizing his work in controlling access to television.

**Other offices and positions held
within the Groupe**
None.

**Main offices and positions held
outside the Groupe**

- Chair and Deputy Director: Kudelski SA, listed company (Switzerland).
- Deputy Manager: Nagravision Sarl (Switzerland).
- Chair of the Board of Directors: Innosuisse (public law) (Switzerland), Restaurant de l'Hôtel de Ville de Crissier SA (Switzerland), Montreux Media Venture (Switzerland).
- Co-Chair: NagraStar LLC (United States).
- Chair and Chief Executive Officer: Nagra USA, LLC. (United States), Kudelski Corporate, Inc. (United States), Kudelski Security Holdings, Inc. (United States), Open TV, Inc. (United States), Kudelski Security, Inc. (United States).
- Vice-Chair: Swiss-American Chamber of Commerce (association) (Switzerland).

- Chair: Fondation du Festival de Jazz de Montreux (Switzerland).
- Director: Sunset Music SA (Switzerland), Greater Phoenix Economic Council (GPEC) (not-for-profit company) (United States).
- Member of Committee: Économiesuisse (association) (Switzerland).
- Member of the Strategy Advisory Board: Foundation of the École Polytechnique Fédérale de Lausanne (Switzerland).
- Member of the Foundation Board: Fondation Cinémathèque Suisse (Switzerland), Venture Foundation (Switzerland), Swiss Digital Initiative Foundation (Switzerland).
- Council Member STS Forum (Japan).
- Chair of the Foundation Board: Foundation for the Support of Research and Development of Oncology (Switzerland).
- Member of the Advisory Council: Swiss Board Institute (foundation) (Switzerland).
- Member of the Swiss Higher Education Council (public law) (Switzerland).

**Offices held outside the Groupe
in the last five years**

**Offices listed above as well as
the following offices:**

- Member of the Steering Committee: Foundation Bilderberg Meetings (Netherlands) (term ended in 2024).
- Member of the Supervisory Board: Skidata GmbH (Austria) (term ended in 2024).
- Chair and Chief Executive Officer: Kudelski Corporate, Inc. (United States) (term ended in 2024).
- Director: Automotive Trade Finance SA (Switzerland) (term ended in 2023), RSH Quality Food Concept SA (Switzerland) (term ended in 2022).
- Chair and Deputy Director: Nagra Plus SA (Switzerland) (term ended in 2021).

Key expertises*

General: • International experience • Finance/Audit • Human Resources • Governance
Segment: • Communication/Advertising/Media • New technologies/Digital/Artificial Intelligence

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



SUZAN LEVINE

- Independent Director
- Member of the Audit and Financial Risks Committee
- Member of the Nominating Committee

**Born on November 17, 1969,
of American nationality**

First appointment:
May 29, 2019

Expiry of term of office:
2027 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
537

1535 9th Avenue West
WA 98119 Seattle
United States

BIOGRAPHY

LeVine is currently a Policy Mentor at Brown University. She previously served as Acting Assistant Secretary of the US Department of Labor's Employment and Training Administration in 2021. She previously served as Commissioner for the Washington State Employment Security Department from 2018 to 2021. She was US Ambassador to the Swiss Confederation and the Principality of Liechtenstein from 2014 to 2017. Her experience in the public sector has enabled her to leverage her technological expertise and executive experiences as Director of Communications and Student Partnerships at Microsoft, and as Vice-President of Sales and Marketing for luxury travel at Expedia. In addition to her duties on the Board of Directors of Publicis Groupe SA, Suzan LeVine sits on the US Advisory Board of OpenClassrooms and Syndio Inc and on the non-profit Boards of Directors of CareerWise USA, Research Improving People's Lives (RIPL) and the Thomas Jefferson foundation, organizations with impact on workforce development, civic engagement, equity, diversity, accessibility, and inclusion. She also co-founded two non-profits: the Kavana Cooperative and an Advisory Board for ILABS (Institute for Learning and Brain Sciences) at the University of Washington.

She graduated from Brown University with a Bachelor of Arts in English and a Bachelor of Science in Mechanical Engineering specialized in aerospace applications and holds an honorary doctorate from the *École Polytechnique Fédérale de Lausanne* (EPFL).

**Other offices and positions held
within the Groupe**
None.

**Main offices and positions held
outside the Groupe**

- Director: CareerWise USA (United States), Research Improving People's Lives (RIPL) (United States).
- Member of the Advisory Committee: Syndio (United States), OpenClassrooms SAS (France).
- Trustee of the Thomas Jefferson Foundation (United States).
- Policy Mentor: Brown University (United States).
- Lecturer: University of Washington (United States).

**Offices held outside the Groupe
in the last five years**

**Offices listed above as well as
the following offices:**

- Deputy Secretary: Employment and Training Administration of the United States Department of Labor (term ended in 2021).
- Commissioner at the Department of Employment Security for the State of Washington (United States) (term ended in 2021).
- Chair-Elect: The National Association of State Workforce Agencies (NASWA) (United States) (term ended in 2021).
- Director: CareerWise Colorado (United States) (term ended in 2021), The American-Swiss Foundation (United States) (term ended in 2021).

- Member of The Career Connect Task Force (United States) (term ended in 2021), Markle Foundation's Rework America Task Force (United States) (term ended in 2021).

- Member of the Advisory Committee of the CEMETS (Center on the Economics and Management of Education and Training) of the ETH University of Zurich (Switzerland) (term ended in 2021).

Key expertises*

General: • International experience • Human Resources • Governance • Ethics/Compliance
Segment: • Communication/Advertising/Media • New technologies/Digital/Artificial Intelligence
CSR: • Sustainable development/Environmental commitment • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



ANTONELLA MEI-POCHTLER

- Independent Director
- Chair of the Compensation Committee
- Member of the Strategic, Environmental and Social Committee

**Born on May 17, 1958,
of Italian nationality**

First appointment:
May 29, 2019

Expiry of term of office:
2027 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
500

Kürschnergasse 4
1210 Vienne
Austria

BIOGRAPHY

Antonella Mei-Pochtler is a seasoned executive with many years of experience in the mass market consumer goods, media and technology sectors. She held key management positions at the Boston Consulting Group (BCG) in Europe and worldwide with a focus on digital transformation, strategy and organizations among others as member of the Global Executive Board. In her time at BCG, she created the Brand Club, a platform for CEOs of international brands and media companies in Germany. Named amongst the top 25 consultants worldwide by Consulting magazine, she won the Women Leaders in Consulting Lifetime Achievement award in 2013. She serves on various international boards, as member of the Board of Generali Group and Vice-Chair of the Board of Westwing SE. She is Vice-Chair of the family-owned Pochtler Industrieholding and of Deutsche Entertainment AG. She is involved in a range of social causes and activities, particularly regarding equity in education and European strategic sovereignty. She is engaged in various non-profit institutions among others, UnternehmerTUM Ventures Labs and European Forum Alpbach. From 2018 to 2022, she was Special Advisor to the Austrian Federal Chancellor and Director of ThinkAustria, an Austrian government think tank and strategic planning unit. In this role, she launched the Kofi Annan Award for Innovation in Africa which she chairs as Co-Chairwoman.

**Other offices and positions held
within the Groupe**
None.

**Main offices and positions held
outside the Groupe**

- Vice-Chair of the Supervisory Board: Westwing Group AG, listed company (Germany), iSi Automativ Holding (Austria), Pochtler Industrieholding (Austria), DEAG (Germany).

- Vice-Chair: European Forum Alpbach (association) (Austria).
- Independent Director, member of the Corporate Governance and Social and Environmental Sustainability Committee and member of the Related-party Transactions Committee: Generali, listed company (Italy).
- Member of the Supervisory Board: TUM Venture Labs (association) (Germany).

**Offices held outside the Groupe
in the last five years**
**Offices listed above as well as
the following offices:**

- Member of the Supervisory Board: ProSiebenSat.1 Media SE, listed company (Germany) (term ended in 2023), Eni Plenitude SpA (Italy) (term ended in 2023).
- Director: SIPRA (Côte d'Ivoire) (term ended in 2022).

Key expertises*

General: • International experience • Human Resources • Governance • Ethics/Compliance
Segment: • New technologies/Digital/Artificial Intelligence
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



TIDJANE THIAM

- Independent Director
- Member of the Audit and Financial Risks Committee
- Member of the Strategic, Environmental and Social Committee

BIOGRAPHY

**Born on July 29, 1962,
of French and Ivorian
nationality**

First appointment:
25 mai 2022

Expiry of term of office:
2026 Annual Ordinary General
Shareholders' Meeting

Number of shares held:
700

Complete Solaria
45700 Northport Loop East
Fremont, CA 94538
United States

A graduate of *École polytechnique* and *École nationale supérieure des Mines de Paris* and holder of an MBA from INSEAD, Tidjane Thiam worked for ten years at the strategy consulting firm McKinsey where he was a Partner. Between 1994 and 1999, Tidjane Thiam moved to Côte d'Ivoire to serve as Managing Director of BNEDT (National Bureau of Technical and Development Studies) and as the country's representative to the IMF and the World Bank. He has contributed to some of the largest privatization and infrastructure projects in emerging countries.

In 1997, he was one of the Davos World Economic Forum's "100 Young Global Leaders of Tomorrow," and in 1999 he was elected member of the Forum's "Dream Cabinet." He then held various managerial positions at Aviva (recently named Abeille Assurances) from 2002 to 2007, including Managing Director Europe. He was CFO of Prudential plc from 2007 to 2009, then CEO from 2009 to 2015: the market capitalization of the insurance group tripled from 2009 to 2015 and exceeded USD 60 billion. From 2012 to 2014, he was Chair of the Board of Directors of the Association of British Insurers. Tidjane Thiam then was Chief Executive Officer of Credit Suisse from 2015 to 2020, where he implemented a three-year restructuring program, recognized by Euromoney, which named Tidjane Thiam "Banker of the Year" in 2018. In 2019, he helped Credit Suisse achieve its highest annual profits since 2010. In December 2023, Tidjane Thiam was elected leader of the Democratic Party of Côte d'Ivoire (PDCI) for a 5-year term. The PDCI was founded in 1946 by Felix Houphouët-Boigny and is the second-oldest party in Africa. In 2010, Tidjane Thiam was named to the "Time 100" list. In 2011, he received the insignia of *Chevalier de la Légion d'honneur*. Tidjane Thiam holds the *Grand-Croix de l'Ordre du Bélier*.

Other offices and positions held within the Groupe

None.

Main offices and positions held outside the Groupe

- Leader of the Democratic Party of Côte d'Ivoire (Côte d'Ivoire).
- Chair of the Board of Directors: Rwanda Finance (Rwanda).
- Director: Complete Solaria, listed company (United States).

- Member: Council on State Fragility (United Kingdom), International Olympic Committee (IOC) (Switzerland), Group of Thirty (G30) (United States).

Offices held outside the Groupe in the last five years

Offices listed above as well as the following offices:

- Executive Chair: Freedom Acquisition Corporation I, listed company (United States) (term ended in 2023).

- Member and Guardian: Council for Inclusive Capitalism (United States) (term ended in 2022).
- Chief Executive Officer and Chair of the Management Board: Credit Suisse (Switzerland) (term ended in 2020).
- Director: Kering, listed company (France) (term ended in 2024), 21st Century Fox (United States) (term ended in 2019).

Key expertises*

General: • International experience • Finance/Audit • Governance • Ethics/Compliance
CSR: • Societal commitment

* The skills for which the Directors are identified as experts are presented. All the skills are listed in the Directors' skills matrix detailed on page 23 of this notice.



PIERRE PENICAUD

- Director representing employees
- Member of the Strategic, Environmental and Social Committee

BIOGRAPHY

**Born on December 28, 1963,
of French nationality**

First appointment:
June 20, 2017

Expiry of term of office:
May 12, 2028

Number of shares held:
0

Publicis Conseil
133, avenue des Champs-Élysées
75008 Paris - France

Pierre Pénicaud obtained a diploma in Applied Arts from *École Estienne* and joined Publicis Conseil in 1989 as an assistant in the Art Department. He became Artistic Director in 1994 and started the *L'Esprit Bière* saga for Heineken, which he would go on to develop over 13 years. He has worked on campaigns for Dim, Perrier, Renault, PMU, Nescafé and more recently for Orange, BNP, Sanofi, Engie and the SEB group. In 2011, he was elected full member of the Works Council and appointed Secretary of the Health, Safety and Working Conditions Committee (CHSCT). He is currently Deputy Secretary of the Social and Economic Committee (CSE) and Secretary of the Health, Safety and Working Conditions Commission (CSSCT).

Autres mandats et fonctions exercés au sein du Groupe

- Senior Artistic Director:
Publicis Conseil SA (France).

Main offices and positions held outside the Groupe

None.

Offices held outside the Groupe in the last five years

None.



PATRICIA VELAY-BORRINI

- Director representing employees
- Member of the Compensation Committee

BIOGRAPHY

**Born on November 16, 1968,
of French nationality**

First appointment:
October 16, 2020

Expiry of term of office:
May 12, 2028

Number of shares held:
50

Publicis Media France
17/19 rue Bréguet
et 30/34 rue du Chemin Vert
75011 Paris - France

Patricia Velay-Borrini joined Saatchi & Saatchi in 1988 as assistant to the Director of Development and then to the Chair of the agency. In 1993, she became assistant to the Chair at Zenith Media, a Saatchi & Saatchi media agency. In 2002, following the merger of Zenith Media and Optimedia, Publicis' media agency, to create ZenithOptimedia, she became assistant to the Chair and obtained her first term on the Works Council. She is currently assistant to Gautier Picquet, Chair of Publicis Media France and COO of Publicis Groupe France. She is also a member of the Social and Economic Committee and harassment officer for Publicis Media France.

Other offices and positions held within the Groupe

- Executive Assistant to the Chair of
Publicis Media France and COO
of Publicis Groupe France.

Main offices and positions held outside the Groupe

None.

Offices held outside the Groupe in the last five years

None.

1.3 BOARD OF DIRECTORS AND COMMITTEES' ACTIVITIES

SUMMARY OF THE BOARD OF DIRECTORS' ACTIVITIES IN 2024

In 2024, the Board of Directors met four times between May 29 and December 31, 2024.

It reviewed **financial results** (approval of the corporate financial statement and consolidated financial statements and management report for the first half of 2024), acquisition projects and, the Groupe's external growth strategy, as well as **governance** matters (appointments following the change in governance structure, review of related-party and ordinary agreements, Lead Director activity reports).

As in previous years, the Board also discussed the outcomes and feedback from the previous General Shareholders' Meeting, including shareholders comments and questions.

In 2024, an executive session was held at the initiative of the Lead Director, bringing together all independent Directors. This session provided an opportunity to discuss the challenges and issues related to the adoption of a new governance model.

Regarding **compensation**, the Board reviewed and approved the 2024 compensation policy for Directors and the Chairman and Chief Executive Officer. It also monitored work related to living wages and pay equity.

The Board was regularly informed of **CSR** progress, particularly concerning climate transition, renewable energy usage, and the appointment process for a new sustainability auditor.

Finally, the Board reviewed **ethics** and **compliance** frameworks, including anti-corruption programs and the implementation of the Duty of Care plan in 2024.

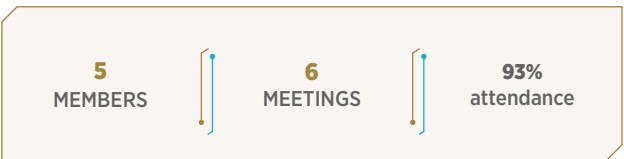
It is reminded that, prior to May 29, 2024, the Supervisory Board met three times and reviewed the following topics:

- preparation for the governance transition;
- cybersecurity framework;
- impacts of artificial intelligence on Groupe activities;
- diversity within executive bodies;
- work related to the implementation of the CSRD.

SUMMARY OF COMMITTEES ACTIVITIES IN 2024

Four specialized committees have been established within the Board of Directors:

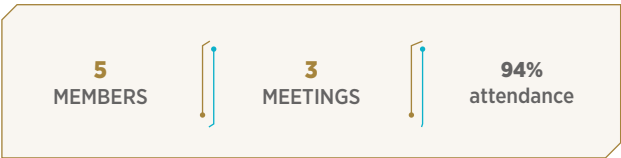
AUDIT AND FINANCIAL RISKS COMMITTEE



In view of the expansion of its responsibilities, particularly due to the responsibilities introduced by the CSRD, the Audit Committee was renamed the Audit and Financial Risks Committee as of May 29, 2024.

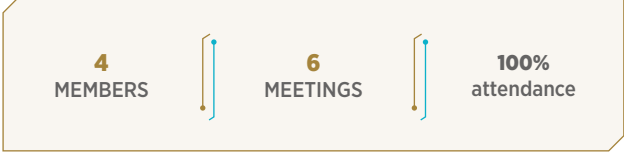
In 2024, the Committee reviewed both **consolidated and corporate financial statements**. It monitored the work of the **statutory auditors** and the **sustainability auditor**. The Committee examined **significant risks** identified by the Groupe, tracked **non-financial reporting (including the results from the double materiality matrix)**, and supervised **internal audit activities**. It also monitored **cybersecurity** risks in collaboration with members of the Strategy and Risk Committee, and received regular updates on internal controls and risks associated with litigation and investigations.

NOMINATING COMMITTEE



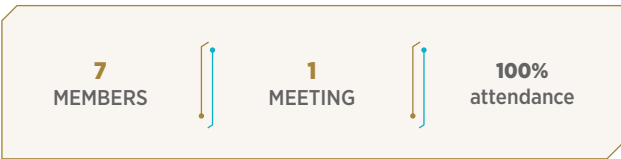
In 2024, the Nominating Committee continued its work related to the **composition of the Supervisory Board** and updating the **skills matrix**, and provided recommendations concerning the Groupe's governance structure change. It also reviewed Board member **independence** and **succession planning for key executives**.

COMPENSATION COMMITTEE



The Compensation Committee reviewed the **compensation of Directors and corporate officers**, including the 2025 compensation policy. It set the overall budget for employees' **variable compensation** and reviewed the variable compensation of Management Committee members. The Committee was also informed of salary increases and executive recruitments within the main **countries and regional Executive Committees**. Additionally, it approved the budgets for the 2024 share plans and assessed the performance of existing share-based **incentive plans** within the Publicis Groupe.

STRATEGIC, ENVIRONMENTAL AND SOCIAL COMMITTEE



The Strategic, Environmental and Social Committee results from the merger of the Strategy and Risk Committee and the ESG Committee of the Supervisory Board effective as of May 29, 2024, this merger contributes to clarifying and strengthening the roles of the Board's committees within the framework of the new governance structure.

In 2024, the Committee evaluated the Groupe's **strategic and development options**, including action plans for data management and external growth strategy.

Additionally, it monitored the **CSR strategy** (Groupe Duty of Care plan, risk mapping).

In 2024:

- Groupe risk maps and the quantification of cybersecurity risk were reviewed by the Strategy and Risks Committee;
- the Groupe climate trajectory and biodiversity activities were reviewed by the ESG Committee.



2. COMPENSATION OF CORPORATE OFFICERS

As every year, the shareholders convened to the General Shareholders' Meeting will have to vote on resolutions concerning the compensation of Corporate Officers.

SEVERAL VOTES ARE REQUESTED

I. COMPENSATION POLICY FOR CORPORATE OFFICERS IN RESPECT OF THE 2025 FINANCIAL YEAR ("EX ANTE" VOTE)

Pursuant to Article L.22-10-8 of the French Commercial Code, you are asked to approve the compensation policy applicable in 2025 to Corporate Officers ("ex ante" vote).

For this purpose, two resolutions are presented for the approval of the compensation policy applicable, respectively, to Board Members (sixteenth resolution) and to Chairman and Chief Executive Officer (fifteenth resolution).

2025 COMPENSATION POLICY APPLICABLE TO DIRECTORS

	Board member	Committee member	Committee Chairman (additional compensation for the chaired committee)	Lead Director
Annual fixed compensation	€ 10,000	-	+ € 7,500	+ € 30,000
Compensation paid per meeting	€ 6,000	€ 6,000	+ € 1,500	

Under this compensation policy, each Director would receive annual fixed compensation of euro 10,000 and euro 6,000 for each Board meeting attended. The Lead Director would also receive a complementary fixed compensation of euro 30,000. A Director who also participates in a Committee would receive euro 6,000 for each Committee meeting attended. The compensation of a Committee Chairman is increased by euro 7,500 for the fixed compensation and by euro 1,500 per Board meeting.

The annual budget would be increased from euro 1.5 million to euro 1.7 million, i.e., an increase of 13 %. This change, in line with market practices, would allow the Board to anticipate possible additional Board and/or Committee meetings during the year

as well as the possible appointment of new members. The structure of Directors' compensation would remain unchanged.

2025 COMPENSATION POLICY APPLICABLE TO M. ARTHUR SADOUN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Annual fixed compensation	€ 1,170,000	
Annual variable compensation	Target: 200% of the annual fixed compensation	Max: 300% of the annual fixed compensation
Long-term variable compensation	Target: 300% of the annual fixed compensation	Max: 350% of the annual fixed compensation

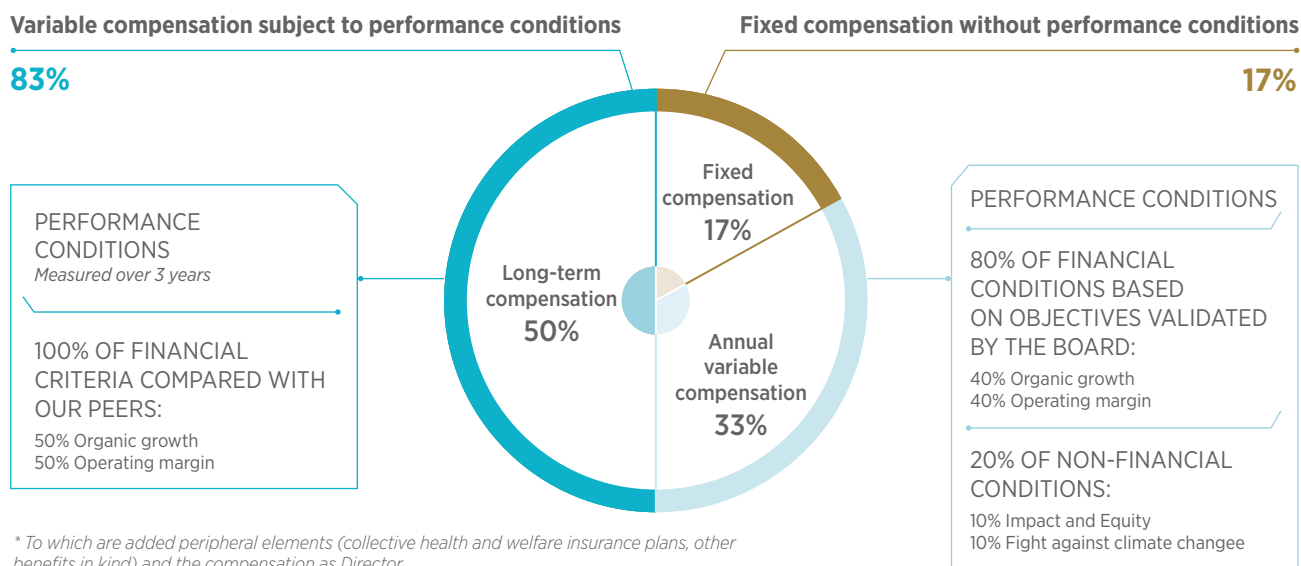
To which are added the compensation as Director. Under this compensation policy, each Director would receive annual fixed compensation of euro 10,000 and euro 6,000 for each Board meeting attended.

It is proposed to simplify, starting from the 2025 financial year, the performance criteria applicable to the annual and long-term variable compensation of the Chairman and Chief Executive Officer.

- The annual variable compensation would remain based on financial criteria (organic growth and operating margin) and CSR criteria. The overperformance elements would be only apply to the organic growth and operating margin criteria, given the good results already achieved on CSR.

- Furthermore, on the one hand, taking into consideration of the good results and on other hand, considering that the CSR criteria are subject to specific regulations by countries or regions, it has been decided for the annual variable compensation to adjust those criteria and to no longer apply them to our LTI plans. Accordingly, performance conditions applicable to the long-term variable compensation of the Chairman and Chief Executive Officer would be based solely on the achievement of financial criteria assessed on a broader reference group, in order to take into account the reorganizations underway in our industry.

ARTHUR SADOUN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER STRUCTURE OF THE 2025 TARGET COMPENSATION*



The performance criteria are all quantifiable, measurable, set in advance and validated by the Board of Directors on the basis of a clear and predetermined scale.

The 2025 compensation policy for Corporate Officers is presented in detail in the 2024 Universal Registration Document, chapter 3 (sections 3.2.2.1 and 3.2.3.1), to which reference is made.

II. 2024 REPORT ON CORPORATE OFFICERS' COMPENSATION

In accordance with the provisions of Article L.20-10-34 I of the French Commercial Code, by the eighth resolution, you are asked to approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code which relates to the item of compensation paid or allocated to Corporate Officers, with respect to fiscal year 2024.

This information is included in the 2024 Universal Registration Document, chapter 3 (sections 3.2.2.2, 3.2.3.2 and 3.2.5.3), to which reference is made.

III. 2024 CORPORATE OFFICERS' COMPENSATION ("EX POST" VOTE)

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, you are asked to express your agreement on the compensation paid during or allocated in respect of the 2024 fiscal year ("ex post" vote) to the Corporate Officers of Publicis Groupe S.A.: Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024 (ninth resolution), Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 (tenth resolution) and then Chairman and Chief Executive Officer (fourteenth resolution), Mrs. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024 (eleventh resolution), Mr. Boris Nold, member of the Management Board from February 8th to May 29, 2024

(twelfth resolution) and Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024 (thirteenth resolution).

These compensation items were paid or allocated to each Corporate Officer, in accordance with the compensation policy approved, for each of them, by the General Shareholders' Meeting of May 29, 2024.

The performance criteria are all quantifiable, measurable, set in advance and validated by the Board on the basis of a clear and predetermined scale and calculations in conformity with the resolutions adopted.

The Compensation Committee assessed the performance in greatest detail, for each objective and each criterion.

The Board of Directors would like to underline the excellent quality of work realized by M. Arthur Sadoun and the results achieved in 2024 which led to an exceptional overperformance of Publicis compared to its competitors and to over-performance objectives largely achieved. This is why the Board of Directors, on the recommendation of the Compensation Committee, proposes to pay the maximum amount of the annual variable compensation, i.e., 150 % of the target annual variable compensation. The annual variable compensations to be paid to the other executive corporate officers, i.e., the members of the Management Board up to the change of the corporate governance, represent 106 % and 119 % of the target annual variable compensation respectively for Mrs. Anne-Gabrielle Heilbronner and Mr. Boris Nold.

The compensation elements relating to the year 2024 for Mr. Maurice Lévy, Mr. Arthur Sadoun, Mrs. Anne-Gabrielle Heilbronner, Mr. Boris Nold and Mr. Michel-Alain Proch are presented in the 2024 Universal Registration Document, chapter 3 (sections 3.2.2.2 to 3.2.3.2), to which reference is made.

3. TABLE OF DELEGATIONS OF AUTHORITY AND AUTHORIZATIONS GRANTED TO THE BOARD OF DIRECTORS REGARDING FINANCIAL MATTERS

With regard to the change in the governance structure approved by the General Shareholders' Meeting held on May 29th, 2024, it is hereby noted that the delegations of authority or authorizations in force as of May 29, 2024, granted to the Management Board, remain valid, it being specified that any references to the Management Board or the Supervisory Board in such delegations or authorizations shall be construed as referring to the Board of Directors, and any sub-delegation referring to the Chairman of the Management Board shall be construed as referring to the Chief Executive Officer.

Type of delegation or authorization	Date of the meeting	Term of delegation/ expiry	Amount authorized	Used in 2024
SHARE BUYBACKS				
Authorization to trade in the Company's shares*	May 29, 2024 (15 th resolution)	18 months/ Nov. 29, 2025**	No more than 10% of the share capital Maximum overall budget: €2,154,430,476.50 Maximum unit purchase price: €130	See details in the 2024 Universal Registration Document, Chapter 8, Section 8.3.3.
CANCELLATION OF SHARES				
Authorization to reduce share capital through the cancellation of treasury shares	May 31, 2023 (19 th resolution)	26 months/ July 31, 2025**	No more than 10% of capital per 24-month period	None
EQUITY ISSUES				
Delegation to increase the share capital by issuing shares or securities giving access to the capital, with preferential subscription rights*	May 29, 2024 (16 th resolution)	26 months/ July 29, 2026	Maximum nominal amount: €30,000,000 ⁽¹⁾ Maximum par value of debt securities: €1,200,000,000 ⁽²⁾	None
Delegation to increase share capital by issuing shares or equity securities giving access to the capital, without preferential subscription rights, through public offerings other than those made pursuant to article L.411-2 of the French Monetary and Financial Code*	May 29, 2024 (17 th resolution)	26 months/ July 25, 2024**	Maximum nominal amount: €9,000,000 ^{(1) (3)} Maximum par value of debt securities: €1,200,000,000 ⁽²⁾	None
Delegation to increase share capital by issuing shares or equity securities giving access to the capital, without preferential subscription rights, through public offerings made pursuant to paragraph I of article L. 411-2 1° of the French Monetary and Financial Code*	May 29, 2024 (18 th resolution)	26 months/ July 29, 2026	No more than 20% of the share capital per year Maximum nominal amount: €9,000,000 ^{(1) (3)} Maximum par value of debt securities: €1,200,000,000 ⁽²⁾	None
Delegation to increase the number of securities to be issued in the event of a capital increase decided pursuant to the 16 th to 18 th resolutions of the General Shareholders' Meeting of May 29, 2024*	May 29, 2024 (19 th resolution)	26 months/ July 29, 2026	No more than 15% ^{(1) (3)} of the initial issue and at the same price as this issue	None
Authorization to set the issue price of equity securities as part of capital increases issued without preferential subscription rights, pursuant to the 17 th and 18 th resolutions of the General Shareholders' Meeting of May 29, 2024*	May 29, 2024 (20 th resolution)	26 months/ July 29, 2026	No more than 10% of the share capital per year ^{(1) (3)}	None

Type of delegation or authorization	Date of the meeting	Term of delegation/ expiry	Amount authorized	Used in 2024
Delegation to increase the share capital by incorporating reserves, earnings, premiums or other sums*	May 29, 2024 (21 st resolution)	26 months/ July 29, 2026	Maximum nominal amount: €30,000,000 ⁽¹⁾	None
Delegation to issue shares or securities, without preferential subscription rights, in the event of a public offering initiated by the Company*	May 29, 2024 (22 th resolution)	26 months/ July 29, 2026	Maximum nominal amount: €9,000,000 ^{(1) (3)} Maximum par value of debt securities: €1,200,000,000 ⁽²⁾	None
Delegation to issue shares or other securities, without preferential subscription rights, in consideration for contributions in kind granted to the Company, except in the case of a public exchange offer*	May 29, 2024 (23 rd resolution)	26 months/ July 29, 2026	No more than 10% of the share capital ^{(1) (2) (3)}	None
ISSUES RESERVED FOR COMPANY OR GROUPE EMPLOYEES AND MANAGERS				
Authorization to grant existing or to be issued free shares to employees and/or corporate officers of the Company or Group companies	May 26, 2021 (22 th resolution)	38 months/ July 26, 2024 Ended by the GM of May 29, 2024 (24 th resolution)	No more than 3% of the share capital (including 0.3% of the share capital for executive corporate officers)	Grant of 672,689 existing shares
Authorization to grant existing or to be issued free shares to employees and/or corporate officers of the Company or Group companies	May 29, 2024 (24 th resolution)	38 months/ July 29, 2027	No more than 3% of the share capital (including 0.3% of the share capital for executive corporate officers)	None
Authorization to grant stock options to employees and/or corporate officers of the Company and the Group companies	May 25, 2022 (26 th resolution)	38 months/ July 25, 2025 **	No more than 3% of the share capital (including 0.3% of the share capital for executive corporate officers) ⁽⁴⁾	None
Delegation to increase capital for the benefit of subscribers to a Company savings plan	May 29, 2024 (25 th resolution)	26 months/ July 29, 2026 **	Maximum nominal amount: €2,800,000 ^{(1) (5)}	None
Delegation to increase the share capital for the benefit of certain categories of beneficiaries located outside France in order to establish a shareholder or savings plan for them	May 29, 2024 (26 th resolution)	18 months/ Nov. 29, 2025 **	Maximum nominal amount: €2,800,000 ^{(1) (5)}	None

(1) This amount counts toward the €30,000,000 overall ceiling for all capital increases set forth by the General Shareholders' Meeting of May 29, 2024 in its 16th resolution.

(2) This amount counts toward the €1,200,000,000 overall ceiling for all debt security issues set by the General Shareholders' Meeting of May 29, 2024 in its 16th resolution.

(3) This amount counts towards the €9,000,000 overall ceiling for capital increases without preferential subscription rights set forth by the General Shareholders' Meeting of May 29, 2024 in its 17th resolution.

(4) These ceilings count towards the 3% and the 0.3% ceilings set forth by the General Shareholders' Meeting of May 26, 2021 in its 22nd resolution.

(5) This ceiling applies to all possible capital increases under the 25th and 26th resolutions of the General Shareholders' Meeting of May 29, 2024.

* Unless there is prior authorization by the General Shareholders' Meeting, the Management Board cannot use this authorization or delegation from the time a third party has filed a public offer for Company shares up to the end of the offer period.

** This delegation or authorization is set to expire, for the unused portion and the remaining time period, upon adoption of a resolution pertaining to a new authorization or delegation with a similar purpose by the General Shareholders' Meeting of May 27, 2025.

4. TERMS AND CONDITIONS FOR PARTICIPATING IN THE COMBINED GENERAL SHAREHOLDERS' MEETING OF MAY 27, 2025

1. FORMALITIES FOR ATTENDING THE GENERAL SHAREHOLDERS' MEETING

In accordance with Article R. 22-10-28 of the French Commercial Code, all Company shareholders may participate in the General Shareholders' Meeting, regardless of the number of shares they hold or whether they hold registered or bearer shares.

To this end, shareholders are required to prove ownership of their shares, which must be registered in their name or in the name of the financial intermediary registered on their behalf, pursuant to Article L. 228-1 of the French Commercial Code, **no later than** the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025, midnight Paris time**, according to the terms as follows:

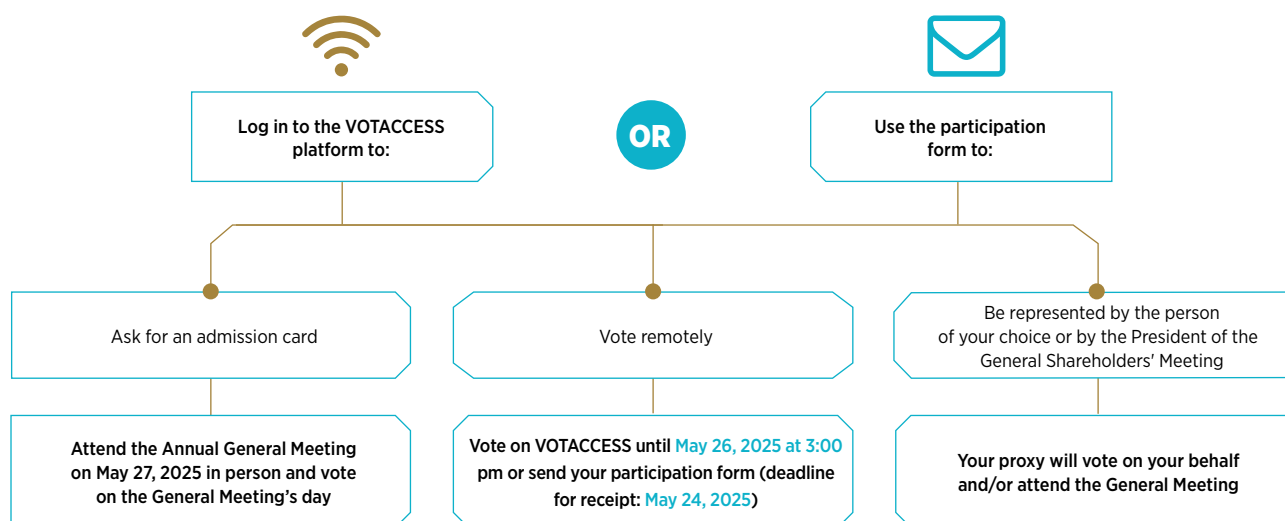
● FOR REGISTERED SHAREHOLDERS (PURE OR ADMINISTERED REGISTERED SHARES)

The shares must be registered in the registers held on behalf of the Company by its financial intermediary, Uptevia.

● FOR HOLDERS OF BEARER SHARES

The financial intermediary with whom shares are held in bearer form, must provide proof of your shareholder status to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) – the centralizing intermediary for the General Shareholders' Meeting, by producing a shareholding certificate issued by Uptevia, where applicable, via electronic means in accordance with Article R. 22-10-28 of the French Commercial Code.

2. MEANS OF PARTICIPATING IN THE GENERAL SHAREHOLDERS' MEETING



Shareholders may participate in the General Shareholders' Meeting either:

- by attending the General Shareholder's Meeting in person;
- by Internet via VOTACCESS system: voting or being represented by giving proxy to the Chairman of the General Shareholders' Meeting or to a representative of their choice;
- by post using the participation form: voting or being represented by giving proxy to the Chairman of the General Shareholders' Meeting or to a representative of their choice.

Shareholder who has requested an admission card or shareholding certificate to attend the General Shareholders' Meeting, of who has cast their votes by post or electronically or given a proxy, may no longer use another method of participation, in accordance with Article R. 22-10-28 III of the French Commercial Code.

A. ATTENDING THE GENERAL SHAREHOLDERS' MEETING IN PERSON

Shareholders wishing to physically participate in the General Shareholders' Meeting must have an identity document and an admission card, which they can request as follows:

● FOR REGISTERED SHAREHOLDERS (PURE OR ADMINISTERED REGISTERED SHARES)

Pure registered shareholders may access the voting site by logging on to their **Shareholder Account** via the <https://www.investors.uptevia.com> website with their usual ID. After logging into their Shareholder Account, they should follow the on-screen instructions **to access the VOTACCESS platform and request their admission card.**

Administered registered shareholders may access the voting site by logging on to the VoteAG website via the <https://www.voteag.com> with the temporary codes provided on the participation form or the e-convocation. Once on the homepage, they should follow the on-screen instructions to access the VOTACCESS platform and request an admission card.

Registered shareholders who have not opted for the e-convocation, may request their admission card by **post using the participation form** received by post with the convocation brochure, which they must complete by ticking **"I wish to attend the Shareholders' Meeting"**, then **sending it back** directly to Uptevia, **dated and signed**, using the enclosed pre-paid envelope.

● FOR HOLDERS OF BEARER SHARES

Holders of bearer shares must ask their financial intermediary for an admission card to attend the General Shareholders' Meeting.

The financial intermediary will forward the request, together with a shareholding certificate proving their shareholder status on the date of the request, to Uptevia, who will send the admission card to the shareholder by post.

Holders of bearer shares whose financial intermediary is a member of the VOTACCESS platform **can apply for an admission card online.** They must ask their financial intermediary whether it is a member of the VOTACCESS platform and, if applicable, whether this access is subject to special conditions of use. When this is the case, shareholders must identify themselves on the Internet portal of their financial intermediary with their usual access codes. Shareholders must then follow on-screen instructions to access the VOTACCESS platform and request their admission card.

Under no circumstances may requests for admission cards be sent directly to Publicis Groupe SA.

Admission card requests sent by post must be received by Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), no later than three days before the General Shareholders' Meeting, i.e., **Saturday, May 24, 2025.**

Holders of registered and bearer shares who have not received their admission card by the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025**, or who have misplaced it, may:

- for **registered shareholders**, present themselves spontaneously at the "shareholders without admission cards" desk on the day of the General Shareholders' Meeting with a valid identity document, or,
- for **holders of bearer shares**, ask their financial intermediary to issue a shareholding certificate proving their shareholder status on the second business day preceding the Meeting.

B. VOTING OR GIVING PROXY VIA THE INTERNET

Registered and bearer shareholders whose financial intermediary is a member of the **VOTACCESS** platform may vote online.

This secure Internet platform, dedicated to voting on the resolutions proposed at the General Shareholder's Meeting, will be open **from the date of the convocation of the General Shareholders' Meeting until the day before the General Shareholders' Meeting**, i.e., **Monday, May 26, 2025, 3 p.m.** Paris time.

We recommended shareholders **exercise their voting rights promptly, without waiting until the last minute** to avoid any congestion on the VOTACCESS platform, and to secure their votes.

● FOR REGISTERED SHAREHOLDERS (PURE OR ADMINISTERED)

Pure registered shareholders may access the voting site by logging on to their Shareholder Account via the <https://www.investors.uptevia.com> website with their usual ID. After logging into their Shareholder Account, they should follow the on-screen instructions **to access the VOTACCESS platform and proceed to vote or appoint or revoke a proxy.**

Administered registered shareholders may access the voting site by logging on to the VoteAG website via the <https://www.voteag.com> with the temporary codes provided on the participation form or the e-convocation. Once on the homepage, they should follow the on-screen instructions to access the VOTACCESS platform and proceed to vote or appoint or revoke a proxy.

● FOR HOLDERS OF BEARER SHARES

Only **holders of bearer shares** whose financial intermediary is member of the VOTACCESS platform will be able to exercise their voting rights or give proxies online.

Holders of bearer shares **must verify whether their financial intermediary is a member of the VOTACCESS platform:**

● **If he is a member**, shareholders must identify themselves on their financial intermediary's Internet portal with their usual access codes. They must follow the on-screen instructions to access the VOTACCESS platform in order to vote or appoint the Chairman or any person of their choice as proxy.

● **If he isn't member**, shareholders must send their instructions by post, according to the procedures described in section C below.

Holders of registered and bearer shares are informed that, in accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, they may **appoint or revoke a proxy electronically by sending an e-mail to the following address: "ct-mandataires-assemblees@uptevia.com"**. Your e-mail must include an attached scanned copy of your participation form, specifying the following information: Company name (Publicis Groupe S.A), date of the General Shareholders' Meeting (May 27, 2025), surname(s), first name (s), bank details, the shareholder's address, as well as the surname(s), first name(s) and address of the appointed or revoked proxy.

Holders of bearer shares must also enclose the shareholding certificate issued by their financial intermediary.

In order for appointments or revocations of proxies expressed by shareholders via electronic means to be **validly taken into account**, their instructions must be sent to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) **no later than the eve of the General Shareholders' Meeting, i.e., Monday, May 26, 2025, 3 p.m. Paris time.**

Only notifications of appointments or revocations of a proxy may be sent to the aforementioned e-mail address; any other request or notification relating to another matter will not be taken into consideration and/or processed.

It is specified that for any proxy given by a shareholder without indication of the person chosen or with incomplete information, the Chairman of the General Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

C. VOTING OR GIVING PROXY BY POST VIA THE PARTICIPATION FORM

● FOR REGISTERED SHAREHOLDERS (PURE OR ADMINISTERED)

The participation form along with the pre-paid envelope, attached to the notice of meeting brochure, will be dispatched, no later than fifteen (15) days prior to the General Shareholders' Meeting, to the registered shareholders who have not opted to receive an *e-convocation*.

Registered shareholders must complete the form by ticking "I vote by post", "I hereby give my proxy to the Chairman of the General Meeting" ou "I hereby appoint", then return the **duly completed, dated and signed** participation form by post, using the pre-paid envelope or another stamped envelope, to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex).

● FOR HOLDERS OF BEARER SHARES

Holders of bearer shares must request the participation form from their financial intermediary starting, from the date of the General Shareholders' Meeting convocation. They may also request it by post sent to Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, **no later than six (6) days before the date of the meeting.**

They must complete the form by ticking "I vote by post", "I hereby give my proxy to the Chairman of the General Meeting" or "I hereby appoint", then return the **duly completed, dated and signed**, participation form by post to their financial intermediary that will send it to Uptevia, along with their shareholding certificate.

In order for their electronic instructions to vote and appoint or revoke a proxy to be validly taken into account, holders of registered and bearer shares must send their participation form to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex) promptly, from the date of notice of the General Shareholders' Meeting, and **no later than three (3) days before the General Meeting, i.e., Saturday, May 24, 2025, midnight Paris time.**

Under no circumstances may participation forms be returned directly to Publicis Groupe SA.

It is specified that for any proxy given by a shareholder without indication of the person chosen or with incomplete information, the Chairman of the General Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

3. TRANSFERRING SHARES BEFORE THE GENERAL SHAREHOLDER'S MEETING

Shareholders who have already returned a participation form or requested an admission card or a shareholding certificate may transfer all or part of their shares until the day of the General Shareholders' Meeting.

However, when a transfer occurs no later than the second business day preceding the General Shareholders' Meeting, i.e., **Friday, May 23, 2025, midnight Paris time**.

No transfer of shares made after the second business day preceding the General Shareholders' Meeting, i.e., **after Friday, May 23, 2025, midnight Paris time**, regardless of the means used, will be **notified or taken into account, notwithstanding any agreement to the contrary**.

4. SHAREHOLDERS' RIGHT OF DISCLOSURE

In accordance with applicable legal and regulatory provisions, all the documents to which shareholders must have access to in the context of the General Shareholders' Meeting will be made available at the Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris, within the legal time limits.

Moreover, the documents and information referred to in Article R. 22-10-23 of the French Commercial Code may be consulted on the Company's website: <https://www.publicisgroupe.com> (Annual General Meeting section), no later than the twenty-first day preceding said General Shareholders' Meeting, i.e., **Tuesday, May 6, 2025**.

Lastly, in accordance with the applicable legal and regulatory provisions, **pure registered shareholders** may receive their notice of meeting and/or preparatory documents for the General Shareholders' Meeting by email (e-convocation). To do this, they must log on to the: <https://www.investors.uptevia.com> website and activate this option in the "E-Convocation" menu under "My Settings".

5. AUDIOVISUAL BROADCASTING

In accordance with Article R. 22-10-29-1 of the French Commercial Code, the General Shareholders' Meeting will be broadcast live in its entirety on the Company's website: <https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>

A recording of the Meeting will be available on the Company's website **no later than seven (7) business days after the date of the Meeting, i.e., by Thursday, June 5, 2025**, and will remain accessible for at least two (2) years from its posting.

6. REQUESTING THE ADDITION OF ITEMS OR DRAFT RESOLUTIONS TO THE AGENDA

One or more shareholders representing at least the fraction of the capital, provided for by the applicable legal and regulatory provisions, may request the addition of items or draft resolutions to the agenda under the conditions referred to in Articles L. 225-105, R. 225-71 to R. 225-73, R. 22-10-21 and R. 22-10-22 of the French Commercial Code.

Requests for the addition of items or draft resolutions to the agenda must be sent to the Chairman of the Board of Directors, preferably electronically, to the following address: **"investor-relations@publicisgroupe.com"**, and if applicable, by registered letter with return receipt, to the Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris, which must reach the Company no later than the twenty-fifth calendar day preceding the General Shareholders' Meeting, i.e., **Friday, May 2, 2025**.

The request for inclusion of a draft resolution must include the text of said draft resolution, which may be accompanied by a short explanatory statement.

Such requests must include a stock transfer certificate, either in the registered share accounts kept on the Company's behalf or in the bearer share accounts held by a financial intermediary, proving that the authors of the request hold or represent the fraction of the capital required by the aforementioned Article R. 225-71 of the French Commercial Code.

Items or draft resolutions submitted by shareholders will be reviewed at the General Shareholders' Meeting provided that the authors of such request produce a new certificate proving registration of their shares in the same accounts **no later than the second business day preceding the General Shareholders' Meeting, i.e., Friday, May 23, 2025, midnight Paris time**.

The items and draft resolution texts whose registration on the agenda has been requested by shareholders will be published on the Company's website at: <https://www.publicisgroupe.com> (Annual General Meeting section), in accordance with Article R. 22-10-23 of the French Commercial Code.

7. SUBMISSION OF WRITTEN QUESTIONS

In accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code, any shareholder may submit questions in writing.

These questions will be sent to the Chairman of the Board of Directors, preferably electronically to the following address: **"investor-relations@publicisgroupe.com"**, and, when necessary, by registered letter with return receipt at the

Company's registered office at 133, avenue des Champs-Élysées, 75008 Paris, no later than the fourth business day preceding the date of the General Shareholders' Meeting, i.e., **Wednesday, May 21, 2025, midnight Paris time**. Questions submitted must be accompanied by a stock transfer certificate.

In accordance with the legislation in force, questions may be responded to jointly if they relate to the same content or the same issue. The response to a written question will be deemed having been given once a response is provided during the General Shareholders' Meeting or when it is published on the Company's website at <https://www.publicisgroupe.com> (Annual General Meeting section).

It is specified that only written questions within the meaning of the provisions of the aforementioned Articles L. 225-108 and R. 225-84 of the French Commercial Code may be sent to the Company; **any other request or notification relating to any other matter will not be processed and/or taken into account.**

SHAREHOLDERS VOTING BY POST V/A THE PARTICIPATION FORM

Shareholders wishing to receive confirmation that their voting instructions have been taken into account must send a request within three (3) months of the date of the General Shareholder's Meeting by registered letter with return receipt to Uptevia (Service Assemblées Générales, 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex).

Such a request must indicate: the Company's name (Publicis S.A.), the date of the General Shareholders' Meeting (May 27, 2025), the surname(s), first name(s) and address of the shareholder.

The Board of Directors

8. CONFIRMATION THAT YOUR VOTE HAS BEEN TAKEN INTO ACCOUNT

Shareholders can receive confirmation that their vote has been taken into account in the following ways:

SHAREHOLDERS VOTING ONLINE VIA THE VOTACCESS PLATFORM

● BEFORE THE GENERAL SHAREHOLDER'S MEETING

shareholders will be able to download a voting certificate on the VOTACCESS platform confirming that their instructions have been communicated to the General Shareholders' Meeting Centraliser;

● AFTER THE GENERAL SHAREHOLDER'S MEETING

provided shareholders have already requested a confirmation of their vote on the VOTACCESS platform, by ticking the corresponding box on the VOTACCESS platform, they will have access to a confirmation on the VOTACCESS platform in the menu relating to voting instructions, no later than fifteen (15) days following the General Shareholder's Meeting.

PARTICIPATION FORM



FOR THIS FORM TO BE TAKEN INTO CONSIDERATION, IT MUST BE RECEIVED NO LATER THAN SATURDAY, 24 MAY 2025 (AT MIDNIGHT, PARIS TIME) BY UPTEVIA - SERVICE ASSEMBLÉES GÉNÉRALES AT THE FOLLOWING ADDRESS: 90-110 ESPLANADE DU GÉNÉRAL DE GAULLE - 92931 PARIS LA DÉFENSE CEDEX.


To attend personally the general shareholder's meeting

Tick the box 1

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ **JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire // **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

1



PUBLICIS GROUPE S.A.

Société Anonyme à Conseil d'Administration
au capital de 101 724 744 euros
Siège social : 133, avenue des Champs-Élysées - 75008 PARIS
542 080 601 R.C.S. PARIS

**ASSEMBLEE GENERALE MIXTE
DU 27 MAI 2025 A 10 HEURES
PublicisCinemas,
133 avenue des Champs-Élysées 75008 PARIS**

**COMBINED GENERAL SHAREHOLDERS' MEETING
ON MAY 27, 2025 at 10 a.m
PublicisCinemas,
133 avenue des Champs-Élysées 75008 PARIS**

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

2

☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'urle des cases "Non" ou "Abstention". // I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	Oui / Yes <input type="checkbox"/>	A	B
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Oui / Yes <input type="checkbox"/>	C	D
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Oui / Yes <input type="checkbox"/>	E	F
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Oui / Yes <input type="checkbox"/>	G	H
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Oui / Yes <input type="checkbox"/>	J	K
Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'Assemblée Générale. // I appoint the Chairman of the general meeting. ☐
- Je m'abstiens. // I abstain from voting. ☐
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom. ☐
I appoint (see reverse) (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf. ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
sur 1^{ère} convocation / on 1st notification 24 mai 2025 / May 24, 2025 sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank
à la société / to the company

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
« If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting »

3

☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

4

☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

5

DATE & Signature

6

WRITE HERE
Your full name
Sand address or CHECK THEM
if they are already printed here.

WHATEVER OPTION YOU CHOOSE, SIGN AND DATE HERE.

To vote by post

Tick the box 2

- to vote YES to a resolution, leave both boxes under the resolution number concerned blank;
- to vote NO to a resolution, fill in the corresponding box under the resolution number concerned;
- to ABSTAIN from a resolution, fill in the corresponding box under the resolution number concerned.

To give your proxy to the Chairman of the Meeting

Tick the box 3

To give your proxy to a specific person who will be attending the Meeting

Tick the box 4

And write the person's name and address in the space provided.



AGENDA

COMBINED GENERAL SHAREHOLDERS' MEETING OF MAY 27, 2025

WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

- 1)** Approval of the corporate financial statements for fiscal year 2024 (1st resolution);
- 2)** Approval of the consolidated financial statements for fiscal year 2024 (2nd resolution);
- 3)** Allocation of the net income for fiscal year 2024 and declaration of dividend (3rd resolution);
- 4)** Approval of related-party agreements (4th resolution);
- 5)** Noting of the expiry of the mandate of Ernst & Young et Autres and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying the financial statements (5th resolution);
- 6)** Noting of the expiry of the mandate of Grant Thornton and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying sustainability information (6th resolution);
- 7)** Appointment of KPMG S.A. as Statutory Auditor responsible for certifying sustainability information (7th resolution);
- 8)** Approval of the information on the compensation of Corporate Officers for the fiscal year 2024 referred to in I of Article L. 22-10-9 of the French Commercial Code (8th resolution);
- 9)** Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024 (9th resolution);
- 10)** Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 (10th resolution);
- 11)** Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024 (11th resolution);
- 12)** Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024 (12th resolution);
- 13)** Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024 (13th resolution);

14) Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024 (14th resolution);

15) Approval of the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025 (15th resolution);

16) Approval of the compensation policy for the Directors with respect to fiscal year 2025 (16th resolution);

17) Authorization to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares (17th resolution).

WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

18) Authorization to the Board of Directors to decrease the capital via the cancellation of all or part of the Company's share capital (18th resolution);

19) Authorization to the Board of Directors, for a period of thirty-eight months, to grant stock options, entailing the waiver by shareholders of their preferential subscription rights, and/or rights for all or part employees and/or Corporate Officers of the Company or of companies of the Group to purchase shares (19th resolution);

20) Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of subscribers to a Company savings plan (20th resolution);

21) Delegation of authority to the Board of Directors, for a period of eighteen months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans (21st resolution);

22) Amendment to the Articles of Incorporation: amendment to articles 12, 13 et 19 of the Articles of Incorporation (22nd resolution).

WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

23) Powers to carry out formalities (23rd resolution).

PURPOSE AND DRAFT RESOLUTIONS

This section includes the Board of Directors' report on the proposed resolutions submitted to the General Meeting in the form of explanatory notes, together with the text of the proposed resolutions.

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

APPROVAL OF THE FINANCIAL STATEMENTS, ALLOCATION OF NET INCOME AND DECLARATION OF DIVIDEND FOR FISCAL YEAR 2024 (1st, 2nd AND 3rd RESOLUTIONS)

OBJECTIVE

You are asked to approve Publicis Groupe SA's corporate financial statements (**first resolution**) and consolidated financial statements (**second resolution**) for the fiscal year ended December 31, 2024, as submitted.

The Company's corporate financial statements for fiscal year ended December 31, 2024, show a net income of **1,895,446,122.09 euros**. The Group's consolidated financial statements show a net income of **1,660 million euros**.

Detailed information on the financial statements for the fiscal year ended December 31, 2024, and the Group's business activities for fiscal year 2024 are presented in the Universal Registration Document, Chapters 5, 6 and 7.

The purpose of the **third resolution** is to propose to allocate the net income for fiscal year 2024 and to approve the dividend payments, paid entirely in cash, of **3.60 euros per share**, an increase of **5.9%** compared with **3.40 euros per share** in the previous fiscal year and a payout ratio of **49.3%**.

The ex-dividend date will be **July 1st, 2025**, and the dividend will be payable on **July 3rd, 2025**. Withholding taxes on dividend payments are detailed in the third resolution.

● FIRST RESOLUTION

Approval of the corporate financial statements for fiscal year 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors as well as the report of Statutory Auditors and the corporate financial statements for the fiscal year ended December

31, 2024, approves the 2024 corporate financial statements, as submitted, which show a net income of **1,895,446,122.09 euros**, as well as the transactions reflected in such financial statements or summarized in such reports.

● SECOND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors as well as the report of Statutory Auditors and the consolidated financial statements for the fiscal year ended December 31, 2024, approves the 2024 consolidated financial statements, as submitted, which show a net income of **1,660 million euros**, as well as the transactions reflected in such financial statements or summarized in such reports.

● THIRD RESOLUTION

Allocation of the net income for fiscal year 2024 and declaration of dividend

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, resolves, on the recommendation of the Board of Directors, to allocate the distributable profit, considering:

● net income for the 2024 fiscal year amounts to	1,895,446,122.09 euros
● allocation to the legal reserve amounts to ^(a)	—
● prior retained earnings amount to	11,289,390.60 euros
amounts to	1,906,735,512.69 euros

(a) The legal reserve has reached the threshold of 10% of share capital.

● To be distributed to shareholders (for a total of **254,311,860** shares in circulation, including treasury stock, on the basis of a dividend per share of **3.60 euros**, as of December 31, 2024), i.e., **915,522,696.00 euros**

The dividend is set at **3.60 euros** for each of the shares carrying dividend rights, and will be payable in cash. The ex-dividend date will be **July 1st, 2025**, and the dividend will be payable on **July 3rd, 2025**.

It is specified that the total distribution amount is calculated based on the total number of shares as of December 31, 2024, and will be adjusted according to the number of shares entitled to a dividend on the ex-dividend date. The total dividend amount will be adjusted accordingly, and the amount allocated to the "Retained Earnings" account will then be determined based on the dividend actually paid, with the reminder that the dividend amount corresponding to treasury shares held on the ex-dividend date will be allocated to the "Retained Earnings" account.

For individuals residing in France, the dividend is subject to income tax at either a flat rate or a progressive tax scale, at the taxpayer's option.

If the taxpayer does not opt for the progressive income tax scale, the dividend is subject, at the time of payment, to social security withholdings of 17.2% and a non-discharging flat-rate income tax installment of 12.8%. This withholding tax is applied at the source and calculated on the gross dividend amount.

In the event of a global and irrevocable option by the taxpayer for the progressive income tax scale, this dividend is fully eligible for the 40% allowance provided for in Article 158.3.2° of the French General Tax Code.

The General Shareholders' Meeting notes that the following dividends were paid for the past three fiscal years:

Fiscal year	2021	2022	2023
Dividend per share	2.40 euros	2.90 euros	3.40 euros
Total amount distributed	602,711,919 euros	737,504,394 euros	864,660,324 euros
including dividend per share eligible for the 40% tax allowance	0.33 euro	0.14 euro	3.19 euros
including total dividend eligible for the 40% tax allowance	82,872,889 euros	36,649,678 euros	810,870,176 euros
including dividend per share not eligible for the 40% tax allowance*	2.07 euros	2.76 euros	0.21 euro
including total dividend not eligible for the 40% tax allowance*	519,839,030 euros	700,854,716 euros	53,790,147.85 euros

* This distribution constitutes a reimbursement of an exempted contribution pursuant to Article 112 1° of the French General Tax Code.

APPROVAL OF RELATED-PARTY AGREEMENTS (4th RESOLUTION)

OBJECTIVE

Shareholders are informed that the Supervisory Board meeting of April 17, 2024 authorized the conclusion of an agreement, subject to the scope of the related-party agreements' rules, between Publicis Groupe SA and Mrs. Sophie Dulac, member of the Supervisory Board, and then, from May 29, 2024, of the Board of Directors. It is specified that Mrs. Sophie Dulac did not take part in the deliberations or the vote on said agreement.

The purpose of this agreement was the acquisition by the Company of a block of 150,000 shares held by Mrs. Sophie Dulac, which will be used to meet the Company's obligations under the current free share plans for employees, without having to issue any new shares.

The transaction, which was actually completed on June 14, 2024, was concluded for a total amount of 15,013,500 euros, at a unit price per share of 100.09 euros, i.e. a 1% discount to the stock-market price of 101.10 euros. This total amount, financed by Publicis Groupe's cash flow, had no impact on the Company's 2024 profit. This resulted in an increase in the inventory of treasury shares and therefore in the amount of marketable securities on the assets side of the balance sheet for an amount of 15,058,540.50 euros (including the tax paid on financial transactions) in the accounts for the 2024 financial year, offset by a decrease in cash and cash equivalents, also on the assets side of the balance sheet, for the same amount.

Shareholders are informed that no other related-party agreement has been authorized by the Board or renewed during fiscal year 2024.

By the fourth resolution, it is proposed to the General Meeting, having reviewed the special report of the Statutory Auditors on related-party agreements and commitments, to approve the aforementioned agreement concluded between Publicis Groupe SA and Mrs. Sophie Dulac.

The Statutory Auditors' special report on regulated agreements and commitments is presented in the 2024 Universal Registration Document, Chapter 3 (section 3.4).

FOURTH RESOLUTION

Approval of related-party agreements

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the special report of the Statutory Auditors on related-party agreements referred to in the French Commercial Code, acknowledges the conclusions of this report and approves the new agreement authorized and entered into during fiscal year ended December 31, 2024.

APPOINTMENT OF PRICEWATERHOUSECOOPERS AUDIT AS STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING THE FINANCIAL STATEMENTS AND APPOINTMENT OF PRICEWATERHOUSECOOPERS AUDIT AND KPMG S.A AS STATUTORY AUDITORS RESPONSIBLE FOR CERTIFYING SUSTAINABILITY INFORMATION (5th TO 7th RESOLUTION)

OBJECTIVE

a) Appointment of the Statutory Auditor responsible for certifying the financial statements

The mandate of Ernst & Young et Autres as Statutory Auditor expires at the end of the General Meeting of May 27, 2025.

The Supervisory Board launched a tendering process in 2023, in which the Audit Committee participated, to select the Group's future auditors to replace Ernst & Young et Autres, in accordance with the regulations applicable to the rotation of statutory auditors.

On the recommendation of the Audit Committee, the Board of Directors, succeeding the Supervisory Board, proposes that you:

- i) note the expiry of the mandate of Ernst & Young et Autres and,
- ii) appoint PricewaterhouseCoopers Audit as Statutory Auditor to replace them.

If you approve the **fifth resolution**, PricewaterhouseCoopers Audit will be appointed for a period of six financial years, expiring at the end of the General Shareholders' Meeting convened to approve the financial statements for fiscal year ended December 31, 2030.

b) Appointment of two Statutory Auditors responsible for certifying sustainability information

Pursuant to the provisions of the December 6, 2023, ruling (ordonnance) No. 2023-1142 on the publication and certification of information pertaining to sustainability and the environmental, social and corporate governance obligations of commercial companies, transposing Directive (EU) no. 2022/2464 (known as the "CSRD"), the Company published the sustainability information for the 2024 financial year in its 2024 Universal Registration Document.

Pursuant to Articles L. 822-16 *et seq.* of the French Commercial Code, the General Meeting of May 29, 2024 appointed the audit firm Grant Thornton as an independent third-party auditor for certifying the sustainability information for a term of one financial year, i.e. until the end of the General Meeting convened to approve the financial statements for fiscal year ended December 31, 2024.

As this mandate is coming to an end, the General Assembly of May 27, 2025, will be asked to appoint new Statutory Auditors to replace Grant Thornton for certifying sustainability information.

Following a tendering process conducted by the Audit and Financial Risks Committee, the Board of Directors proposes to this Assembly the appointment of PricewaterhouseCoopers Audit and KPMG S.A to replace Grant Thornton as Statutory Auditors responsible for certifying sustainability information. The terms and conditions of their mandate will be defined in accordance with current regulations and adjusted if necessary to consider any legislative or regulatory changes.

The choice of these Auditors is based on their independence, guaranteed by rigorous internal procedures for managing conflicts of interest. Their recognized expertise in sustainability, combined with their international scope aligned with the Group's geographic footprint, as well as their good understanding of its challenges and how it operates, have also played a key role. In addition, entrusting the same auditor with the verification of financial and extra-financial information would ensure greater consistency in the data published by the Group.

In accordance with the proposal of the Board of Directors to appoint two Statutory Auditors responsible for certifying sustainability information, two separate resolutions will be submitted to the General Meeting of May 27, 2025.

By the **sixth resolution**, you are asked to note that the mandate of Grant Thornton, an independent third-party auditor, is due to expire at the end of this Meeting and to appoint PricewaterhouseCoopers Audit as its replacement as Statutory Auditor responsible for certifying sustainability information for a period of six (6) financial years, i.e. until the end of the General Meeting convened to approve the financial statements for fiscal year ended December 31, 2030.

By the **seventh resolution**, you are asked to appoint KPMG S.A. as Statutory Auditor responsible for certifying sustainability information for a period of six (6) financial years, i.e. until the end of the General Meeting convened to approve the financial statements for fiscal year ended December 31, 2030.

● FIFTH RESOLUTION

Noting of the expiry of the mandate of Ernst & Young et Autres and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying the financial statements

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, notes that the mandate of Ernst & Young et Autres, Statutory Auditor, expires at the end of this Meeting and resolves to appoint PricewaterhouseCoopers Audit as its replacement as Statutory Auditor responsible for certifying the financial statements for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

● SIXTH RESOLUTION

Noting of the expiry of the mandate of Grant Thornton and appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying sustainability information The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, notes that the mandate of Grant Thornton, independent third-party body, expires at the end of this Meeting and resolves to appoint PricewaterhouseCoopers Audit as its replacement as Statutory Auditor responsible for certifying sustainability for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

● SEVENTH RESOLUTION

Appointment of KPMG S.A. as Statutory Auditor responsible for certifying sustainability information

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, resolves to appoint KPMG S.A. as the Statutory Auditor responsible for certifying sustainability information for a period of six (6) financial years. This term of office will expire at the end of the Ordinary General Shareholders' Meeting convened to approve the financial statements for fiscal year 2030.

INFORMATION RELATING TO THE COMPENSATION OF CORPORATE OFFICERS, REFERRED TO IN I OF ARTICLE L. 22-10-9 OF THE FRENCH COMMERCIAL CODE (GLOBAL EX POST VOTING) (8th RESOLUTION)

OBJECTIVE

In accordance with Article L. 22-10-34 I of the French Commercial Code, the **eighth resolution** submits for your approval the report on compensation including the information referred to in Article L. 22-10-9 I of the French Commercial Code, relating to the components of compensation paid or awarded to Corporate Officers with respect to fiscal year 2024.

This information is presented in the 2024 Universal Registration Document, Chapter 3 (sections 3.2.2.2, 3.2.3.2 and 3.2.5.3).

● EIGHTH RESOLUTION

Approval of the information on the compensation of Corporate Officers for the fiscal year 2024 referred to in I of Article L. 22-10-9 of the French Commercial Code

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 I of the French Commercial Code, the information

referred to in Article L. 22-10-9 I of the French Commercial Code, as presented in the 2024 Universal Registration Document (Chapter 3, sections 3.2.2.2 – Compensation paid or awarded in 2024 to non-executive corporate officers, 3.2.3.2 – Compensation paid or awarded in 2024 to executive corporate officers and 3.2.5.3 – Compensation ratios).

APPROVAL OF COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS WITH RESPECT TO FISCAL YEAR 2024 (INDIVIDUAL EX POST VOTING) (9th TO 14th RESOLUTIONS)

OBJECTIVE

The General Meeting of May 27, 2025, will be asked to approve the remuneration of the executive Corporate Officers in office during fiscal year 2024.

In accordance with Article L. 22-10-34 II of the French Commercial Code, we submit for your approval the total compensation and benefits of any kind paid or awarded to Corporate Officers of the Publicis Groupe SA with respect to fiscal year 2024 for:

- Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024 (**ninth resolution**),
- Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 (**tenth resolution**) and Chairman and Chief Executive Officer as of May 29, 2024 (**fourteenth resolution**),
- Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024 (**eleventh resolution**),
- Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024 (**twelfth resolution**), and
- Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024 (**thirteenth resolution**).

These components of compensation were paid or awarded to each Corporate Officer, in accordance with the compensation policy approved for each Corporate Officer at the Combined General Shareholders' Meeting of May 29, 2024.

Following the Compensation Committee's recommendation, the Board of Directors sets the amounts of each component comprising the compensation to be paid or awarded with respect to fiscal year 2024 to each of the Company's Corporate Officers, after taking into account the votes on compensation at the previous annual General Shareholders' Meeting.

The components of the compensation with respect to fiscal year 2024, submitted to the shareholders' vote, for Mr. Maurice Lévy, Mr. Arthur Sadoun, Ms. Anne-Gabrielle Heilbronner, Mr. Loris Nold and Mr. Michel-Alain Proch are presented in the 2024 Universal Registration Document, Chapter 3 (sections 3.2.2.2 and 3.2.3.2).

● NINTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.2.2, § Compensation paid or awarded in 2024 to Mr. Maurice Lévy, Chairman of the Supervisory Board until May 29, 2024).

● TENTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 then Chairman and Chief Executive Officer, as of May 29, 2024).

● ELEVENTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Ms. Anne-Gabrielle Heilbronner, member of the Management Board until May 29, 2024).

● TWELFTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024, to May 29, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Loris Nold, member of the Management Board from February 8, 2024 to May 29, 2024).

● THIRTEENTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Michel-Alain Proch, member of the Management Board until February 8, 2024).

● FOURTEENTH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or awarded in respect of fiscal year 2024 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer, as of May 29, 2024, as presented

in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.2, § Compensation paid or awarded in 2024 to Mr. Arthur Sadoun, Chairman of the Management Board until May 29, 2024 then Chairman and Chief Executive Officer, as of May 29, 2024).

APPROVAL OF THE COMPENSATION POLICY FOR CORPORATE OFFICERS WITH RESPECT TO FISCAL YEAR 2025 (EX ANTE VOTING) (15th AND 16th RESOLUTIONS)

OBJECTIVE

By the **fifteenth** and the **sixteenth** resolutions, we submit for your approval the compensation policy applicable to Corporate Officers with respect to fiscal year 2025.

In accordance with Article L. 22-10-8 of the French Commercial Code, we submit for your approval the principles and criteria for determining, distributing and allocating fixed, variable and exceptional elements, where applicable, making up the total compensation and benefits of any kind, attributable respectively to Chairman and Chief Executive Officer (**fifteenth resolution**) as well as the compensation policy and budget for the Directors for fiscal year 2025 (**sixteenth resolution**).

It is specified that the overall compensation package for Directors would be increased from 1.5 million euros to 1.7 million euros, i.e. a 13% increase. This change, in line with market practices, would allow the Board to anticipate possible additional Board and/or Committee meetings during the year as well as the appointment of new members.

Following the recommendation of the Compensation Committee, the 2025 compensation policy for Corporate Officers was approved by the Board of Directors. It is in line with Publicis SAGroupe's social interests, contributes to its sustainability and is consistent with its business strategy. It is presented and detailed in the 2024 Universal Registration Document, Chapter 3 (sections 3.2.2.1 and 3.2.3.1).

● FIFTEENTH RESOLUTION

Approval of the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the components of the compensation policy for corporate officers, approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2025 as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.3.1 – Compensation policy for the Chairman and Chief Executive Officer).

● SIXTEENTH RESOLUTION

Approval of the compensation policy for the Directors with respect to fiscal year 2025

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, describing the components of the compensation policy for corporate officers, approves, pursuant to Article L. 22-10-8 II and L. 225-45 of the French Commercial Code, the compensation policy for the Company's Directors with respect to fiscal year 2025, as presented in the 2024 Universal Registration Document (Chapter 3, section 3.2.2.1 – Compensation policy for the Directors).

AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS ENTITLING THE COMPANY TO TRADE IN ITS OWN SHARES (17th RESOLUTION)

OBJECTIVE

During fiscal year 2024, the Board of Directors continued to implement the Company's share buyback policy, in accordance with the authorization granted at the 2024 General Shareholders' Meeting.

As of December 31, 2024, Publicis Groupe SA held **3,572,113** shares representing **1.40%** of its own share capital. The detailed report on the implementation of the Company's share buyback programs with respect to fiscal year 2024 is presented in the 2024 Universal Registration Document, Chapter 8 (section 8.3.3).

As the existing authorization expires on November 29, 2025, the **seventeenth resolution** submits for your approval the renewal of the authorization for the Board of Directors, for a period of eighteen (18) months, to implement the Company's share buyback policy with characteristics as follows:

- the maximum number of shares that can be purchased must not at any time exceed 10% of the shares making up the share capital;
- the maximum unit purchase price will be one hundred thirty (130) euros per share, excluding acquisition costs, it being specified that this price will not apply to share redemptions used to allow the Company to allot free shares to employees and/or Corporate Officers of the Company and the Group or when employees and/or Corporate Officers of the Company and Group exercise their stock options;
- the total maximum amount of this authorization is set at two billion one hundred fifty-four million four hundred thirty thousand four hundred seventy-six euros and fifty cents (2,154,430,476.50) net of costs;
- buybacks may not be implemented during a public offering for the Company's securities until expiry of the offering period.

This authorization can be used for the following purposes:

- allotting or selling shares to employees and/or Corporate Officers of the Company and/or of the Group in particular as part of the Company's profit-sharing scheme, by allotting free shares or granting stock options, or through company savings plans, or inter-company savings plans, under the terms and conditions provided for by the applicable regulations, or any other share-based compensation scheme;
- delivering shares to honor obligations in connection with instruments or securities that may confer entitlement to equity rights, whether by redemption, conversion, exchange, presentation of a warrant or by any other means giving right to the allocation of ordinary shares of the Company;
- conserving and subsequently delivering shares as a means of exchange in merger or spin-off transactions or as a contribution, as payment in the case of external growth transactions;
- stimulation of the secondary market or the liquidity of Publicis Groupe SA shares through the intermediary of an investment services provider acting pursuant to a liquidity agreement and in compliance with market practices accepted by the AMF (as modified, where applicable);
- cancelling all or part of the shares thus acquired, in accordance with the law and pursuant to the authorization granted by the eighteenth resolution of the Combined General Shareholders' Meeting.

The description of the buyback program is presented in the 2024 Universal Registration Document, Chapter 8 (section 8.3.3).

● SEVENTEENTH RESOLUTION

Authorization to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, having reviewed the report of the Board of Directors, and in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, authorizes the Board of Directors with the right to sub-delegate its authority in accordance with legal requirements and the Company's Articles of Incorporation, to purchase or arrange the purchase of the Company's shares for the following purposes:

- allotting or selling shares to employees and/or corporate officers of the Company and/or of the Group in particular as part of the Company's profit-sharing scheme, by allotting free shares or granting stock options, or through company savings plans, or inter-company savings plans, under the terms and conditions provided for by the applicable regulations, or any other share-based compensation scheme;
- delivering shares to honor obligations in connection with instruments or securities that may confer entitlement to equity rights, whether by redemption, conversion, exchange, presentation of a warrant or by any other means giving right to the allocation of ordinary shares of the Company;
- conserving and subsequently delivering shares as a means of exchange in merger or spin-off transactions or as a contribution, as payment in the case of external growth transactions;

- stimulation of the secondary market or the liquidity of Publicis Groupe SA shares through the intermediary of an investment services provider acting pursuant to a liquidity agreement and in compliance with market practices accepted by the AMF (as modified, where applicable);
- cancelling all or part of the shares thus acquired, in accordance with the law and pursuant to the authorization granted by the eighteenth resolution of the Combined General Shareholders' Meeting.

This program is also intended to enable the Company to trade in its own shares for any other authorized purpose or any other market practice that is currently authorized or accepted or may be authorized or accepted in the future by the laws and regulations in force. In such a case, the Company will inform its shareholders by issuing a press release.

The Company will be entitled to purchase its own shares, and sell or transfer shares redeemed, directly or through an investment service provider, in one or more transactions, at any time and by any means authorized by the laws and regulations in force, or that may come into force in the future, on regulated stock markets, multilateral trading facilities (MTFs), through systematic internalizers or over-the-counter, and, notably, by buying or selling blocks of shares, sale and repurchase agreements, through takeover bids or securities exchange bids, by using option mechanisms, derivative financial instruments, warrants or, more generally, securities giving access to shares in the Company (without limitation on the portion of the program that may be carried out by any of these means). The Company may also be entitled to hold and/or cancel shares redeemed subject to authorization by an extraordinary general shareholders' meeting, in compliance with applicable regulations.

However, the Board of Directors may not, unless previously authorized by a general shareholders' meeting, make use of this authorization from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

The share purchases may involve a number of shares limited as follows:

- the maximum number of shares that can be purchased during the buyback program shall not exceed 10% of the shares making up the Company's share capital on the date of each repurchase. This percentage will apply to the share capital as adjusted to reflect transactions affecting the share capital carried out subsequent to this Shareholders' Meeting. When shares are redeemed to promote liquidity in accordance with the requirements of the General Regulation of the AMF, the number of shares taken into account to calculate the 10% limit is equal to the number of shares purchased, less the number of shares resold during the authorization period;
- the number of shares purchased with a view to their retention or future delivery in connection with merger, spin-off or contribution transactions will not exceed 5% of the Company's share capital.

The maximum unit purchase price will be one hundred and thirty (130) euros, excluding acquisition costs, it being specified that this price will not apply to share buyback used for allocating free shares to employees and/or corporate officers of the Company and the Group or when they exercise stock options.

In the event of a change in the par value of shares or any transaction having an impact on shareholders' equity, the General Shareholders' Meeting delegates to the Board of Directors the power to adjust the aforementioned purchase price in order to take into account the impact of such transactions on the share price.

The Company's total amount used for share buyback under this authorization will not exceed two billion one hundred fifty-four million four hundred thirty thousand four hundred seventy-six euros and fifty cents (2,154,430,476.50) net of costs.

The General Shareholders' Meeting grants the Board of Directors, all powers, including the right to sub-delegate its authority, as permitted by laws and regulations and in accordance with the Company's Articles of Incorporation, to determine the modes and conditions of implementation, to allocate or reallocate the shares acquired to the various objectives in view of compliance with applicable laws and regulations, to execute all instruments, enter into all agreements, take all necessary measures to protect the rights of securities holders that may confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment, carry out all formalities, and, more generally, to do everything necessary to implement this resolution.

This authorization is granted for a period of eighteen (18) months from the date of the General Shareholders' Meeting.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authorization granted under the fifteenth resolution approved by the Combined General Shareholders' Meeting of May 29, 2024.

RESOLUTIONS WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

APPROVAL OF FINANCIAL DELEGATIONS AND AUTHORIZATIONS (18th TO 21st RESOLUTIONS)

OBJECTIVE

You are asked to approve the following resolutions (from the eighteenth to the twenty-first), which are intended to renew the financial delegations of authority and authorizations expiring in fiscal year 2025.

The table of delegations of authority and authorizations granted to the Board of Directors in financial matters is presented on pages 40 and 41 of this notice, and in the 2024 Universal Registration Document, Chapter 8 (section 8.3.1) and this notice of meeting. This table lists all currently valid delegations of authority and how the Board of Directors made use of them during the previous fiscal year.

AUTHORIZATION TO THE BOARD OF DIRECTORS, FOR A PERIOD OF TWENTY-SIX MONTHS, TO DECREASE THE CAPITAL VIA THE CANCELLATION OF ALL OR PART OF THE COMPANY'S SHARE CAPITAL (18th RESOLUTION)

OBJECTIF

You are asked to approve the **eighteenth resolution** to renew the authorization granted to the Board of Directors to decrease the Company's share capital via the cancellation of all or part of the Company's share capital it holds, or may hold, consecutive to any authorization to buy back shares granted by the General Shareholders' Meeting, in particular under the aforementioned seventeenth resolution, within the limit of 10% of the Company's share capital for periods of twenty-four (24) months.

It would allow the Board of Directors to decrease the capital, allocate the difference between the purchase value of the canceled shares and their par value on any additional paid-in capital account or available reserves. It would also allow to amend the Articles of Incorporation accordingly and to perform any necessary declarations or formalities.

This authorization will be granted for a period of twenty-six (26) months.

During the fiscal year 2024, the Company did not decrease the capital via the cancellation of all or part of the company's share capital.

You will find the Statutory Auditors' report relating to the eighteenth resolution on the Company's website at <https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>.

● EIGHTEENTH RESOLUTION

Authorization to the Board of Directors to decrease the capital via the cancellation of all or part of the Company's share capital

The General Shareholders' Meeting, voting in accordance with the quorum and majority conditions applicable to extraordinary shareholders' meetings and after having reviewed the report of the Board of Directors and the special report of Statutory Auditors, pursuant to Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, authorizes the Board of Directors to:

- decrease the Company's share capital by cancelling, at its own discretion, in one or more transactions, in the proportions and at the times of its choosing, within the limit of 10% of the share capital for periods of twenty-four (24) months (it being specified that this limit applies to an amount of the Company's capital which will, if necessary, be adjusted to take into account operations affecting it after this General Shareholders' Meeting), of all or part of the Publicis Groupe SA shares acquired under the share buyback programs authorized by the General Shareholders' Meeting pursuant to Article L. 22-10-62 of the French Commercial Code, in particular pursuant to the seventeenth resolution which precedes, and more generally treasury shares held by the Company;
- allocate the difference between the purchase value of the canceled shares and their par value on any additional paid-in capital account or available reserves of its choosing.

The General Shareholders' Meeting grants the Board of Directors all powers, including the right to sub-delegate its authority in accordance with legal requirements and the Company's Articles of Incorporation, to implement a decrease in capital via the cancellation of treasury shares authorized by this resolution, set the terms and the final amount, note the completion thereof, amend the Articles of Incorporation accordingly, and, in a general manner, perform all acts and formalities and take the necessary steps to carry out this authorization.

The General Shareholders' Meeting grants this authorization for twenty-six (26) months from this date.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the nineteenth resolution of the Combined General Shareholders' Meeting of May 31, 2023.

AUTHORIZATION TO GRANT STOCK OPTIONS AND/OR SHARE PURCHASE OPTIONS TO EMPLOYEES AND/OR CORPORATE OFFICERS OF THE COMPANY AND/OR OF COMPANIES OF THE GROUP (19th RESOLUTION)

OBJECTIVE

By the nineteenth resolution, you are asked to renew, for a period of thirty-eight months, the authorization given to the Board of Directors, to grant stock options and/or share purchase options in favor of employees and/or Corporate Officers of the Company or Group companies.

The total number of options granted may not give the right to a number of shares greater than 3% of the share capital, recorded on the date of their allocation by the Board of Directors. This ceiling will be deducted from the 3% ceiling mentioned in the twenty-fourth resolution (allocation of free shares to employees or Corporate Officers) adopted by the Combined General Meeting of May 29, 2024.

The exercise of the options granted under this authorization is subject to at least two performance conditions determined by the Board of Directors when making the allocation decision and measured over three years.

The number of options that may be granted to eligible Corporate Officers of the Company and/or Group companies may not give rise to the right to subscribe for or acquire a total number of shares representing, on the grant date, and taking into account the options already granted under this authorization, more than 0.3% of the share capital, as recorded on the date of their grant by the Board of Directors. The number of options that may be granted will be deducted from the aforementioned ceiling of 3% of the capital. This ceiling of 0.3% is common and global with that applicable to executives, mentioned in the twenty-fourth resolution (allocation of free shares to employees or Corporate Officers) adopted by the Combined General Meeting of May 29, 2024.

The options may be exercised by the beneficiaries within a maximum period of ten years from the date of grant by the Board of Directors.

This authorization entails the express waiver by the shareholders of their preferential subscription right in favor of the beneficiaries of the stock options.

The subscription or purchase price of the shares shall be set by the Board of Directors, without any possible discount, within the limits and in accordance with the terms and conditions provided for by law.

You will find the Statutory Auditors' report relating to the nineteenth resolution on the Company's website at <https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>.

● NINETEENTH RESOLUTION

Authorization to the Board of Directors, for a period of thirty-eight months, to grant stock options, entailing the waiver by shareholders of their preferential subscription rights, and/or rights for all or part employees and/or Corporate Officers of the Company or of companies of the Group to purchase shares

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-177, L. 225-186 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code:

1) authorizes the Board of Directors, which in turn, may delegate such authorization under the conditions provided for by law and by the Company's Articles of Incorporation, for a period of thirty-eight (38) months from the date of this General Shareholders' Meeting, to grant, on one or more occasions, to employees or certain categories of employees or to certain categories of staff as well as to eligible managing corporate officers, or to some of them, of the Company or of French or foreign companies or economic interest groupings that are directly or indirectly linked to it under the conditions pursuant to Article L. 225-180 of the French Commercial Code, and within the limits of the laws in force:

- options giving the right to subscribe to new Company shares to be issued by way of a capital increase and/or,
- options to purchase existing shares of the Company arising from repurchases made by the Company.

2) resolves that the subscription and purchase options that may be granted under this authorization may not give the right to subscribe for or acquire a total number of shares representing more than 3% of the share capital recorded on the date of their allocation by the Board of Directors, this figure not taking into account any adjustments that may be required to preserve the rights of beneficiaries if the Company carries out one of the pursuant to Article L. 225-181 of the French Commercial Code. This ceiling shall be deducted from the 3% ceiling mentioned in the twenty-fourth resolution (allocation of free shares to employees or corporate officers) adopted by the Combined General Shareholders' Meeting of May 29, 2024, or, where applicable, from the ceiling provided for in a similar resolution that may replace the said resolution during the period of validity of this authorization.

3) expressly makes the exercise of the options granted under this authorization subject to at least two performance conditions determined by the Board of Directors at the time of the decision to grant the options and measured over a three-year period.

4) resolves that the allocation of options made pursuant to this authorization may benefit, under the conditions provided for by law, the Company's eligible managing corporate officers that are part of management, provided that the exercise of the options is conditional on the achievement of at least two performance conditions determined by the Board of Directors at the time of the decision to allot the options and measured over three years. Resolves that the number of options that may be granted to eligible managing corporate officers of the Company may not give the right to subscribe for or acquire a total number of shares representing, on the allocation date and taking into account the options already granted under this authorization, more than 0.3% of the Company's share capital as recorded on the date of their allocation by the Board of Directors (subject to the possible adjustments mentioned above), which shall be deducted from the aforementioned ceiling of 3% of the share capital. This 0.3% ceiling is also common and global with the ceiling applicable to managers mentioned in the twenty-fourth resolution (allocation of free shares to employees or corporate officers) adopted by the Combined General Shareholders' Meeting of May 29, 2024, or, if applicable, from the ceiling provided for by a resolution of the same nature which may replace the said resolution during the period of validity of this authorization.

5) acknowledges that this authorization entails, in favor of the beneficiaries of the options, the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as and when the options are exercised and that the capital increase resulting from the exercise of subscription options will be definitively completed by the sole fact of the declaration of exercise of the option, supported by the subscription form and cash payment or by offsetting the corresponding amount against receivables.

6) resolves that the subscription or purchase price of the shares shall be set by the Board of Directors on the date on which the options are granted, without any possible discount, within the limits and in accordance with the procedures provided for by law. This price shall not be lower than the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the day on which the options are granted, rounded down to the nearest euro, nor, with respect to the call options, than the average purchase price of the treasury shares held by the Company, rounded down to the nearest euro.

7) resolves that the price and/or number of shares to be subscribed and/or purchased may be adjusted by the Company to preserve the rights of the beneficiaries if the Company carries out one of the transactions pursuant to Article L. 225-181 or R. 22-10-37 of the French Commercial Code.

8) resolves that, subject to the application of Articles L. 225-185 paragraph 4 of the French Commercial Code for the Company's eligible managing corporate officers, the options may be exercised by the beneficiaries within a maximum period of ten years from the vesting date of the options.

9) resolves to grant the Board of Directors the powers necessary to implement this resolution under the conditions determined above and within the legal or regulatory limits, which the Board of Directors may in turn delegate under the conditions provided for by law and by the Company's Articles of Incorporation, and in particular for the purposes of:

- determining the dates of each, set the conditions under which the options shall be granted and exercised, draw up the list of option beneficiaries, the number of options offered to each of them and the performance condition(s) to which the exercise of the options shall be subject;
- deciding on the possible prohibition of immediate resale of the shares that will be purchased and/or subscribed, it being specified that, with regard to the options granted to the Company's eligible managing corporate officers, the Board of Directors must either decide that the options may not be exercised by the interested parties before the termination of their duties, or set the quantity of shares resulting from the exercise of options that they will be required to keep in registered form until the termination of their duties;
- setting the vesting date, even retroactively, of the new shares resulting from the exercise of the Company's share subscription options to be issued;
- setting the period(s) for exercising the options, it being specified that the Board of Directors may provide for the right to temporarily suspend the exercise of options under the legal and regulatory conditions;
- deciding the conditions under which the price and number of shares to be subscribed or purchased shall be adjusted, namely in the cases provided for by law;
- limiting, restricting or prohibiting the exercise of the options during certain periods or as from certain events, its decision being able to relate to all or part of the options and to all or part of the beneficiaries;
- determining, without exceeding ten years from the vesting date of the options, the period during which the beneficiaries may exercise their options as well as the exercise periods of the options;
- recording the completion of the capital increases up to the amount of the shares that shall be effectively taken up by the exercise of the subscription options, amending the Articles of Incorporation accordingly, entering into all agreements, taking all measures, carrying out or arranging to carry out all acts and formalities, and generally doing all that is necessary for the implementation of this authorization;
- charging the costs of the capital increases against the amount of the premiums relating to these operations and deducting from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase and carrying out all formalities necessary for the listing of the securities thus issued, filing all declarations to all organizations and doing all that may be otherwise required.

10) acknowledges that this authorization terminates, with immediate effect, the unused portion and the unexpired period of the authorization granted by the Combined General Shareholders' Meeting of 25 May 2022, by the vote of its twenty-sixth resolution.

DELEGATION OF AUTHORITY TO IMPLEMENT ONE OR MORE CAPITAL INCREASES, IN FAVOR OF SUBSCRIBERS TO A COMPANY SAVINGS PLAN (20th RESOLUTION) OR CERTAIN CATEGORIES OF BENEFICIARIES IN THE CONTEXT OF EMPLOYEE SHARE OWNERSHIP PLANS (21st RESOLUTION), WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

OBJECTIVE

You are asked, by the **twentieth and twenty-first resolutions** to delegate authority to the Board of Directors, to carry out capital increases, without preferential subscription rights, in favor of:

- members of one or several savings plans in the Company or one of the Group's French or foreign companies (**twentieth resolution**);
- categories of beneficiaries who do not benefit from the system provided for in the aforementioned twentieth resolution, within the context of employee share ownership plans (**twenty-first resolution**).

The purpose of the **twenty-first resolution** is to allow employees and Corporate Officers located in countries where it is not possible, for local reasons (regulations, taxes or other circumstances) to offer shares on a secure basis through a Company investment fund (FCPE), to benefit from share ownership schemes equivalent in terms of economic profile to those available to other Publicis Groupe employees and Corporate Officers.

The maximum nominal amount of the capital increase that may be carried out under these two delegations of authority will not exceed 2.8 million euros. This maximum amount will be set against the total maximum amount of 30 million euros.

If the Board of Directors decided to increase the share capital, on one or more occasions, pursuant to these delegations of authority, the share subscription price would be set in accordance with applicable legal provisions.

The **twentieth resolution** will be granted for a period of twenty-six (26) months and the **twenty-first resolution** will be granted for a period of eighteen (18) months.

You will find the Statutory Auditors' reports relating to the twentieth and twenty-first resolutions on the Company's website at <https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>.

● TWENTIETH RESOLUTION

Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of subscribers to a Company savings plan

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of the Board of Directors and the Statutory Auditors' special report, and voting in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labor Code and Articles L. 225-129 *et seq.*, L. 225-138, L. 225-138-1, L. 228-91 *et seq.* of the French Commercial Code:

1) delegates its authority to the Board of Directors, which in turn, may delegate such authority under the conditions provided for by law and by the Company's Articles of Incorporation, to decide whether to increase the share capital, on one or more occasions, under the conditions provided for in Articles L. 3332-18 *et seq.* of the French Labor Code, by issuing, for valuable consideration or free of charge, ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by subscription, conversion, exchange, reimbursement, presentation of a warrant or by any other means, to ordinary shares to be issued by the Company or one of its direct or indirect subsidiaries, as the case may be, reserved for the subscribers of one or more Company savings plans (or any other plan to the subscribers of which Articles L. 3332-1 *et seq.* of the French Labor Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions) of the Company and of the French or foreign companies that are linked to it under the conditions of Article L.225-180 of the French Commercial Code and of Articles L. 3344-1 *et seq.* of the French Labor Code. This resolution may be used for the purpose of implementing leveraged plans.

It is specified that the issue of preferred shares as well as the issue of securities giving access to preferred shares are excluded.

2) resolves that the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this resolution, may not exceed two million eight hundred thousand (2,800,000) euros or its equivalent in any other authorized currency or in a monetary unit established by reference to several currencies (assessed on the date of the decision of the Board of Directors, or its delegated entity, deciding on the capital increase), it being specified that this ceiling is common to the capital increases that may be carried out pursuant to this resolution and to the twenty-first resolution hereafter.

It is hereby stipulated that:

- the nominal amount of ordinary shares to be issued may be added to this ceiling, where applicable, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's share capital in accordance with the legal and regulatory provisions, and where applicable, the contractual provisions providing for other cases of adjustment;
- the maximum nominal amount of the capital increases that may be carried out, immediately or in the future, by virtue of this resolution shall be deducted from the overall ceiling of thirty million (30,000,000) euros provided for in paragraph 2 of the sixteenth resolution submitted to the May 29, 2024 General Shareholders' Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation.

3) resolves that the issue price of the shares issued pursuant to this delegation or the issue price of the securities giving access to the Company's share capital and the number of shares to which the conversion, redemption and, more generally, transformation of each security which may entitle to share capital, shall be determined under the conditions set out in Articles L. 3332-18 *et seq.* of the French Labor Code, by applying a maximum discount of 30% to the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the date of the decision of the Board of Directors (or 40% when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or greater than ten years), or of its delegated entity, setting the opening date of the subscription period. However, the general shareholders' meeting authorizes the Board of Directors, if it deems it appropriate, to reduce or eliminate the discount to namely take into account the legal, accounting, tax and social security frameworks applicable locally.

4) resolves that, pursuant to Article L. 3332-21 of the French Labor Code, the Board of Directors may also decide to allocate, free of charge, to the aforementioned beneficiaries, shares to be issued or already issued or other securities giving access to the Company's share capital to be issued or already issued, as the case may be, by way of discount, provided that the financial equivalent taken into account, valued at the subscription price, does not have the effect of exceeding the limits provided for in Articles L. 3332-11, L. 3332-12, L. 3332-13 and L. 3332-19 of the French Labor Code and that the characteristics of the other securities giving access to the Company's share capital shall be determined by the Board of Directors under the conditions set out by the applicable regulations.

5) resolves to cancel, in favor of the beneficiaries indicated hereabove, the shareholders' preferential subscription rights to the shares and/or securities that may be issued pursuant to this resolution in favor of the subscribers of a company savings plans, said shareholders also waiving any right to the free allocation of shares or securities that may be issued on the basis of this delegation.

6) also resolves that, in the event that the beneficiaries have not subscribed to the entire capital increase within the time limit, the capital increase shall only be carried out up to the amount of the subscribed shares, and that the unsubscribed shares may be offered again to the beneficiaries concerned in the context of a subsequent capital increase.

7) authorizes the Board of Directors, in accordance with the terms of this delegation, to sell shares to subscribers of a company or group savings plan (or similar plan) as provided for in Article L. 3332-24 of the French Labor Code, it being specified that sales of shares made at a discount to subscribers of one or more Company savings plans referred to in this delegation shall be deducted up to the nominal amount of the shares thus sold from the ceilings referred to in paragraph 2 above;

8) resolves that the Board of Directors shall have full powers, which it may in turn, delegate, under the conditions provided for by law and by the Company's Articles of Incorporation, to implement this delegation and, namely for the purposes of:

- setting the terms and conditions of the capital increases and determining the dates, terms and conditions of the issues to be carried out pursuant to this resolution;
- setting the subscription opening and closing dates, the price, the vesting date of the securities issued, the terms of payment of the shares, and setting deadlines for their payment;
- establishing, in accordance with the law, the list of companies for which the aforementioned beneficiaries will be able to subscribe to the shares or securities giving access to the capital thus issued and benefit, if necessary, from the shares or securities giving access to the capital allotted free of charge;
- deciding that subscriptions may be made directly by the beneficiaries, members of a company or group savings scheme (or similar scheme), or through company mutual funds or any other structures or entities permitted by the applicable legal or regulatory provisions;
- in the event of the issue of debt securities, determining all the characteristics and terms of these securities (specifically their fixed or open-ended term, their subordinated or unsubordinated nature and their compensation) and amending, during the life of these securities, the terms and characteristics referred to above, in compliance with the applicable formalities;
- providing for the right to suspend the exercise of rights attached to shares or securities giving access to the capital in accordance with legal and regulatory provisions;
- determining and making any adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by means of incorporation of reserves, profits or share premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves or premiums or of any other assets, or a capital redemption, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and determining, in accordance with the legal and regulatory provisions and, where applicable, with the contractual provisions providing for other methods of preservation, any method making it possible to ensure the preservation of the rights of the holders of securities giving access to the Company's

capital or of beneficiaries of share subscription or purchase options or free share allocations;

- in the event of a free allocation of shares or securities giving access to the capital, determining the nature, the number of shares or securities giving access to the capital as well as their terms and characteristics, the number to be allotted to each beneficiary, and setting the dates, deadlines, the number to be allotted to each beneficiary, and determining the dates, deadlines, terms and conditions for the allocation of these shares or securities access to the capital within the legal and regulatory limits in force and, specifically, choosing either to substitute the allocation of these shares or securities access to the capital in whole or in part for the discounts in relation to the issue price referred to above, or deducting the equivalent value of these shares or securities from the total amount of the contribution, or to combine these two options;
- recording the completion of the capital increases up to the amount of shares or securities access to the capital that shall be effectively taken up and amending the Articles of Incorporation accordingly;
- charging, if necessary, the costs of the capital increases to the amount of the premiums relating to these increases and, if it deems it appropriate, deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- in general, entering into all agreements, taking all measures and carrying out all formalities useful or necessary for the issues referred to above, for the listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

9) resolves to set the term of this delegation at twenty-six (26) months as of today's date.

10) acknowledges that this delegation of authority terminates with immediate effect, the unused portion and unexpired period of the authorization granted by the Combined General Shareholders' Meeting of May 29, 2024, by the vote of its twenty-fifth resolution.

● TWENTY-FIRST RESOLUTION

Delegation of authority to the Board of Directors, for a period of eighteen months, to decide to issue ordinary shares in the Company or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the report of Board of Directors and the Statutory Auditors' special report, and voting in accordance with the provisions of Articles L. 225-129 *et seq.* and namely Articles L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:

1) delegates its authority to the Board of Directors, which in turn, may delegate such authority under the conditions provided for by law and by the Company's Articles of Incorporation, to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, both in France and abroad, by issuing, for valuable consideration or free of

charge, ordinary shares and/or any securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access by any means, immediately or in the future, at any time or on a determined date, by subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, through ordinary shares to be issued by the Company or one of its direct or indirect subsidiaries (including equity securities giving the right to the allocation of debt securities), as the case may be, reserved to persons meeting the characteristics of the categories (or one of the categories) defined hereafter.

2) resolves that the maximum nominal amount of the capital increase that may be carried out, immediately or in the future, pursuant to this resolution may not exceed two million eight hundred thousand (2,800,000) euros or its equivalent in any other authorized currency or in a monetary unit established by reference to several currencies, it being specified that this ceiling is common to the capital increases that may be carried out pursuant to this resolution and to the twentieth resolution hereabove.

It is hereby stipulated that:

- to this ceiling shall be added, where applicable, the nominal amount of shares that may be issued in addition, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the Company's share capital in accordance with the legal and regulatory provisions, and where applicable, the contractual provisions providing for other cases of adjustment;
- the maximum nominal amount of the capital increases that may be carried out by virtue of this resolution shall be deducted from the overall ceiling of thirty million (30,000,000) euros provided for in paragraph 2 of the sixteenth resolution submitted to the May 29, 2024 General Shareholders' Meeting or, where applicable, from the amount of the overall ceiling that may be provided for by a resolution of the same nature that may replace said resolution during the period of validity of this delegation.

3) resolves to cancel, in favor of the beneficiaries listed below, shareholders' preferential subscription rights to the shares and/or securities that may be issued pursuant to this resolution, which also entails the waiver by shareholders of their preferential subscription rights to the ordinary shares of the Company to which the securities issued on the basis of this delegation may entitle them, and to reserve the right to offer them to categories of beneficiaries meeting the following characteristics:

- a)** all or part of the employees and corporate officers of Group companies related to the Company under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code and having their registered office outside France; and/or
- b)** undertakings for collective investment in securities (UCITS) or other French or foreign entities, with or without legal personality, for employee shareholding invested in the company's securities, for which the unit holders or shareholders will be the persons mentioned in (a) of this paragraph; and/or

c) any banking institution or subsidiary of such an institution acting at the request of the Company for the purposes of setting up a shareholding or savings plan for the benefit of the persons mentioned in (a) of this paragraph insofar as the subscription of the person authorized in accordance with this resolution would enable the employees of subsidiaries located abroad to benefit from employee shareholding or savings formulas equivalent in terms of economic advantage to those which would benefit the other employees of the Group.

It is specified that this resolution may be used for the purpose of implementing leveraged plans.

4) resolves that the issue price of each share of the Company shall be set by the Board of Directors by applying a maximum discount of 30% on the average of the opening prices of the Company shares on the regulated market, Euronext Paris, during the twenty trading days preceding the decision date of the Board of Directors, or its delegated company, setting the subscription price of the capital increase or, in the event of a capital increase concomitant with a capital increase reserved for subscribers of a savings plan, the subscription price of such capital increase (twentieth resolution hereabove). However, the general shareholders' meeting authorizes the Board of Directors, if it deems it appropriate, to reduce or eliminate the discount to namely take into account the legal, accounting, tax and social security frameworks applicable locally.

5) it is specified that the issue of preferred shares as well as the issue of securities giving access to preferred shares are excluded.

6) resolves that the Board of Directors shall have all powers (including the power to postpone) which it may in turn delegate, under the conditions laid down by law, to implement this delegation, and, namely for the purposes of:

- determining the date, the amount of the issues and the issue price of the new shares to be issued as well as the other terms of the issue, including the time limits, the subscription conditions, the date of entitlement to dividends, even retroactively, and the method of paying up the said shares;
- establishing the list of beneficiaries of the cancellation of the preferential subscription rights within the categories defined above, as well as the number of shares to be subscribed by each of them;
- setting the opening and closing dates of the subscription periods;
- charging, if necessary, the costs of the capital increases to the amount of the premiums relating to these increases and, if it deems it appropriate, deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;
- determining and making any adjustments to take into account the impact of transactions on the Company's capital or equity, in particular in the event of a change in the par value of the share, a capital increase by means of incorporation of reserves, profits or share premiums, a free allocation of shares, a stock split or reverse stock split, the distribution of dividends, reserves

or premiums or of any other assets, or a capital redemption, or any other transaction affecting the capital or shareholders' equity (including in the event of a public offering and/or change of control), and determining, in accordance with the legal and regulatory provisions and, where applicable, with the contractual provisions providing for other methods of preservation, any method making it possible to ensure the preservation of the rights of the holders of securities giving access to the Company's capital or of beneficiaries of share subscription or purchase options or free share allocations;

- taking all measures needed for the issuances to take place;
- recording the completion of the capital increases up to the amount of shares or securities giving access to the capital that shall be effectively taken up and amending the Articles of Incorporation accordingly, as well as proceeding to all formalities and declarations and requesting all authorizations that may be necessary to carry out and successfully complete these issues;
- in general, enter into all agreements, take all measures and carry out all formalities useful or necessary for the issues referred to above, for the listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto.

7) decide that this delegation shall be granted for a period of eighteen (18) months from the date of this General Shareholders' Meeting.

8) this delegation terminates, with immediate effect, the unused portion and the unexpired period of the delegation granted by the Combined General Meeting of 29 May 2024, by the vote of its twenty-sixth resolution.

AMENDMENTS TO THE ARTICLES OF INCORPORATION (22nd RESOLUTION)

OBJECTIVE

By the twenty-second resolution, you are asked to amend articles 12, 13 and 19 of the Articles of Incorporation pursuant to law n° 2024-537 of June 13, 2024, aiming to increase business financing and France's attractiveness and to decree n° 2024-904 of October 8, 2024, regarding the implementation of measures to modernize the procedures for meeting and consultations of decision-making bodies in certain forms of commercial companies.

The proposed amendments aim to make the organization of meetings and decision-making within the Board of Directors more flexible, as well as to formalize the live and recorded broadcasting of your General Meeting in the Articles of Incorporation.

● TWENTY-SECOND RESOLUTION

Amendment to the Articles of Incorporation: amendment to articles 12, 13 et 19 of the Articles of Incorporation

The General Shareholders' Meeting, voting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, having reviewed the report of the Board of Directors, resolves that, pursuant to law n°2024-537 of June 13, 2024, aiming to increase business financing and France's attractiveness and to decree n°2024-904 of Octobre 8, 2024, regarding the implementation of measures to modernize the

procedures for meetings and consultations of decision-making bodies in certain forms of commercial companies, to amend:

a) the Article 12 of the Articles of Incorporation relating to decisions of the Board of Directors taken by written consultation and the use of absentee ballot.

Paragraphs V and VI of Article 12 of the Articles of Incorporation are now amended to read as follows:

ARTICLE 12 - DELIBERATION	ARTICLE 12 - DELIBERATION
FORMER VERSION	NEW VERSION
<p>V - Decisions relating to the specific powers of the Board of Directors as referred to in the third paragraph of article L. 225-37 may be taken by written consultation of the administrators.</p>	<p>V - Decisions of the Board of Directors may be taken by written consultation of the directors, including by electronic means, provided that no director objects.</p> <p>The Chairman of the Board of Directors (or any other person authorized to convene the Board) invites, directly or through the Secretary of the Board of Directors, the Directors to express their opinion through written consultation on a draft decision(s) that is transmitted to them. The consultation is sent by any means.</p> <p>The Directors must respond within a reasonable timeframe determined by the author of the consultation, considering the context and nature of the decisions to be made.</p> <p>If they do not respond within this period, unless an extension is granted by the author of the consultation, they are deemed not to have participated in the consultation.</p> <p>If any of the Directors object to the decision being made through written consultation, they must communicate their opposition to the Chairman of the Board of Directors (or the author of the consultation) by any written means; the opposition must be received by the Chairman within the timeframe specified in the consultation.</p> <p>The decision can only be adopted if it is supported by a majority of the Directors who participated in the written consultation, and these Directors must represent at least half of the active members of the Board of Directors. In the event of a tie, the Chairman's vote is decisive.</p> <p>The Internal Rules and Regulations of the Board of Directors may provide for additional consultation procedures, if applicable.</p> <p>VI - Directors who so request, and with the agreement of the Chairman of the Board of Directors, may vote by correspondence, under the conditions set forth by applicable legal and regulatory provisions, prior to the meeting of the Board of Directors, using a form provided by the Company.</p>

ARTICLE 12 - DELIBERATION	ARTICLE 12 - DELIBERATION
FORMER VERSION	NEW VERSION
<p>VI - The deliberations of the Board of Directors shall be recorded in minutes in a special register, which may be in electronic form, in accordance with the laws and regulations in force.</p> <p>Copies or excerpts from such minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, the administrator temporarily acting as Chairman or the designated Secretary.</p>	<p>VII - The deliberations and decisions of the Board of Directors shall be recorded in minutes in a special register, which may be in electronic form, in accordance with the laws and regulations in force.</p> <p>Copies or excerpts from such minutes shall be certified by the Chairman of the Board of Directors, the Chief Executive Officer, the directors temporarily acting as Chairman or the designated Secretary.</p>

The rest of the article remains unchanged.

b) the Article 13 of the Articles of Incorporation related to the powers of the Board of Directors.

The first paragraph of Article 13 of the Articles of Incorporation is now amended to read as follows:

ARTICLE 13 - POWERS OF THE BOARD OF DIRECTORS	ARTICLE 13 - POWERS OF THE BOARD OF DIRECTORS
FORMER VERSION	NEW VERSION
<p>I - The Board of Directors determines the direction of the Company's activities and ensures their implementation in accordance with the Company's best interests, taking into account the social, environmental, cultural and sporting challenges of its activities.</p>	<p>I - The Board of Directors determines the direction of the Company's activities and ensures their implementation in accordance with the Company's best interests, taking into account the social and environmental challenges of its activities.</p>

The rest of the article remains unchanged.

c) the Article 19 of the Articles of Incorporation related to general provisions of general shareholders' meeting.

The last paragraph of Article 19 of the Articles of Incorporation is now amended to read as follows:

ARTICLE 19 - GENERAL PROVISIONS	ARTICLE 19 - GENERAL PROVISIONS
FORMER VERSION	NEW VERSION
<p>At the time the General Shareholders' Meeting is convened, the Board of Directors can authorise that the General Shareholders' Meeting be publicly broadcast by means of videoconferencing or any means of telecommunication or remote transmission, including the Internet.</p>	<p>The General Shareholders' Meeting is broadcast live and recorded, unless technical reasons make it impossible or seriously disrupt the broadcast. The recording of the General Shareholders' Meeting can be viewed on the Company's website, under the conditions, forms, and within the time limits set by law.</p>

The rest of the article remains unchanged.



RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

POWERS TO CARRY OUT FORMALITIES (23rd RESOLUTION)

OBJECTIVE

The **twenty-third** resolution is the usual resolution regarding the powers granted to carry out all formalities relating to the resolutions adopted at the General Shareholders' Meeting.

● TWENTY-THIRD RESOLUTION

Powers to carry out formalities

The General Shareholders' Meeting grants all powers to the bearer of a copy or excerpts of the minutes of this Shareholders' Meeting to carry out all legal and other formalities that may be required.



DOCUMENTS AND INFORMATION REQUEST FORM

Please return to
Publicis Groupe, Investors Relations
133, avenue des Champs-Élysées, 75008 Paris, France

I the undersigned: ☐ Mr. ☐ Mrs.

Surname Given names

Adress

Postal code City/State

Country Holder of shares.....

hereby request the Company to send to the above address documents and information as provided in article R. 225-83 of the French Commercial Code, in preparation for the Combined General Meeting to be held on May 27, 2025.

Signed at (place)..... on..... / / 2025

Signature :

Note: Paragraph 3 of Article R. 225-88 of the French Commercial Code provides for holders of registered shares to receive, on sending a written request for this purpose, documents and information covered by Articles R. 225-81 and R. 225-83 of the same Code for each subsequent meeting of shareholders.

Joint stock company with a Board of Directors
with a share capital of €101,724,744
Head Office: 133, avenue des Champs-Élysées, 75008 Paris - France
542 080 601 RCS Paris, SIRET 542 080 601 00017, APE 7010Z, Tel. + 33 (0)1 44 43 70 00





E-CONVOCAATION OPTION FORM

As a Publicis Groupe SA registered shareholder, you are sent convening notices for the General Shareholders' Meeting every year. Publicis Groupe SA is offering you the option to receive the convening notice electronically as of the next General Shareholders' Meeting. This e-convocation will replace the convening notice usually sent by post.

E-convocation to General Meetings is simple, secure and eco-friendly!

To opt for e-convocation, you can simply do one of the following:

- Log in directly to the "e-consent" section on the website <https://www.investor.uptevia.com>;
- Complete the reply form below by clearly indicating your last name, first name, date of birth and email address, then send it by post to Uptevia.

REPLY FORM TO OPT FOR E-CONVOCAATION

Send a postal letter to the attention of:

Uptevia
Service Assemblées Générales
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

I wish to benefit from electronic communication services relating to my shareholder's account concerning general shareholders' meetings, and thus to receive by email:

- my convocation and the documentation relating to general shareholder's meetings of PUBLICIS GROUPE SA
- I have therefore completed the following fields (all fields are mandatory and must be completed in capital letters):

☐ Mr. ☐ Mrs.

Name (or Company name):

First name:

Date of birth (mm/dd/yyyy):

Email address:@.....

Completed at: on

Signature

Your personal data is subject to processing, for which the controller is Publicis Groupe, a société anonyme (public limited company) registered under number 542 080 601, located at 133 Avenue des Champs Élysées in Paris (75008), to enable its shareholders to consent to receiving the convening notices for the General Meeting of Shareholders by email. Processing is based on your consent. The personal data gathered (surname, first name, date of birth, email address) will be shared with Uptevia and the external service providers used by the controller. It will be stored for the entire duration of the convocation service by electronic means and destroyed within 3 years after termination of the service and/or closure of your securities account.

You can access your data, rectify it, request its erasure or exercise your right to limit its processing. You can withdraw your consent to the processing of your data at any time. You can also object to the processing of your data and exercise your right to data portability. Visit the cnil.fr website for more information about your rights. To exercise your rights or for any questions regarding the processing of your data by this system, please contact our Data Protection Officer at the following address: privacyofficer@publicisgroupe.com. If, after contacting us, you believe that your privacy rights have not been respected, you can file a complaint before the CNIL.



**Publicis
Consultants**

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PUBLICIS GROUPE SA

Joint stock company with a Board of Directors
with a share capital of €101,724,744
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