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**REPORT OF THE BOARD OF DIRECTORS
ON THE RESOLUTIONS SUBMITTED TO THE
COMBINED GENERAL SHAREHOLDERS' MEETING
OF PUBLICIS GROUPE S.A. OF MAY 27, 2026**

Dear Shareholders,

We have called this Combined General Shareholders' Meeting to deliberate on the following agenda:

Within the powers of the Ordinary General Shareholders' Meeting:

1. Approval of the corporate financial statements for fiscal year 2025 (1st resolution);
2. Approval of the consolidated financial statements for fiscal year 2025 (2nd resolution);
3. Allocation of the net income for fiscal year 2025 and declaration of dividend (3rd resolution);
4. Special report of the Statutory Auditors on agreements referred to in Article L. 225-38 of the French Commercial Code (4th resolution);
5. Renewal of the term of office of Mr. Tidjane Thiam as Director (5th resolution);
6. Appointment of Mr. Benjamin Badinter as Director (6th resolution);
7. Approval of the information on the compensation of Corporate Officers for the fiscal year 2025 referred to in I of Article L. 22-10-9 of the French Commercial Code (7th resolution);
8. Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2025 to Mr. Arthur Sadoun, Chairman and Chief Executive Officer (8th resolution);
9. Approval of the compensation policy for the Chairman and Chief Executive Officer with respect to fiscal year 2026 (9th resolution);
10. Approval of the compensation policy for the Directors with respect to fiscal year 2026 (10th resolution);
11. Authorization to the Board of Directors, for a period of eighteen months, to allow the Company to trade in its own shares (11th resolution);

Within the powers of the Extraordinary General Shareholders' Meeting:

12. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue, with preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries (12th resolution);
13. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue, without preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, by public offerings different from those referred to in 1^o of Article L. 411-2 of the French Monetary and Financial Code (13th resolution);

14. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue, without preferential subscription rights, ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, by public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (14th resolution);
15. Delegation of authority to the Board of Directors, for a period of twenty-six months, to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, within the limit of 15% of the original issue carried out in pursuance of the thirteenth to the fourteenth resolutions put before this Shareholders' Meeting (15th resolution).
16. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to increase the share capital by incorporating reserves, earnings, premiums or other sums (16th resolution);
17. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in the event of a public offering initiated by the Company (17th resolution);
18. Delegation of authority to the Board of Directors, for a period of twenty-six months, to decide to issue ordinary shares in the Company and/or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, to remunerate the contribution in kind granted to the Company and constituting shares and/or securities giving access to share capital, except in the case of a public exchange offering initiated by the Company (18th resolution);
19. Delegation of authority to the Board of Directors, for a period of eighteen months, to decide to issue ordinary shares or securities giving access to ordinary shares in the Company or one of its subsidiaries, without preferential subscription rights, in favor of one or more specifically designated person(s) (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 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);

Within the powers of the Ordinary General Shareholders' Meeting:

22. Powers to carry out formalities (22nd resolution).

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of the financial statements for fiscal year 2025, allocation of net income and declaration of dividend (1st, 2nd and 3rd resolutions)

We submit for your approval Publicis Groupe S.A.'s corporate financial statements (**first resolution**) and consolidated financial statements (**second resolution**) for the fiscal year ended December 31, 2025, as submitted.

The Company's corporate financial statements for fiscal year ended December 31, 2025 show a net income of **1,045,843,188.06 euro**. The Groupe's consolidated financial statements show a net income of **1,653 million euro**.

Detailed information on the corporate and consolidated financial statements, the Statutory auditors' reports and the Groupe's business activities for fiscal year 2025 are presented in the 2025 Universal Registration Document, Chapters 5, 6 and 7.

We submit for your approval the **third resolution** regarding the allocation of net income for fiscal year 2025 and dividend payments, paid entirely in cash, of **3.75 euro per share**, up from 3.60 euro per share in the previous fiscal year. This represents a **payout ratio of 50.1%** of diluted headline net earnings per share and a **4.2%** increase over the previous fiscal year.

The ex-dividend date will be **July 1st, 2026** and the dividend will be paid on **July 3, 2026**. Withholding taxes on dividend payments are detailed in the third resolution.

Regulated agreements (4th resolution)

We submit for your approval the **fourth resolution** on the Statutory auditors' special report on related-party agreements and inform shareholders that no new agreements, under Article L. 225-38 of the French Commercial Code, were entered into during fiscal year ended December 31, 2025.

The Statutory auditors' special report on regulated agreements is presented in the 2025 Universal Registration Document, Chapter 3, Section 3.4.

Composition of the Board of Directors (5th and 6th resolutions)

The Board of Directors, acting on the recommendation of the Nominating Committee, submits for your approval the renewal of Tidjane Thiam's mandate as Director, whose term of office expires at the end of this Ordinary General Shareholder's Meeting (**fifth resolution**), and the appointment of Benjamin Badinter as Director (**sixth resolution**).

The Board of Directors and the Nominating Committee have confirmed the availability of members who are up for renewal or appointment, ensuring their active participation in board proceedings.

Following the General Shareholders' Meeting of May 27, 2026, subject to shareholders' approval, the Board of Directors would be composed of 13 members, including 2 Directors representing employees. It would maintain a balanced gender representation, with 45% women and 55% men, as well as a strong diversity of profiles and experience, with 64% of members being of nationality other than French. The independence rate would temporarily stand at 45.45%, i.e. at a level slightly below the threshold recommended by the Afep-Medef Code. The Board of Directors, with the support of the Nominating Committee, which remains fully mobilized on this matter, is actively pursuing the steps initiated at the end of 2024: in order to strengthen the Board's independence and expertise.

Further information, changes to the composition of the Board can be found in the 2025 Universal Registration Document, Chapter 3, section 3.1.2.9.

Renewal of Tidjane Thiam as Director (5th resolution)

Tidjane Thiam's mandate as an independent Director expires at the close of the General Shareholders' Meeting of May 27, 2026. The **fifth resolution** submits for your approval the renewal of his mandate for a term of four years, expiring at the end of the General Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2029.

Tidjane Thiam brings recognized expertise in finance, governance, and risk management to the Board, cultivated through his distinguished international career in both the private and public sectors. In addition to his strategic leadership of large-scale projects with significant socio-economic impact, he has in-depth knowledge of Asian and African markets.

His extensive experience with major financial institutions and international organizations is a significant asset to the Board. He has made valuable contributions to the assessment of the Groupe's strategic investments by providing high-quality analysis and sound judgment.

Renewing his mandate would allow the Board to continue to benefit from his expertise and perspective, both of which are essential to its work. It would also contribute to the continuity and quality of the Group's governance.

You can find the profile of Tidjane Thiam in the **appendix** of this report.

Appointment of Benjamin Badinter as Director (6th resolution)

The proposal to appoint Benjamin Badinter as Director follows Simon Badinter's decision not to seek the renewal of his mandate, whose term will therefore expire at the end of the General Shareholders' meeting of May 27, 2026. The Board of Directors would like to express its sincere gratitude to Simon Badinter for his steadfast dedication and outstanding contributions to the development and governance of the Publicis Groupe over the past 26 years.

The **sixth resolution** submits for your approval the appointment of Benjamin Badinter as Director for a four-year term of office, expiring at the end of the General Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2029.

The proposed appointment of Benjamin Badinter, Élisabeth Badinter's son, is part of a strategy to ensure continuity in the Groupe's governance. This strategy aims to preserve the Groupe's founding values for the benefit of employees, shareholders, and all stakeholders. Benjamin Badinter has extensive experience in the advertising and media sector, as well as in-depth knowledge of the Groupe through his role as Chairman of the Board of Directors of Métrobus. He has headed Mediavision, France's leading cinema advertising agency, since 2002.

You can find the profile of Benjamin Badinter in the **appendix** of this report.

Information relating to the compensation of corporate officers, referred to in Article L. 22-10-9 I of the French Commercial Code (global *ex post* voting) (7th resolution).

In accordance with Article L. 22-10-34 I of the French Commercial Code, the **seventh 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 2025.

This information is presented in the 2025 Universal Registration Document, Chapter 3 (sections 3.2.2.2, 3.2.3.2 and 3.2.5.3)

Approval of compensation paid or awarded to the Chairman and Chief Executive Officer with respect to fiscal year 2025 (individual *ex post* voting) (8th resolution)

In accordance with Article L. 22-10-34 II of the French Commercial Code, the **eighth resolution** submits for your approval the total compensation and benefits of any kind paid or awarded to the Chairman and Chief Executive Officer, Arthur Sadoun, with respect to fiscal year 2025.

These components of compensation were paid or allocated to Arthur Sadoun in accordance with the compensation policy approved at the General Shareholders' meeting of May 27, 2025.

This information is presented in the 2025 Universal Registration Document, Chapter 3, Section 3.2.3.2.

Approval of the compensation policy for corporate officers with respect to fiscal year 2026 (*ex ante* voting) (9th and 10th resolutions)

In accordance with Article L. 22-10-8 of the French Commercial Code, we submit for your approval the **ninth resolution**, on the compensation policy for the Chairman and Chief Executive Officer, and the **tenth resolution**, on the compensation policy for Directors, with respect to fiscal year 2026.

The Board of Directors determined the 2026 compensation policy for corporate officers based on the Compensation Committee's recommendation. This policy aligns with Publicis Groupe S.A.'s corporate and social interests, supports its business strategy, and promotes its long-term sustainability.

The policy is presented and detailed in the 2025 Universal Registration Document, Chapter 3, Section 3.2.2.1 for the Directors and Section 3.2.3.1 for the Chairman and Chief Executive Officer.

Authorization to be granted to the Board of Directors, for a period of eighteen (18) months, entitling the Company to trade in its own shares (11th resolution)

The **eleventh resolution** submits for your approval the renewal of the authorization granted to the Board of Directors for the implementation of the Company's share buyback policy with characteristics as follows:

- Authorization validity period: 18 months;
- Number of shares: 10% of the shares comprising the Company's share capital;
- Maximum price per share: 130 euro;
- The total maximum amount under this authorization: 3,306,054,180 euro;
- No share buybacks during a public offering period.

This authorization can be used for the following purposes:

- Allotting or transferring shares to employees and/or corporate officers of the Company and/or the Groupe;
- The transfer of shares upon the exercise of rights attached to securities granting entitlement, immediately or in the future, to the allocation of Company shares;
- The holding and subsequent transfer of shares in payment or exchange in connection with external growth transactions, mergers, spinoffs, or contributions;
- The liquidity and market-making activity of Publicis Groupe S.A. shares;
- The cancellation of shares through a reduction of the share capital.

The objectives of the buyback program are detailed in the eleventh resolution, as well as in the description of the buyback program presented in the 2025 Universal Registration Document, Chapter 8, Section 8.3.3.

RESOLUTIONS WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of financial delegations (12th to 21st resolutions)

We submit for your approval the **twelfth to the twenty-first resolutions** to renew the financial delegations of authority granted to the Board of Directors expiring in fiscal year 2026.

The purpose of these resolutions is to enable the Board of Directors to take action in order to provide the Company with the financial resources to pursue its development strategy, to strengthen its equity, and to use, when the time comes, the financial instruments to be issued, depending on the conditions and opportunities of the French or international financial markets.

Appendix 2 of this document contains a summary table of the delegations of authority and financial authorizations granted to the Board of Directors. The table lists all currently valid delegations and how the Board used them during the past fiscal year.

In any event, the Board of Directors will be able to carry out these delegations of authority and authorizations only within the strict limits of the following maximum amounts, subject to the approval of the General Shareholders' meeting.

The Statutory auditors' report regarding all of these resolutions can be found on the Publicis Groupe website at: www.publicisgroupe.com/investors/shareholders/general-meeting

Summary table of the maximum amounts applicable to the delegations of authority and authorizations to increase the capital:

	PURPOSE OF THE DELEGATION	RESOLUTION(S)	
<div style="border: 1px solid black; padding: 5px; width: fit-content; margin-bottom: 10px;">Overall limit: 30 million euro</div> <div style="border: 1px solid black; padding: 5px; width: fit-content; margin-bottom: 10px; margin-left: 100px;">Sub-limit without subscription rights: 10 million euro</div> <div style="border: 1px solid black; padding: 5px; width: fit-content; margin-left: 100px;">Sub-limit of employee share ownership plans: 2.8 million euro</div>	Capital increases with subscription rights	12 *	
	Issuance through public offerings other than private placements	13 *	
	Private placements	14 *	
	Over-allotment option ("Green Shoe")	15 *	
	Public offering	17 *	
	Consideration for contributions in kind, excluding public offering	18 *	
	Capital increases for the benefit of one or more specially designated person(s)	19 *	
	Capital increases for the benefit of subscribers to a company savings plan	20	
	Capital increases in the context of employee share ownership plans	21	
	Capital increases by incorporating reserves, earnings or premiums	16 *	
	Limit on debt securities issuance: 1,200 million euro		12, 13, 14, 17, 18, 19

* Unless previously authorized by a General Shareholders' Meeting, these resolutions may not be used from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

Delegation of authority to increase the capital by issuing, with preferential subscription rights, financial instruments giving access to the capital (12th resolution)

The **twelfth resolution** submits for your approval the renewal of the authorization to the Board of Directors granted in 2024, for a period of twenty-six (26) months, to increase the Company's capital by issuing, with preferential subscription rights, ordinary shares in the Company and/or securities giving access to the Company's capital or that of one of its subsidiaries

The maximum nominal amount of capital increases (excluding any share premium) that can be carried out under this delegation of authority is set at **30 million euro** (identical to the amount authorized in 2024). **Any capital increases carried out pursuant to this resolution, as well as to the thirteenth to the twenty-first resolutions hereinafter, will be set against the total maximum amount of 30 million euro.**

The maximum nominal amount of debt securities that may be issued under this resolution is set at **1,200 million euro** on the date of the issue decision. **Said amount will apply to all debt securities issued pursuant to this resolution, as well as the thirteenth, fourteenth, seventeenth, eighteenth, and nineteenth resolutions hereinafter.**

Delegation of authority to increase the capital by issuing, without preferential subscription rights, financial instruments giving access to the capital by public offerings different from those referred to in article L. 411-2 1° of the French Monetary and Financial Code (13th resolution)

The **thirteenth resolution** submits for your approval the renewal of the delegation of authority granted, for a period of twenty-six (26) months, to the Board of Directors in 2024, to increase the capital by public offerings different from those referred to in Article L. 411-2 1° of the French Monetary and Financial Code (private placements covered by the fourteenth resolution) to issue ordinary shares in the Company and/or securities giving access, immediately or in the future, to ordinary shares in the Company or one of its subsidiaries as the case may be (including share capital securities conferring entitlement to the allocation of debt securities).

Within the framework of this resolution, you are requested to cancel preferential subscription rights. Depending on market conditions, the investors involved in the issuance, and the type of securities issued, canceling preferential subscription rights may be preferable—or even necessary—to carry out the transaction under the best possible conditions. This is particularly relevant when the speed of execution is an essential factor for success. However, in accordance with Article L. 22-10-51 of the French Commercial Code, the Board of Directors may decide to grant a priority subscription period.

The maximum nominal amount of capital increases that may be carried out by virtue of this delegation of authority, to be set against the total maximum amount of **30 million euro**, may not exceed **10 million euro** (a common ceiling for transactions without preferential subscription rights) set forth in the table on page 6.

The maximum nominal amount of securities representing debt claims against the Company that may be issued is set at **1,200 million euro**, on the date of the issue decision. Said amount will be set against the total maximum amount of debt securities set forth in the table on page 6.

Taking into account the developments introduced by the “*Loi Attractivité*” of June 13, 2024, we submit for your approval the adoption of the pricing mechanism established by the previous 'free-pricing' capital increase resolution adopted in 2024 (20th resolution of the General Shareholders' Meeting of May 29, 2024), which will not be renewed as it has become redundant.

Accordingly, and in order to carry out the operations under the best possible conditions given existing market constraints, the Board of Directors will determine the issue price at its discretion when exercising the delegation of authority in accordance with the first paragraph of Article L. 22-10-52 of the French Commercial Code, provided that the issue price of the shares will be at least equal to the lower of:

- (i) the average price of the share on the Euronext Paris regulated market, weighted by volume, during the last three trading sessions preceding the setting of the issue price, or
- (ii) the average price of the share on the Euronext Paris regulated market, weighted by volume, during the last trading session preceding the setting of the issue price, or
- (iii) the average price of the share on the Euronext Paris regulated market, weighted by volume, during the trading session when the issue price was set,

in all three cases, as the case may be, reduced by a discount not exceeding 10%, after adjustment, where applicable, to take into account any difference in the dates from which shares will bear dividend rights;

Delegation of authority to increase the capital with the issue, without preferential subscription rights, of financial instruments giving access to the capital by public offerings referred to in article 411-2 1° of the French Monetary and Financial Code (14th resolution)

The **fourteenth resolution** submits for your approval the renewal of the delegation of authority granted to the Board of Directors in 2024, for a period of twenty-six (26) months, to increase the Company's capital, by public offerings reserved exclusively for a limited circle of investors or institutional investors under Article L. 411-2 1° of the French Monetary and Financial Code, by issuing ordinary shares in the Company and/or securities giving immediate or future access to ordinary shares to be issued by the Company or one of its subsidiaries (including equity securities giving entitlement to the allotment of debt securities), as the case may be.

This delegation of authority is subject to the maximum amounts set forth in the table on page 6.

This delegation, for which you are asked to cancel preferential subscription rights, would enable the Company to optimize its access to capital and benefit from more favorable market conditions; this method of financing is faster and more streamlined than a capital increase via other forms of public offerings, such as those under the thirteenth resolution.

Should this delegation of authority be exercised, the issue price will be determined by the Board of Directors under the same conditions as those set forth in the thirteenth resolution.

Delegation of authority to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, within the limit of 15% of the initial issue carried out in pursuance of the 12th to the 14th resolutions (15th resolution)

The **fifteenth resolution** submits for your approval the renewal of the delegation of authority granted to the Board of Directors in 2024, for a period of twenty-six (26) months, in order to meet excess demand in the context of capital increases decided pursuant to the twelfth to fourteenth resolutions (Green Shoe option) no later than 30 days of the close of the subscription period and within the limit of 15% of the initial issue.

The nominal amount of the capital increases that may be carried out by virtue of this delegation of authority will be deducted from the nominal limits set forth in the resolution under which the initial issuance was performed, in accordance with the maximum amounts specified in the table on page 6.

Any new shares issued hereunder will be priced at the same level as the initial issue price.

Delegation of authority to increase the share capital by incorporating reserves, earnings, or premiums (16th resolution)

The **sixteenth resolution** submits for your approval the renewal of the delegation of authority granted to the Board of Directors in 2024, for a period of twenty-six (26) months, to increase the capital by incorporating reserves, earnings, premiums or other sums, that is to say, without seeking further financial contributions from shareholders.

This operation may take the form of an issuance of new shares or an increase of the par value of existing shares, within the limits of the maximum amounts set forth in the table on page 6.

Delegation of authority to increase the capital, without preferential subscription rights, in the event of a public offering initiated by the Company (17th resolution)

The **seventeenth resolution** submits for your approval the renewal of the delegation of authority granted to the Board of Directors in 2024, for a period of twenty-six (26) months, to issue financial instruments giving access to the share capital, without preferential subscription rights, as consideration for securities tendered in connection with a public offering initiated by the Company, in France or abroad, within the limits of the maximum amounts set forth in the table on page 6.

The purpose of this delegation of authority is to enable the Company to carry out external growth operations through a public offering. This allows the company to finance all or part of the acquisition of another company via an exchange of securities without impacting the Groupe's cash position.

Delegation of authority to increase the capital, without preferential subscription rights, to remunerate the contribution in kind granted to the Company, except in the case of a public offering initiated by the Company (18th resolution)

The **eighteenth resolution** submits for your approval the renewal of the delegation of authority granted to the Board of Directors in 2024, for a period of twenty-six (26) months, to issue, without preferential subscription rights, financial instruments giving access to the Company's share capital or in any of its direct or indirect subsidiaries, as the case may be, to remunerate the contribution in kind granted to the Company, except in the case of a public offering.

The purpose of this delegation of authority is to provide the Company with the necessary flexibility to carry out external growth transactions by settling all or part of these acquisitions in securities.

This delegation of authority is subject to the limits set forth in the table on page 6.

Delegation of authority to increase the capital, without preferential subscription rights, through the issuance of financial instruments giving access to the capital to one or more specifically designated persons (19th resolution)

The **nineteenth resolution** submits for your approval the delegation of authority to the Board of Directors, for a period of eighteen (18) months, to increase the capital, without preferential subscription rights, in favor of one or more persons to be designated by the Board of Directors at a later date.

This authority stems from the “*Loi Attractivité*” of June 13, 2024, which was recently supplemented by Decree No. 2025-1198 of December 11, 2025. It allows the Board of Directors to identify and negotiate opportunities that benefit the Groupe's development under the best possible conditions, where appropriate.

The issue price of the shares issued under this delegation will be set by the Board of Directors in accordance with the applicable legislation and regulations when this delegation is exercised. According to the aforementioned decree, as of today, the issue price would be at least equal to the closing price on the last trading day before the Board of Director's decision to exercise the delegation, with a maximum discount of 10%.

This delegation of authority is subject to the limits set forth in the table on page 6.

Delegation of authority to carry out one or more capital increases, without preferential subscription rights, in favor of members of a company savings plan (20th resolution) or certain categories of beneficiaries (21st resolution)

We submit for your approval the **twentieth and twenty-first resolutions** for the delegation of authority granted 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, for a period of twenty-six (26) months (**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, for a period of eighteen (18) months (**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 transfer shares on a secure basis through a company investment fund (*FCPE*) and to benefit from share ownership schemes equivalent in terms of economic profile to those available to other Groupe Publicis 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 euro**. This maximum amount will be set against the total maximum amount of **30 million euro**.

If the Board of Directors decides to carry out one or more capital increases pursuant to these authorizations, the subscription price shall be set in accordance with the terms set forth in the resolution. This price will be based on a maximum discount of 30% applied to the average opening price of the shares over the twenty trading sessions preceding the decision. The Board may reduce or cancel this discount at its discretion.

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

Powers to carry out formalities (22nd resolution)

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

Publicis Groupe's 2025 Universal Registration Document can be consulted on the Publicis Groupe's website at <http://www.publicisgroupe.com/investors/shareholders/general-meeting>.

The Board of Directors recommends that you approve all of the resolutions set forth in its report at the General Shareholders' meeting of May 27, 2026.

April 15, 2026
The Board of Directors

Appendix 1 - Profiles of Directors proposed for appointment or renewal



TIDJANE THIAM

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

Born on July, 29, 1962,
of Ivorian nationality

First appointment: May 25, 2022

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

Overall attendance rate in 2025: 74%*

Number of shares held: 700

SunPower
1403 North 630 East
Orem, UT 84097
United States

Biography

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 BNETD (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 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 Félix 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 Béliet.

Other offices and positions held within the Groupe	Main offices and positions held outside the Groupe	Offices held outside the Groupe in the last five years
None	<ul style="list-style-type: none"> • Leader of the Democratic Party of Côte d'Ivoire (Côte d'Ivoire) • Chair of the Board of Directors: Rwanda Finance (Rwanda) • Director: SunPower (formerly Complete Solaria), listed company (United States) • Member: Council on State Fragility (United Kingdom), International Olympic Committee (IOC) (Switzerland), Group of Thirty (G30) (United States) 	<p>Offices listed above as well as the following offices:</p> <ul style="list-style-type: none"> • 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) • Director: Kering, listed company (France) (term ended in 2024)

Key expertises

General: • International experience • Finance/Audit • Governance • Ethics/Compliance • Geopolitics

CSR: • Societal commitment

* In light of exceptional external commitments during the financial year, his attendance rate was temporarily lower than in the previous year.



BENJAMIN BADINTER

- Director

Born on June 30, 1970,
of French nationality

Proposed term of office expiry:
2030 Annual Ordinary General Shareholders'
Meeting

MediaVision et Jean Mineur
2/10 rue Marceau
92130 Issy-les-Moulineaux
France

Biography

Benjamin Badinter, son of Élisabeth Badinter, holds a master's degree in management sciences from Paris 1 Panthéon-Sorbonne University.

He spent the majority of his professional career within the media and sales houses of Publicis Groupe, which he joined in 1995. Over the years, he has developed recognized expertise in the media and communications sector, notably in the field of cinema advertising. In 2002, he was appointed Chief Executive Officer of Mediavision et Jean Mineur, an agency specialized in cinema advertising. In February 2011, he was appointed Chairman of the Management Board of Médias et Régies Europe, a Publicis Groupe subsidiary specializing in advertising sales and media space marketing across outdoor advertising, press, radio and cinema.

In parallel, in 2016, Benjamin Badinter acquired the publishing company of Tennis Magazine and founded Tennis Team Agency, a communications agency dedicated to tennis, providing integrated 360° print, event and digital services.

Since 2019, he has served as Chairman, as representative of Mediavision et Jean Mineur, of Busterwood, an agency specialized in social media communication and licensing agreements between major US film studios and commercial brands in the cinema sector. He is also Chairman of the Board of Directors of Métrobus SA, a subsidiary specializing in the marketing of urban advertising formats.

Other offices and positions held within the Groupe

- Chairman and CEO: MediaVision et Jean Mineur SA (France)
- Chair of the Board of Directors: Metrobus SA (France)
- Representative of MediaVision et Jean Mineur, Director: Jean Mineur MediaVision (Netherlands)
- Representative of Multi Market Service France Holdings, Director: Somupi (France)

Main offices and positions held outside the Groupe

- Chair: Alvaba Medias SAS (France) ; B.D.C SAS (France)
- Representative of MediaVision et Jean Mineur, Chair: Talent Group SAS (France), Busterwood SAS (France), Busterwood Studio SAS (France), MediaVision Live (France), Cinemap (France)
- CEO: Eliben SAS (France), Alba SAS (France), Vaba SAS (France)
- Representative of Alvaba Medias, Chair: Tennis Team Agency SAS (France)
- Representative of Busterwood Studio, Chair: Flamingo Filter SAS (France)

Offices held outside the Groupe in the last five years

Offices listed above.

Key expertises

General: Human Resources • Governance

Segment: Communication / Advertising / Media

Appendix 2 - Table of delegations of authority and authorizations granted to the Board of Directors regarding financial matters

Type of delegation or authorization	Date of the Meeting	Term of delegation/ expiry	Amount authorized	Used in 2025
Share buybacks				
Authorization to trade in the Company's shares*	May 27, 2025 (17 th resolution)	18 months/ November 27, 2026**	No more than 10% of the share capital Maximum total amount: €2,154,430,476.50 Maximum unit purchase price: €130	See details in the 2025 Universal Registration Document, Chapter 8, Section 8.3.3
Cancellation of shares				
Authorization to reduce share capital through the cancellation of treasury shares	May 27, 2025 (18 th resolution)	26 months/ July 27, 2027	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 nominal amount 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 29, 2026**	Maximum nominal amount: €9,000,000 ⁽¹⁾⁽³⁾ Maximum nominal amount 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**	Maximum nominal amount: €9,000,000 ⁽¹⁾⁽³⁾ Maximum nominal amount 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
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 nd resolution)	26 months/ July 29, 2026**	Maximum nominal amount: €9,000,000 ⁽¹⁾⁽³⁾ Maximum nominal amount 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**	Maximum nominal amount: €9,000,000 ⁽¹⁾⁽³⁾ Maximum nominal amount of debt securities: €1,200,000,000 ⁽²⁾	None

Type of delegation or authorization	Date of the Meeting	Term of delegation/ expiry	Amount authorized	Used in 2025
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 Groupe 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)	Grant of 782,767 existing shares
Authorization to grant stock options to employees and/or corporate officers of the Company and the Groupe companies	May 27, 2025 (19 th resolution)	38 months/ July 27, 2028	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 27, 2025 (20 th resolution)	26 months/ July 27, 2027**	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 27, 2025 (21 st resolution)	18 months/ November 27, 2026**	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 29, 2024 in its 24th resolution.

(5) This ceiling applies to all possible capital increases under the 20th and 21st resolutions of the General Shareholders' Meeting of May 27, 2025.

* Unless there is prior authorization by the General Shareholders' Meeting, the Board of Directors 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, 2026.

***This delegation has become obsolete due to the changes introduced by the (French) Attractiveness Law of June 13, 2024 and will expire at the end of the General Shareholders' Meeting of May 27, 2026.