

PUBLICIS GROUPE
Combined Annual General
Meeting of Shareholders
2012

AGENDA

PUBLICIS GROUPE

ORDINARY GENERAL SHAREHOLDERS' MEETING

- Management Board's reports
- Report by the Chair of the Supervisory Board on the manner in which the latter's work is prepared and organized and on internal control and risk management procedures
- Supervisory Board's report
- Statutory Auditors' reports
- Approval of the transactions and corporate financial statements for fiscal year 2011
- Approval of the consolidated financial statements for fiscal year 2011

PUBLICIS GROUPE

ORDINARY GENERAL SHAREHOLDERS' MEETING

- Appropriation of net income and declaration of a dividend to be distributed
- Approval of agreements regulated by article L.225-86 of the French commercial code
- Approval of agreements regulated by article L.225-90-1 of the French commercial code
- Renewal of the terms of office of two members of the Supervisory Board
- Authorization to be granted to the Management Board to entitle the Company to buy its own shares

PUBLICIS GROUPE

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue shares or securities that confer or may confer equity rights or confer the right to debt securities, maintaining preemptive subscription rights
- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue, by a public offering, shares or securities that confer or may confer equity rights or confer the right to debt securities, suspending preemptive subscription rights

PUBLICIS GROUPE

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue, by a private placement, shares or securities that confer or may confer equity rights or confer the right to debt securities, suspending preemptive subscription rights
- Authorization to be granted to the Management Board to issue shares and equity securities, with the right to set the issue price, suspending preemptive subscription rights

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EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- Delegation of authority to be granted to the Management Board to decide to increase stated capital by capitalizing reserves, net income, premiums or other funds
- Delegation of authority to be granted to the Management Board for the purpose of deciding to issue shares or various securities in the event of a public offering initiated by the Company
- Authorization to be granted to the Management Board to increase the number of shares or securities to be issued in the event of a capital increase, maintaining or suspending the shareholders' preemptive subscription rights, up to the limit of 15% of the original issue

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EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- Employee shareholding: delegation of authority to be granted to the Management Board with a view to increasing capital reserved for members of a company savings plan
- Employee shareholding: delegation of authority to be granted to the Management Board with a view to increasing capital reserved for certain categories of beneficiaries
- Authorization to be granted to the Management Board to use the authorizations and delegations of authority granted by this and other previous shareholders' meetings in the event of a public bid targeting the Company

PUBLICIS GROUPE

ORDINARY GENERAL SHAREHOLDERS' MEETING

- Powers to carry out formalities
- Miscellaneous matters

2011
Another growth year

PUBLICIS GROUPE

KEY FIGURES

Revenue	5,816 M€
Published growth	+ 7.3%
Organic growth	+ 5.7%
Operating margin	931 M€
% of revenue	16%
Net income	600 M€
	+ 14.1%
EPS*	2.64 €
	+ 12.3%

* Diluted EPS

PUBLICIS GROUPE

2011 – A YEAR OF CONTRASTS

- First half-year 2011: moderate recovery of global economy
 - Since August 2011: new financial crisis
 - Sovereign debt in the euro zone (Greece, Italy, Spain)
 - US debt rating downgraded
- 
- Start of a period of uncertainty
 - 2011 advertising expenditure forecast* revised downwards by 110 bps (from 4.6% to 3.5%) during the course of the year

* ZénithOptimedia forecasts

PUBLICIS GROUPE

2011 – A GOOD YEAR DESPITE THE ECONOMIC CONTEXT

- Growth \geq 5% in all regions
- Digital up to 30.6% of Group revenue (organic growth of +13.7%)
- Margin at 16% of revenue
- No.1 en New Business in 2011*: **7.9 billion USD**
- Creativity**

	Rank by points per B\$
PUBLICIS GROUPE	1
Omnicom	2
WPP	3
Interpublic	4

* JP Morgan and Nomura ranking published in January 2012

** Source: Gunn report - July 2011

PUBLICIS GROUPE INVESTING IN GROWTH

Investment in talent

- 53,807 employees at December 31, 2011
vs. 48,531 employees at December 31, 2010
- France: 5,173 employees, i.e. up 617
- Recruitment in digital activities to keep abreast of expansion

PUBLICIS GROUPE

INVESTING IN GROWTH

Investment in businesses and countries

- 24 acquisitions including:
 - Digital:
 - Chemistry (UK)
 - Rosetta (USA)
 - Big Fuel (USA), Social networks
 - High-growth countries:
 - Talent (advertising in Brazil)
 - Genedigi (PR in China)
 - DPZ (advertising in Brazil)
 - Others:
 - Schwartz (PR and technology in USA and Europe)

PUBLICIS GROUPE

CONSOLIDATED INCOME STATEMENT

(EUR million)	2011	2010
Revenue	5,816	5,418
EBITDA	1,034	967
Operating margin	931	856
<i>as a % of revenue</i>	<i>16.0%</i>	<i>15.8%</i>
Amortization of intangibles arising on acquisitions	(38)	(34)
Impairment	(0)	(1)
Other non-current income (expenses)	21	14
Operating income	914	835
Net financial costs	(54)	(76)
Income taxes	(248)	(216)
Associates	17	8
Minority interests	(29)	(25)
Groupe net income	600	526

PUBLICIS GROUPE

BALANCE SHEET AT DECEMBER 31, 2011

(EUR million)	2011	2010
Goodwill and intangibles	6,192	5,134
Other fixed assets	651	717
Current and deferred taxes	(141)	(110)
Working capital	(2,038)	(1,889)
Total	4,664	3,852
Group equity	3,898	3,361
Minority interests	33	21
Total shareholders' equity	3,931	3,382
Provisions for risk and charges	623	576
Net debt (cash)	110	(106)
Total	4 664	3,852
Debt/equity ratio	0.03	-

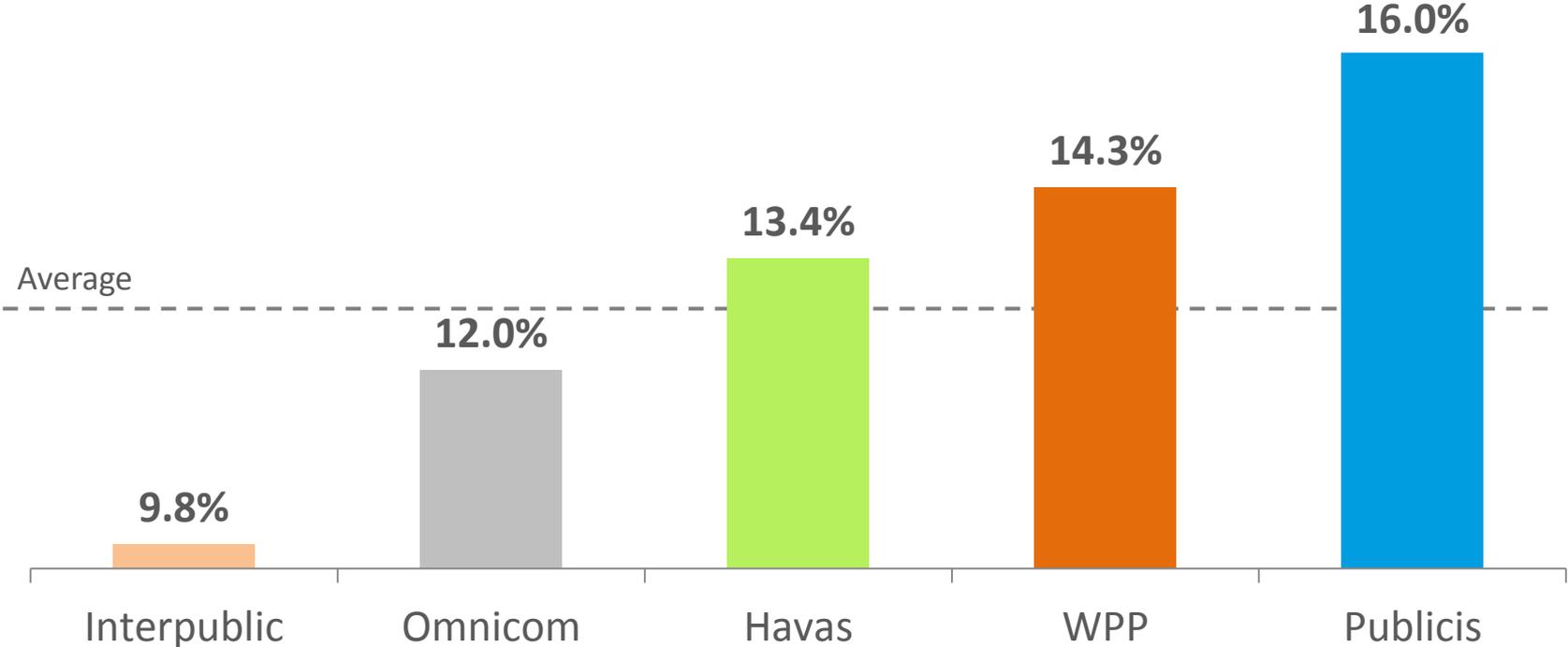
2011

**In an uncertain environment:
a record year in which all goals were
reached or exceeded**

PUBLICIS GROUPE

PUBLICIS AND ITS COMPETITORS

OPERATING MARGIN

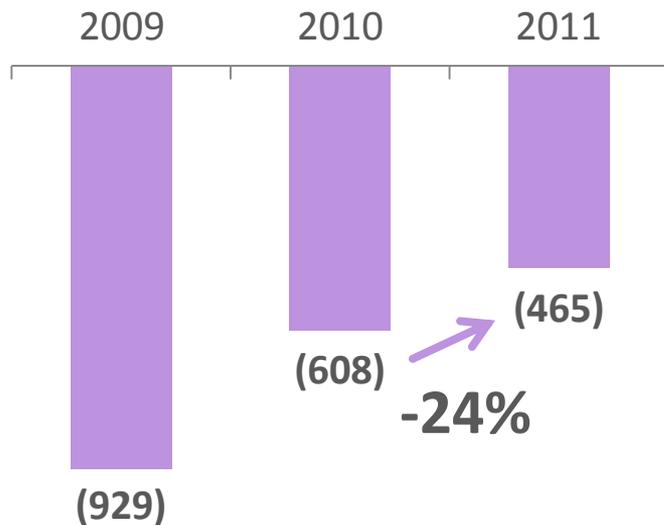


Sources: Annual reports, as per the accounting standards applied by each of these companies

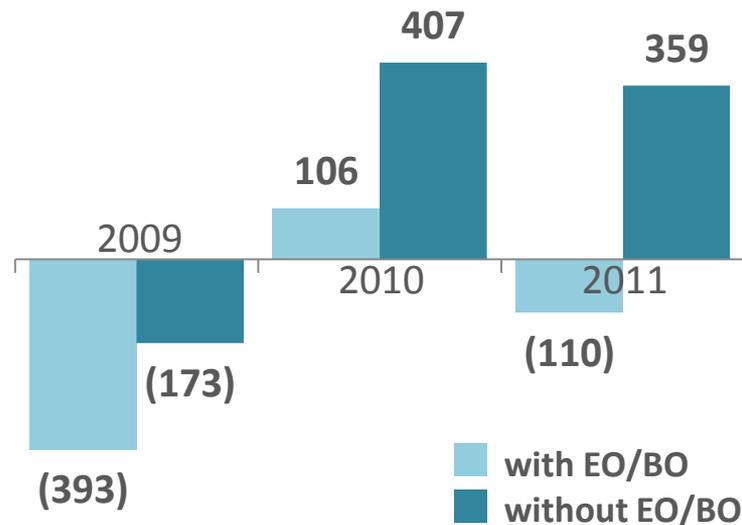
PUBLICIS GROUPE

NET DEBT

Average net debt in M€



Net debt in M€
(at December 31)



PUBLICIS GROUPE

EQUITY TRANSACTION FOR THE BENEFIT OF SHAREHOLDERS: BUYBACK OF 18 MILLION SHARES FROM DENTSU IN FEBRUARY 2012

- 18 million shares of which 10.8 million were cancelled and 7.2 million held as Treasury shares
- Total cost of 644.4 million euro, or 35.80 euro per share (13.35% discount to the closing price at February 16, 2012)



Full-year accretive effect on diluted EPS of approx. 7%

PUBLICIS GROUPE FINANCIAL RATIOS

	2011	Optimum ratio	2011 after share buyback*
Average net debt / EBITDA ⁽¹⁾	0.45	< 1.5	1.0
Debt / Equity	0.03	< 0.5	0.23

* 2011 ratios restated after the buyback of the shares from Dentsu on February 17, 2012

(1) EBITDA: Earnings before Interest, Taxes, Depreciation and Amortization

Publicis:
A French company,
a global success

PUBLICIS 1996-2011: UNPRECEDENTED PERFORMANCE LEVELS

Revenue

x 10

Market
capitalisation

x 20

Net income

x 26

Global ranking

N°3

Global presence

109

Headcount

x 9

GLOBAL DEVELOPMENT

On-going transformation



PUBLICIS: ranked 3th worldwide

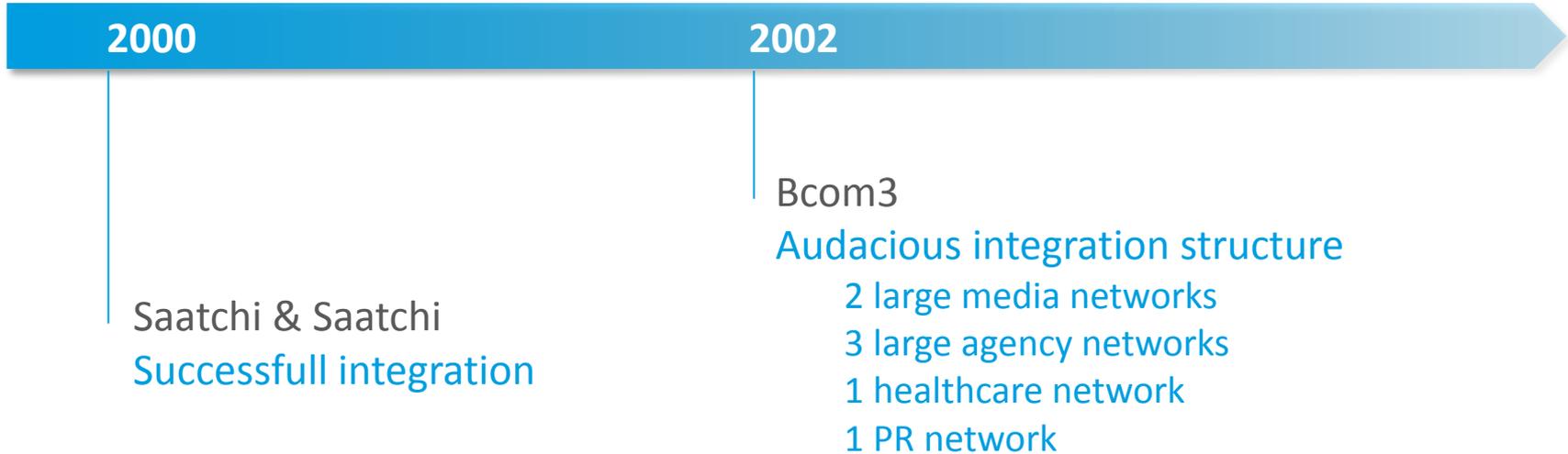
1996 - 2011

1. Establishing Publicis' credibility as a global network



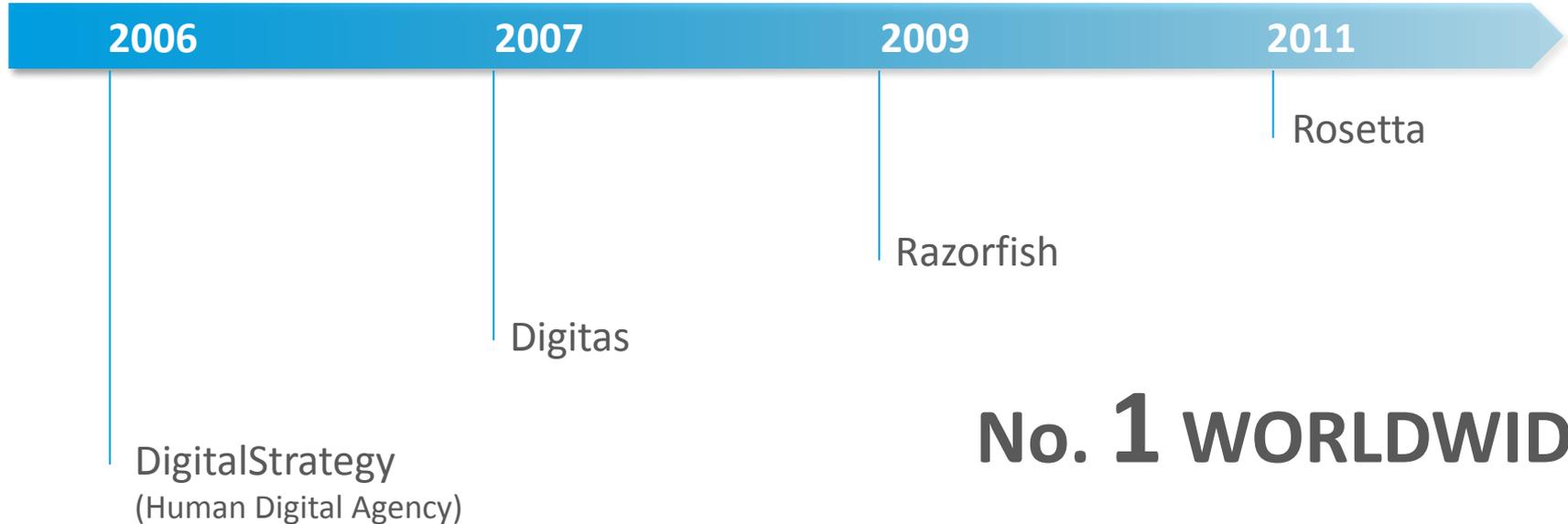
1996 - 2011

2. Publicis Groupe – Multiple networks



1996 - 2011

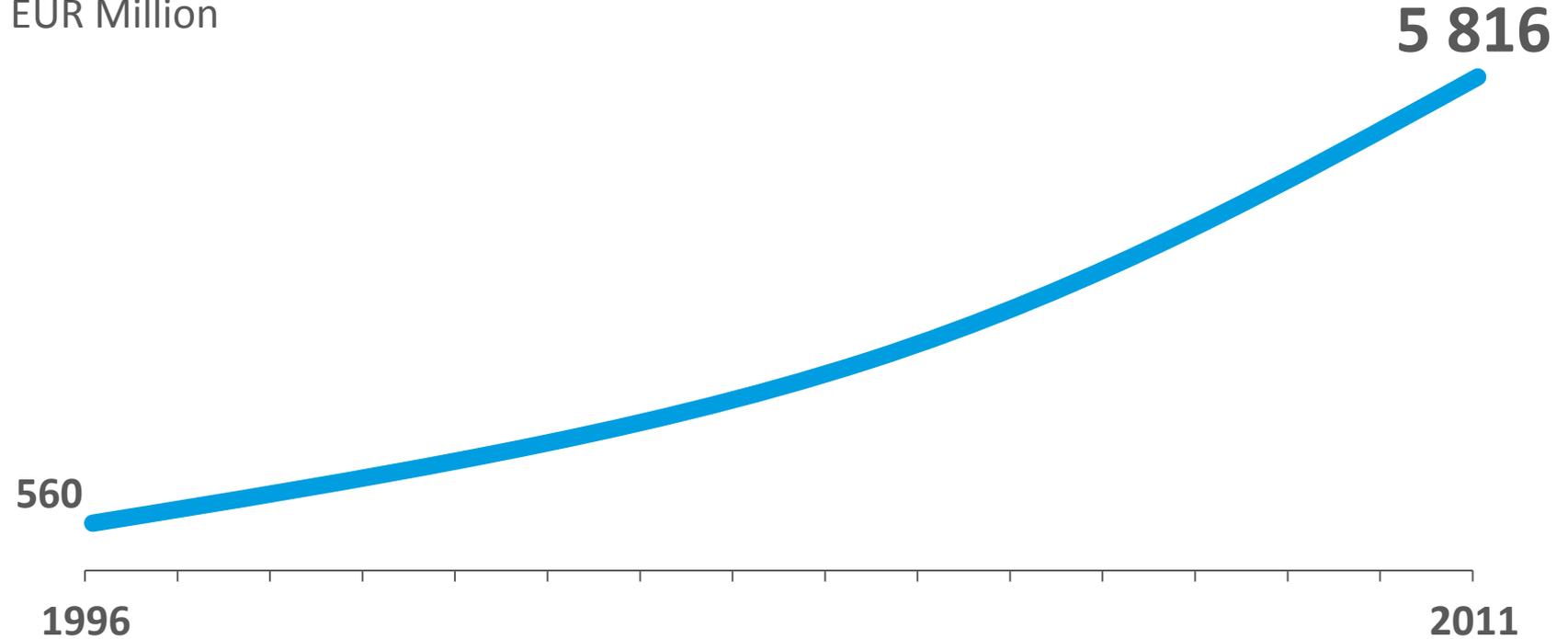
3. Anticipating the future: digital services



No. 1 WORLDWIDE

SINCE 1996, REVENUE MULTIPLIED BY 10

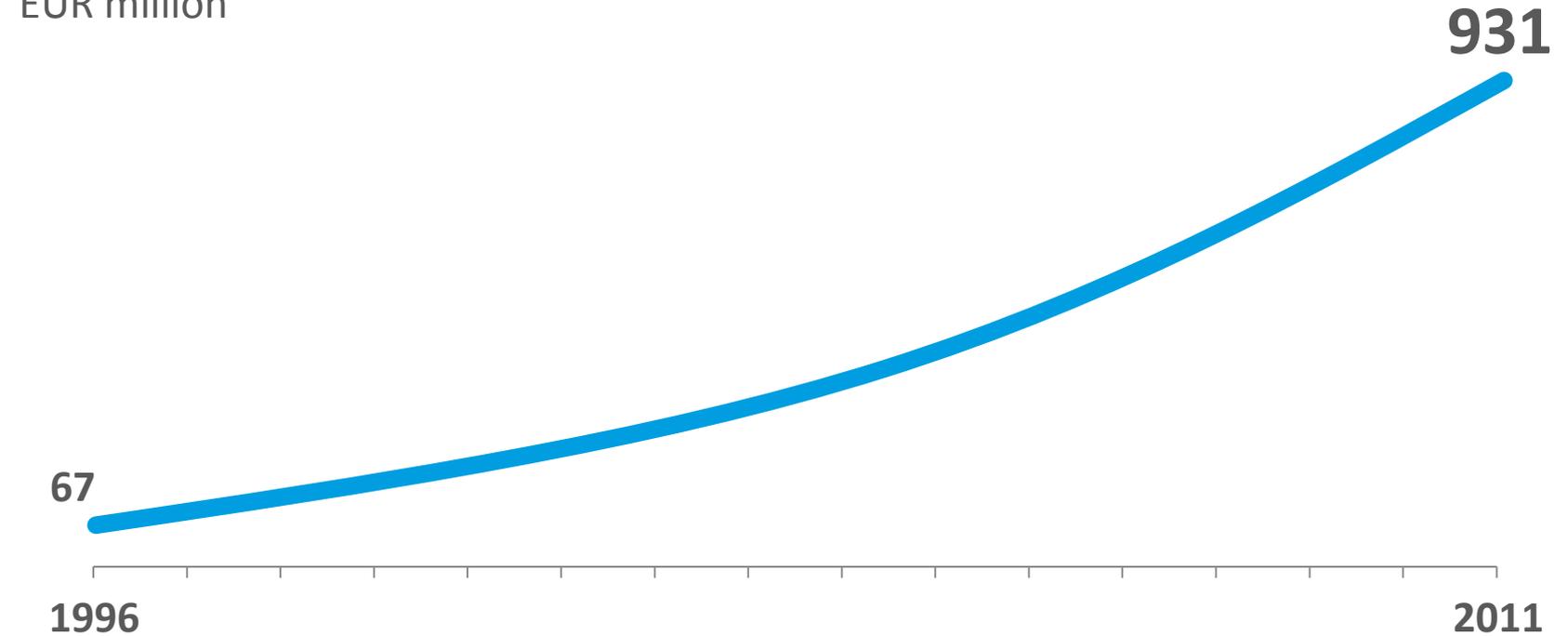
EUR Million



1996: French GAAP

SINCE 1996, OPERATING MARGIN MULTIPLIED BY 13

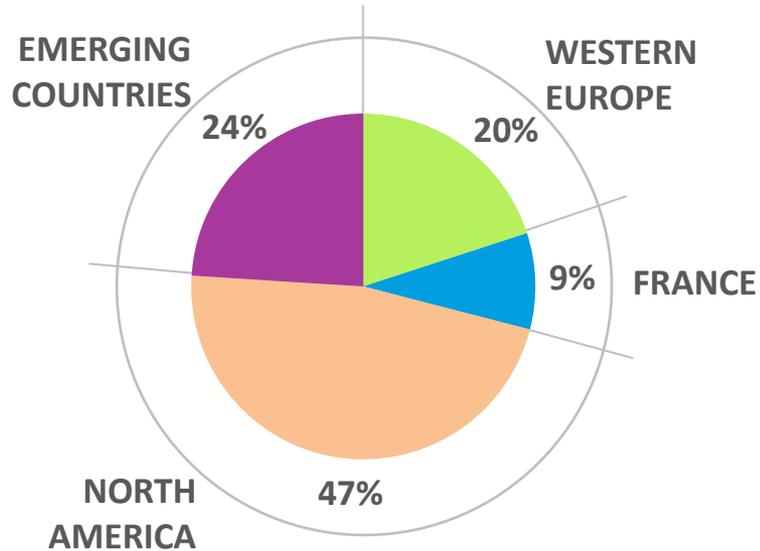
EUR million



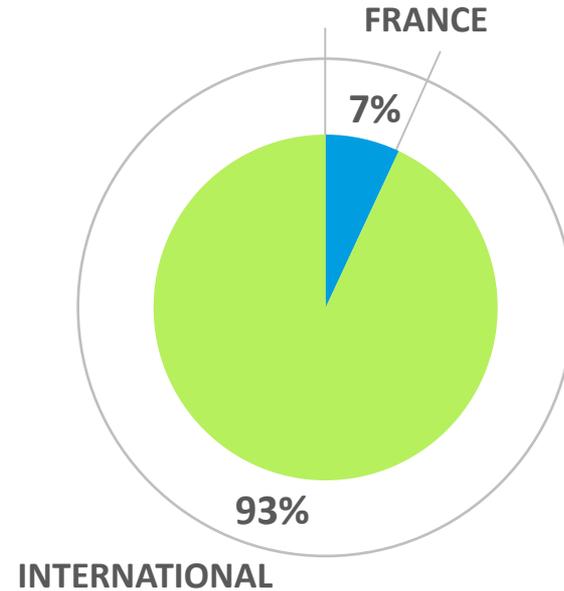
1996: French GAAP

A TRANSFORMATION THAT CHANGES EVERYTHING

BREAKDOWN OF REVENUE BY REGION



ORIGIN OF CLIENTS



WITH FRANCE STILL AT THE HEART OF OUR STRATEGY

1996

Revenue: 196 million

Headcount: 2,975

2011

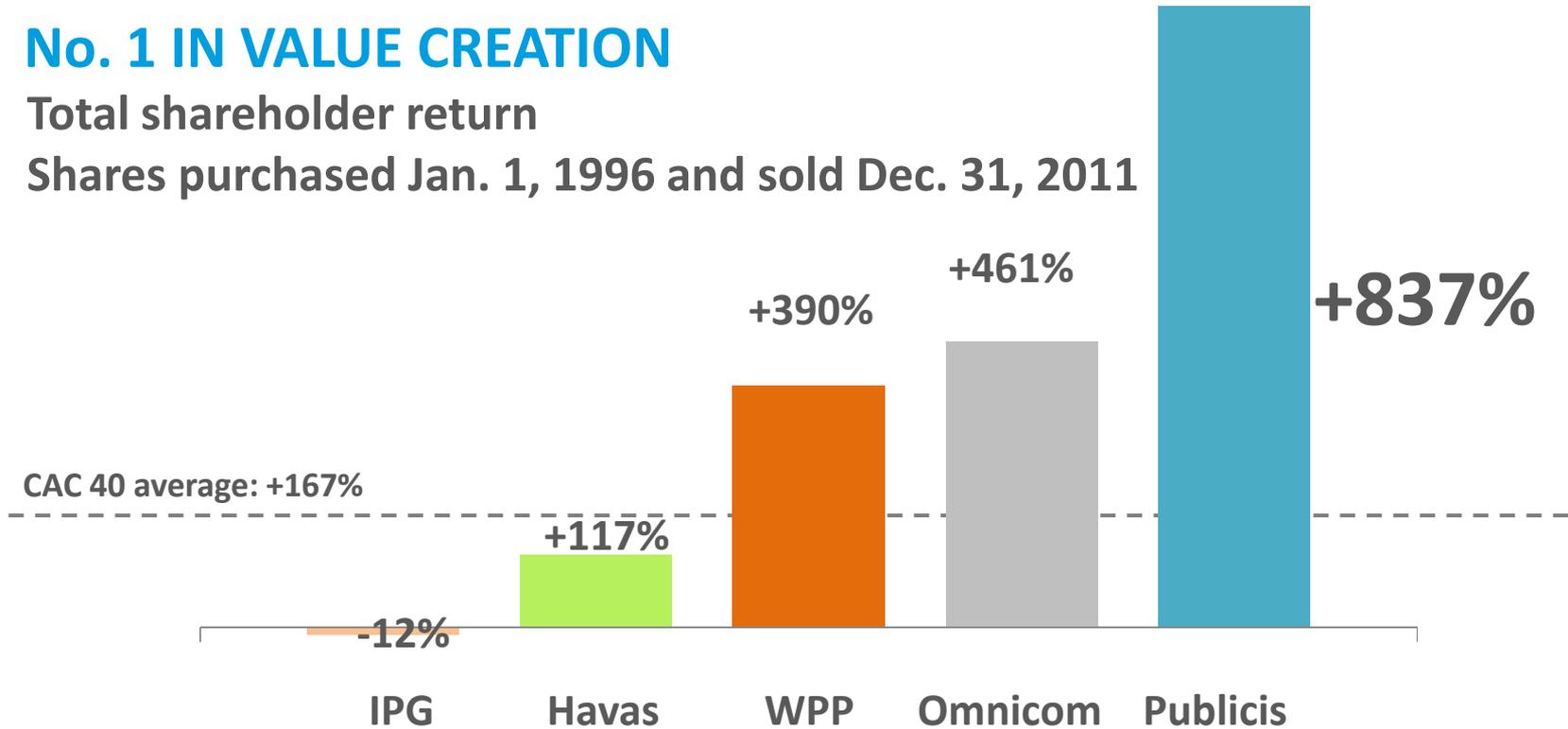
Revenue: 553 million euro

Headcount: 5,173

No. 1 IN VALUE CREATION

Total shareholder return

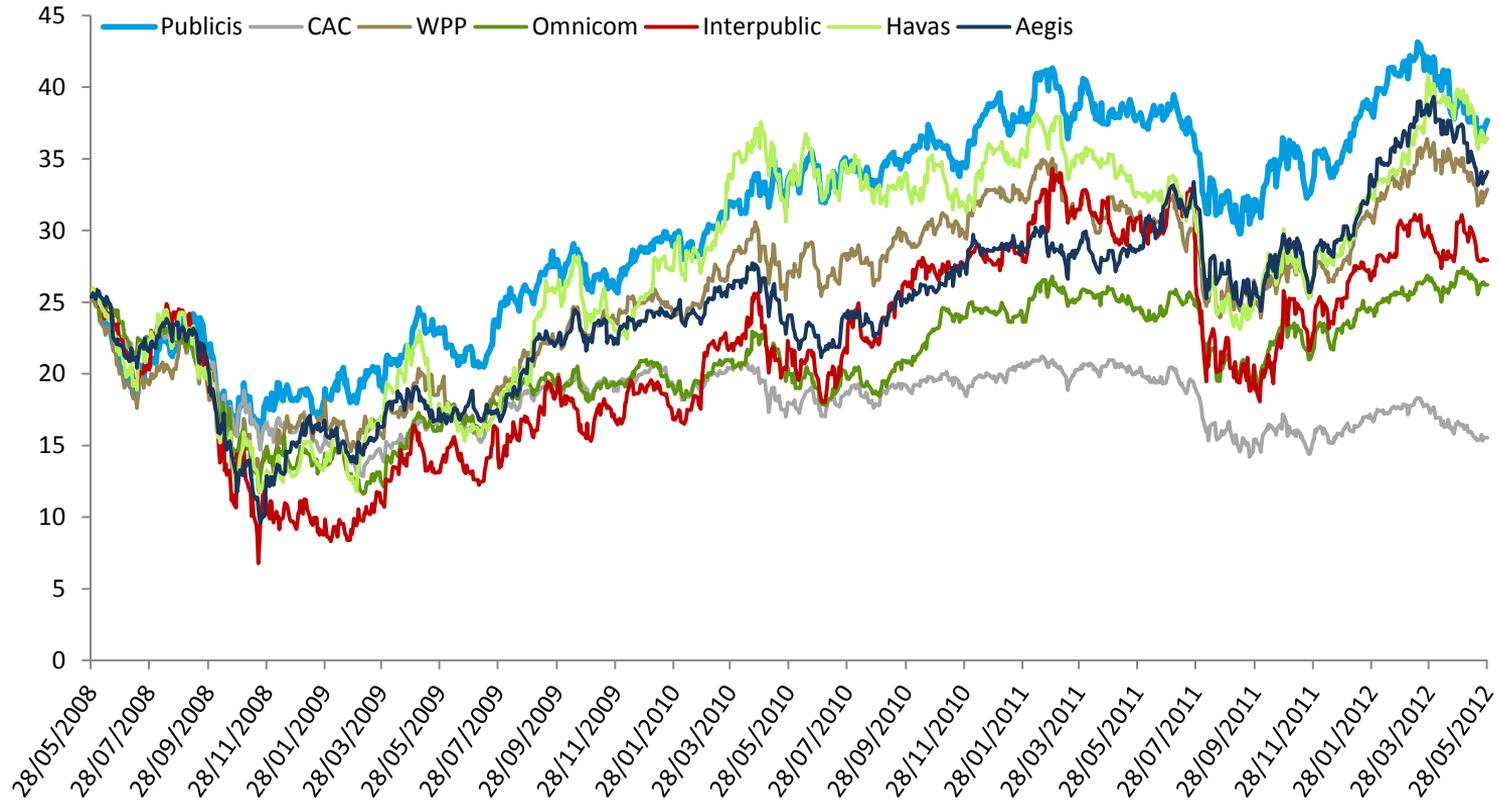
Shares purchased Jan. 1, 1996 and sold Dec. 31, 2011



SOURCE: BLOOMBERG

TSR in 2011 on an investment made in 1996:
share price at sale (31-12-2011) minus share price at purchase (01-01-96) + dividends received during the holding period, divided by the share price at purchase (01-01-96)

SHARE PRICE SINCE 2008



Publicis:
**After 15 years of continued
success, what next?**

1. THE DIGITAL TRANSFORMATION

*Publicis, world leader in
communications of the future*

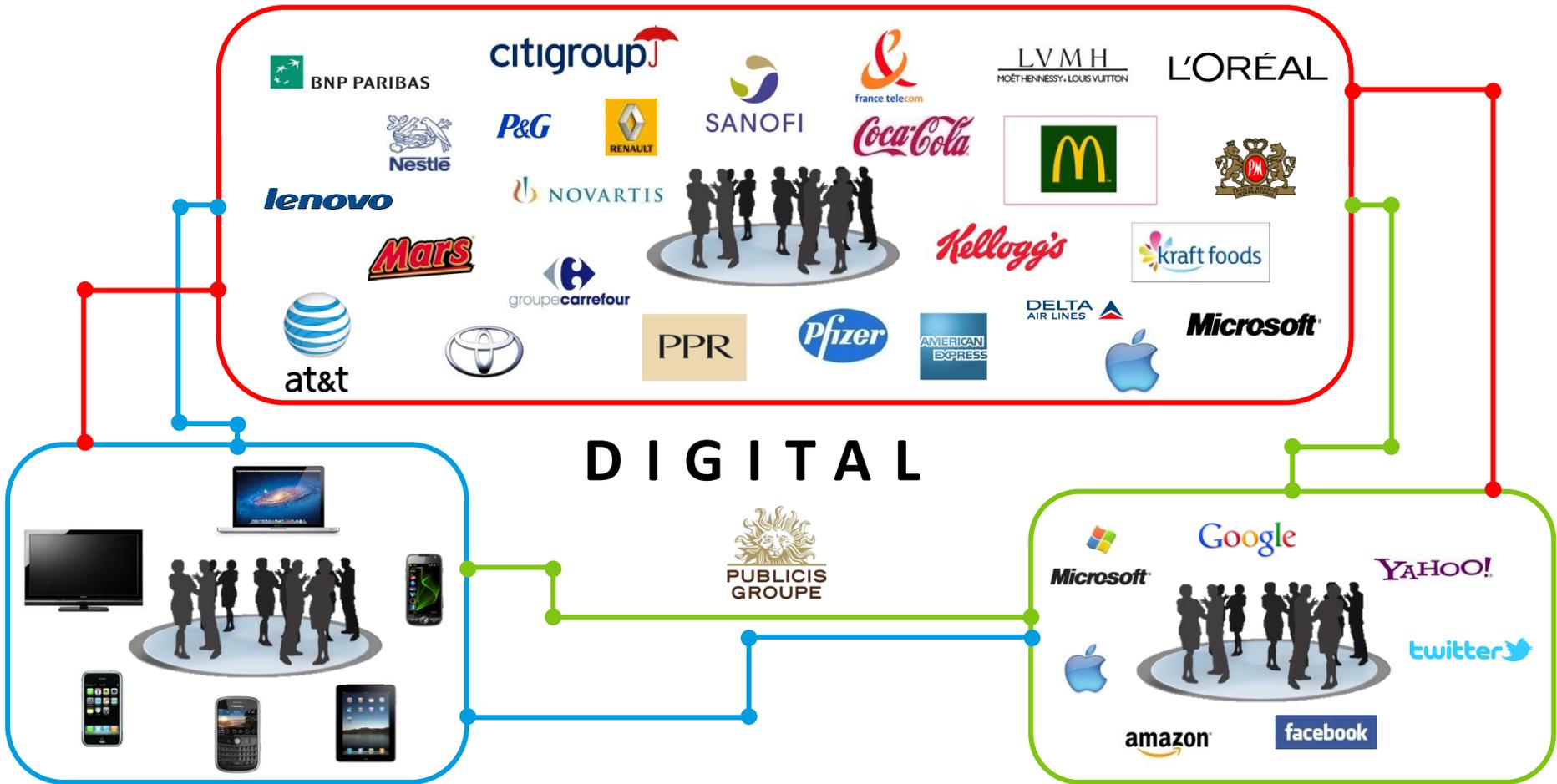
DIGITAL AT THE HEART OF PEOPLE'S LIVES

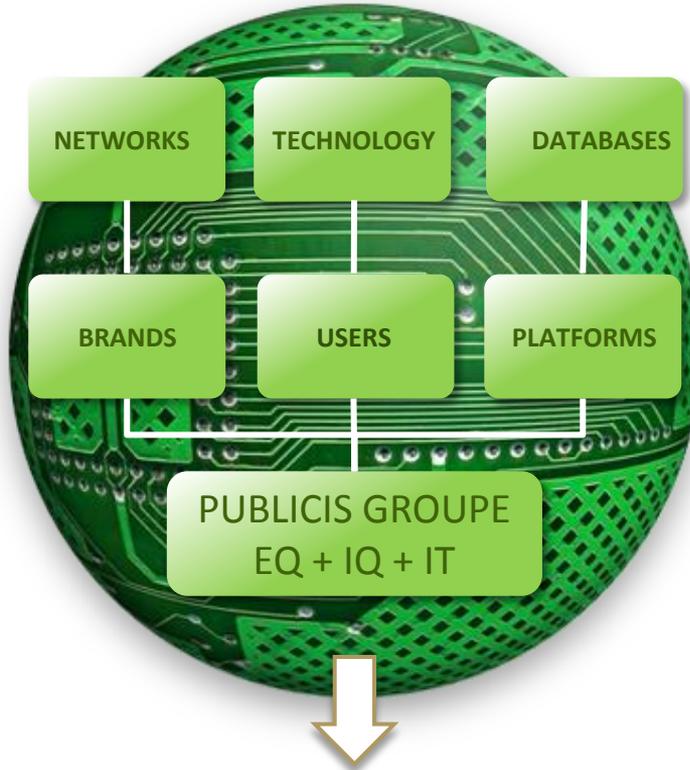
	FY 2006	FY 2011
Digital (% of revenue)	7.0%	30.6%
(EUR million)	307 M€	1,782 M€

DIGITAL – OUR FOREMOST BUSINESS FROM NOW ON

Growth levers

- Content (innovation and creativity)
- Proprietary tools
- Open-system partnerships with all the main players (Google, Facebook, Microsoft, AOL ...)
- Technological expertise (AOD, mobile, video, cloud computing, e-commerce)





Complexity
Explosion of data
Constant innovation



Connections
Analyses
Measurements

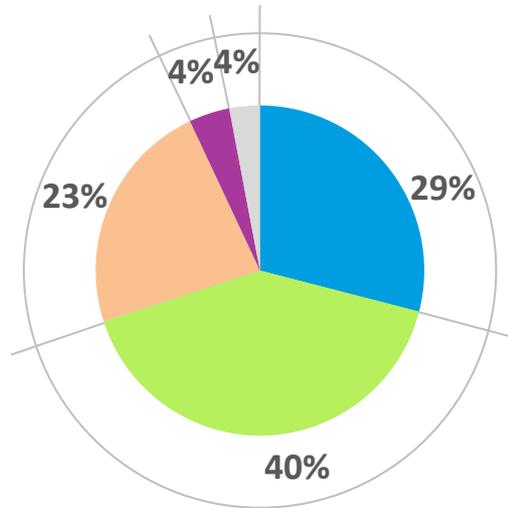


Creativity + Link
Converging of technology, strategy and creativity

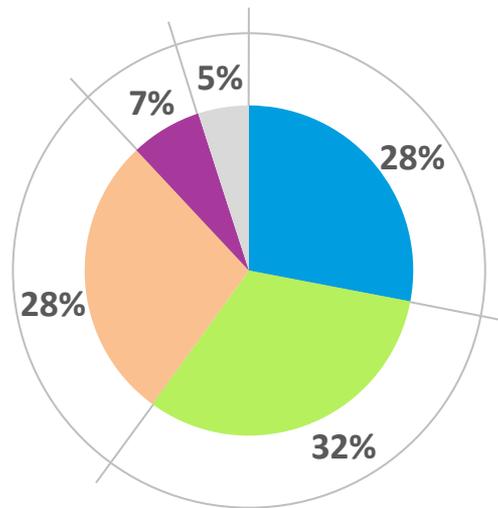
2. THE WORLD IS CHANGING, AND SO IS PUBLICIS

ADVERTISING INVESTMENT BY REGION

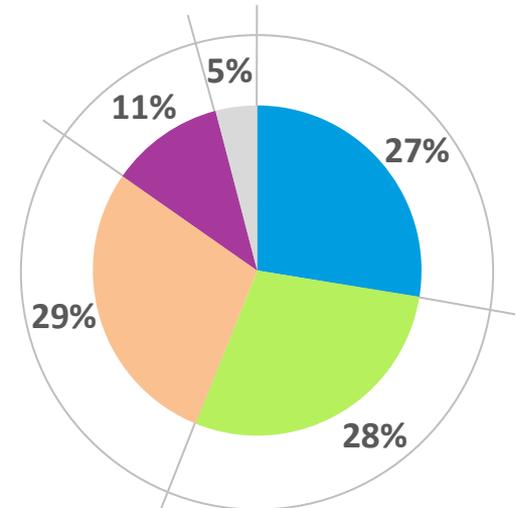
2000



2011



2020

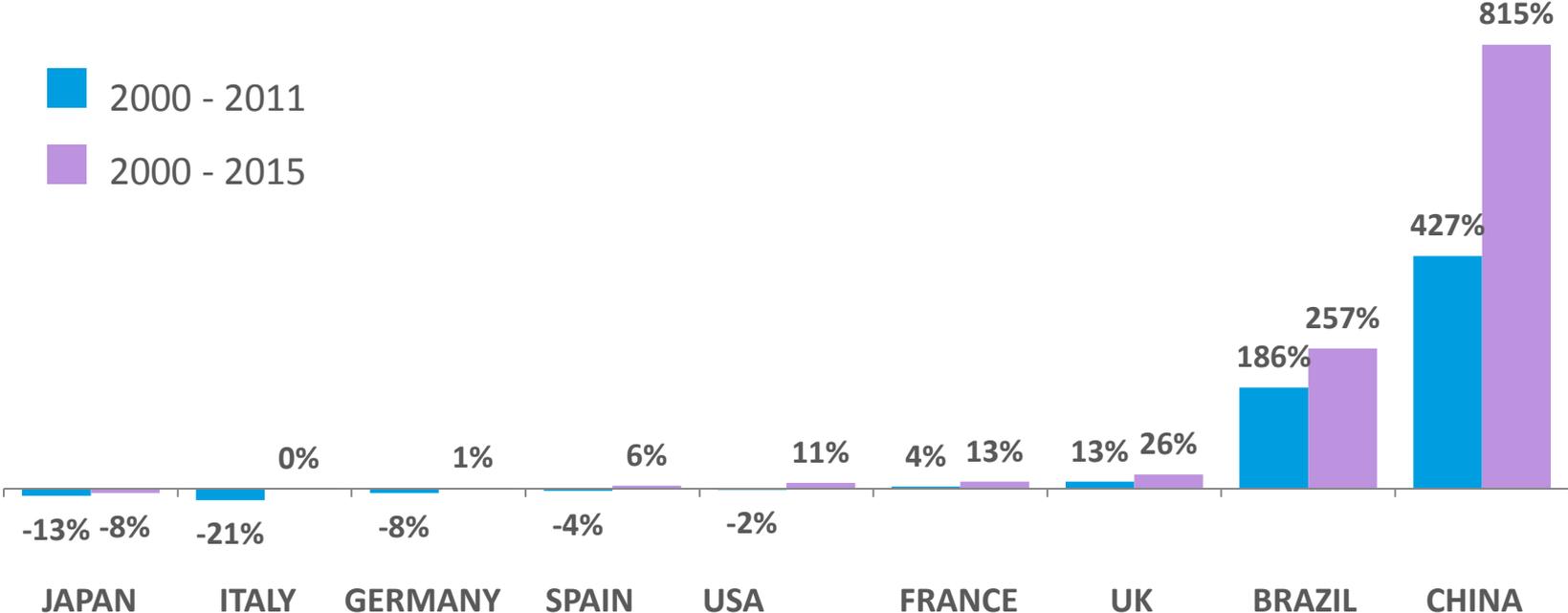


● Europe ● USA

● Asia ● Latin America ● Others

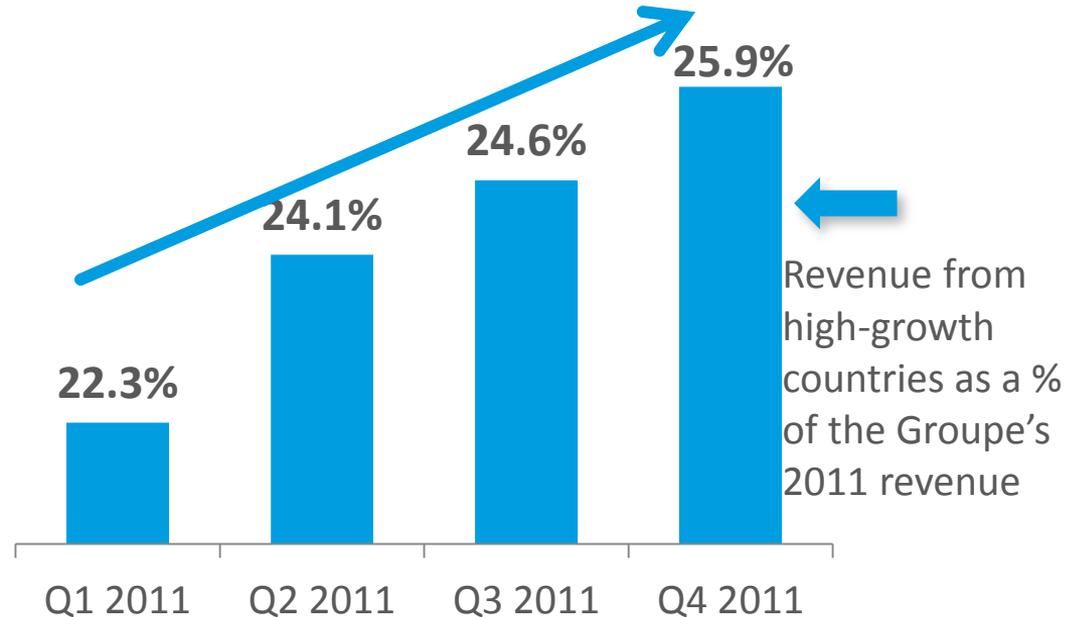
2020 forecasts by ZénithOptimedia

GROWTH RATE OF ADVERTISING INVESTMENT BY COUNTRY



INTERNATIONAL DEVELOPMENT IN HIGH-GROWTH COUNTRIES

- 1 year ahead of plan
- Priorities :
 - Organic growth
 - New business
 - Reinforcement through acquisitions





Brazil

Groupe's 12th biggest market in 2003

Rose to 6th in 2011

1,500 employees

12 agencies



CHINA

Groupe's 7th biggest market in 2003

4th rank in 2011

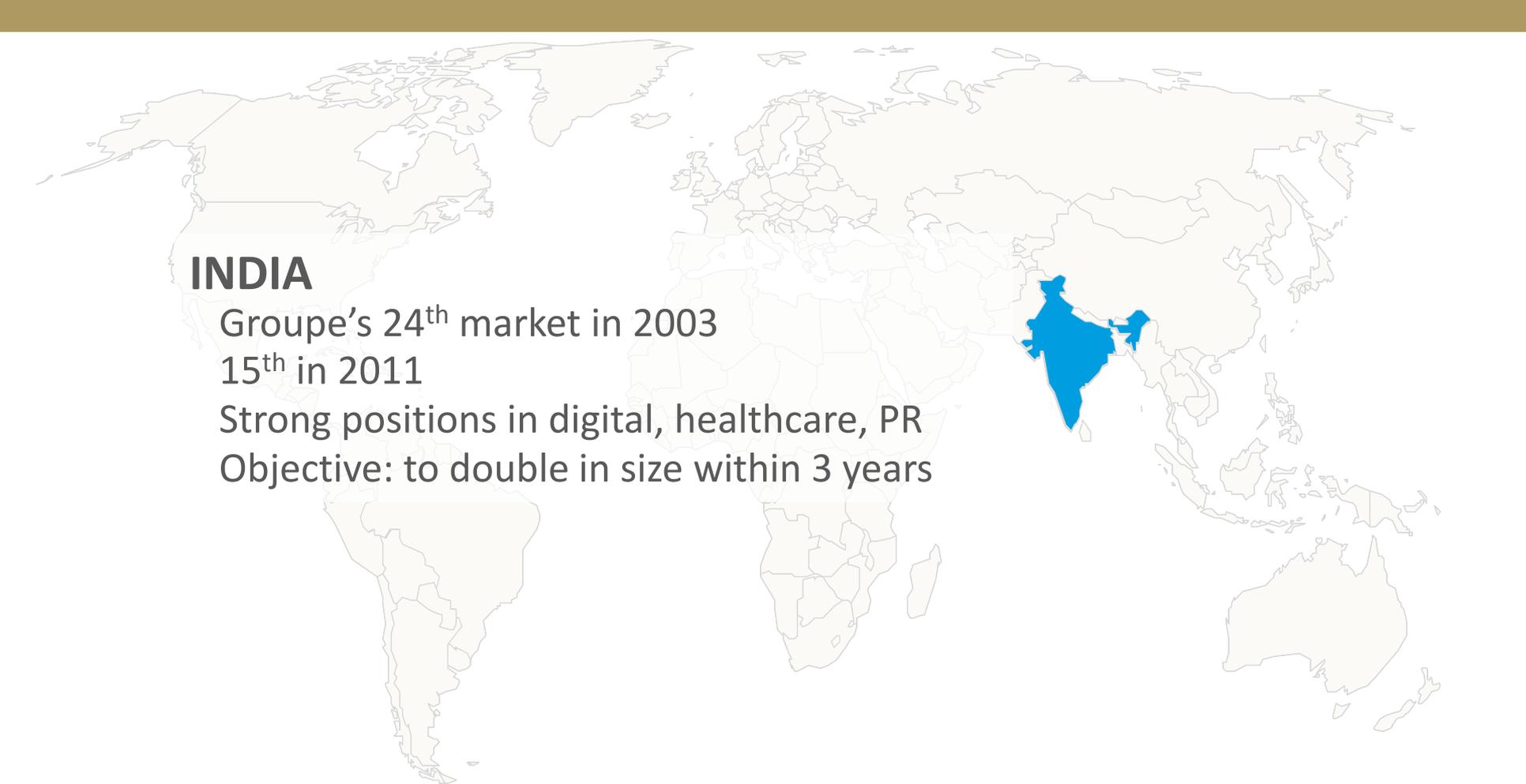
5,500 employees

Over 60 agencies

Over 300 clients

3 top-flight creative networks

No.1 in media



INDIA

Groupe's 24th market in 2003
15th in 2011

Strong positions in digital, healthcare, PR
Objective: to double in size within 3 years



RUSSIA

Groupe's 31st ranked market in 2003

14th in 2011

900 employees

Publicis Groupe No.1 in:

- media (VivaKi)
- creativity (Leo Burnett)



AND

Ambitious projects in vibrant markets:

South Africa

Africa (hub policy)

Gulf region, Middle East

Indonesia

Israel

Mexico

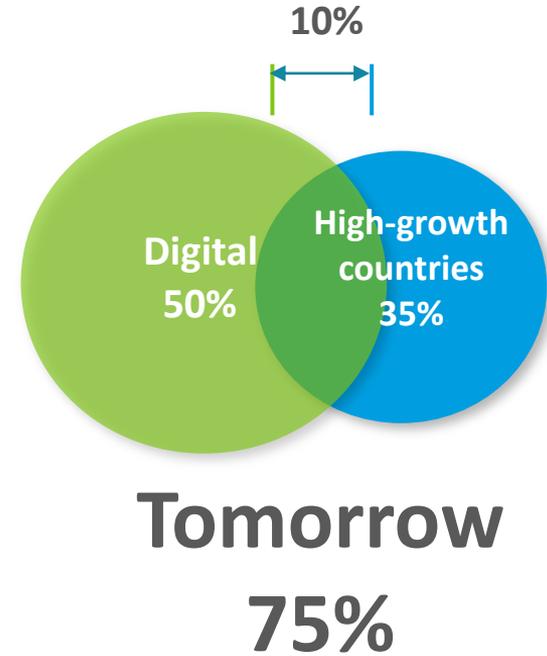
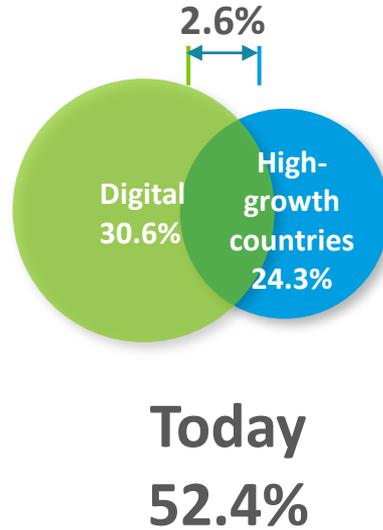
Turkey

HOW WE WILL SUCCEED

- Talented teams that can be counted upon
- Constant innovation in customer service and organization
- Unrelenting commitment to excellence
- Continuous change

PUBLICIS GROUPE GOING FORWARD

PUBLICIS GROUPE TOMORROW



IN 2012

Context

Uncertainties

- Sovereign debt
- Crisis constantly throwing up new developments
- Fears of economic slowdown

Upsides

- Olympic Games
- UEFA Euro 2012 (soccer)
- Growth of digital business
- Growth of MISSAT & BRIC countries

Publicis Groupe's strengths

- Headstart in digital communications
- Performance-based culture
- Agility
- Resilience
- Audacious yet cautious
- Ability to invest
- Strong balance sheet

BRIC: Brazil, Russia, India, China

MISSAT: Mexico, Indonesia, Singapore, South Africa, Turkey

PUBLICIS GROUPE IN 2012

- Trends
 - Slowdown in the 2nd quarter
 - 2nd half-year to improve on 1st half-year
- Organic growth higher than market
- Investment in technology and talent
- Margin consolidation

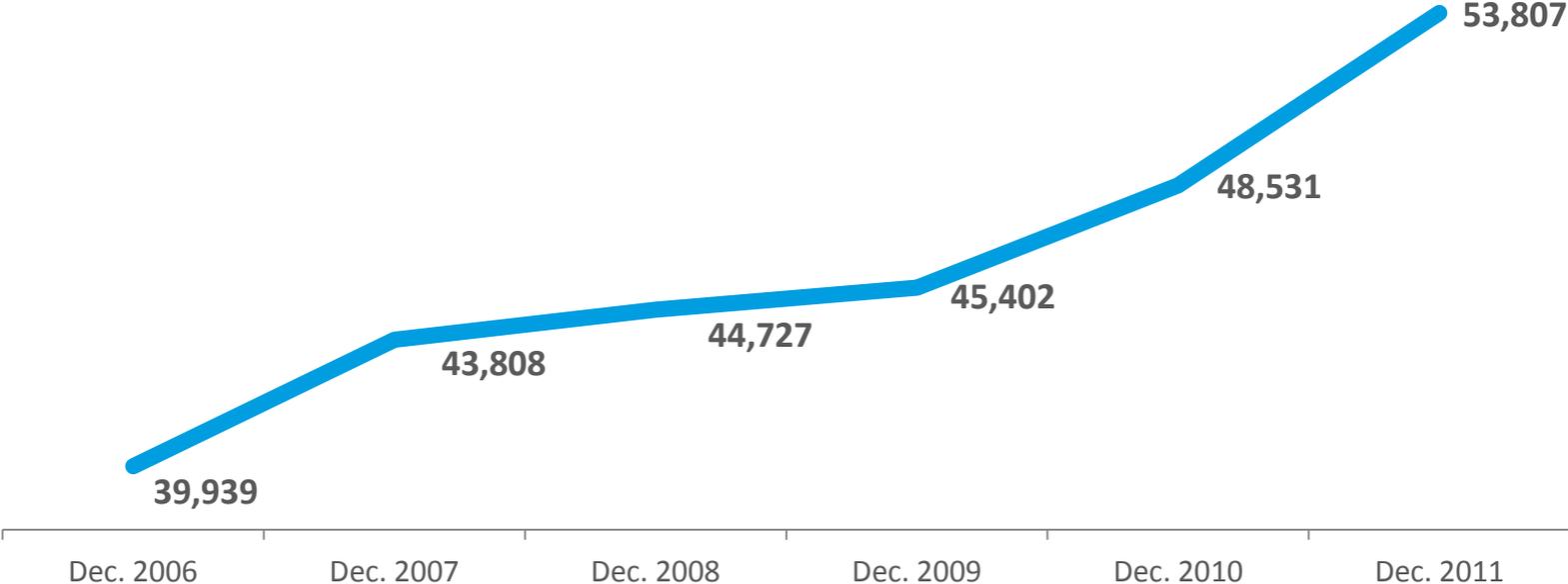
Corporate Social Responsibility (CSR)

FOUR-PRONGED CSR POLICY



CORPORATE SOCIAL RESPONSIBILITY

Headcount rising despite economic difficulties



CORPORATE SOCIAL RESPONSIBILITY

Diversity

- Gender balance within the Groupe
 - Women: 55% (average age: 33)
 - Men: 45% (average age: 34)
 - 30% of top Network Management Committee members are women
 - 42% of Network and Agency Managers are women
- Creation of women's in-house network: 
- Creation of internal network in USA:  | 

CORPORATE SOCIAL RESPONSIBILITY

Development of human capital

- Training: 54% of all employees received training in 2011
- Relations with schools and universities: teaching, study and research projects, placement, educational partnerships the world over, among others
- Employee share ownership: the group-wide plan to attribute 50 free shares to nearly two-thirds of staff was rolled out in a further 16 countries in 2011

CORPORATE SOCIAL RESPONSIBILITY

Society and community-based issues

- Involvement in the drawing up and promotion of the new ICC Code (Advertising and Marketing Communication Practice, Consolidated Code)
International business code of self-regulation and ethics



- Pro-bono: the agencies continued their worldwide support of good causes such as “Samu-Social”, Autism speaks, WWF, the Fight against Cancer, ICM (Brain & Spine Institute), spanning over 200 campaigns

CORPORATE SOCIAL RESPONSABILITY

The environment

- The Groupe's 2011 carbon footprint was **89,259 TeqC** (1.65 TeqC *per employee*) as calculated by the European /ADEME and American (GHG Protocol) methods
- “Green Teams” in-house initiative: nearly agency 300 teams volunteered to improve working methods and behavior
- On-going projects: impact assessment of our work and campaigns on behalf of clients, endeavoring to find solutions to reduce the direct and indirect impact

GOVERNANCE

- Management Board and Supervisory Board: separation of the management body (Management Board) and the control unit (Supervisory Board)
- Management stable over time: only two chairpersons since the creation of Publicis in 1926, whence the continuity of values and performance
- The founding family is the main shareholder, the Group is a global yet family-owned business

GOVERNANCE

- First group in the sector to be endowed with a code setting forth its principles and values (JANUS)
- Only player in its sector to boast “shared services” reinforcing internal control with a view to reducing risk exposure
- Audit and internal control: some one hundred assignments per annum

Report of the Supervisory Board

GOVERNANCE

Supervisory Board



Elisabeth Badinter
Chair



Sophie Dulac
Vice-Chair



Simon Badinter
Chairman of Médias & Régies Europe



Claudine Bienaimé
Member of the Supervisory Board



Michel Cicurel
Chairman of the Management Board
of Compagnie Financière Edmond
de Rothschild Banque



Michel Halpérin
Attorney
Member of the Grand Conseil
de Genève (Switzerland)



Marie-Josée Kravis
Economist
President of the Museum Of
Modern Art (New York)



Marie-Claude Mayer
Worldwide Account Director
for the L'Oréal Group

GOVERNANCE

Supervisory Board



Véronique Morali
Chair of Fimalac Développement



Hélène Ploix
Chair of Pechel Industries Partenaires



Felix Rohatyn
Special Advisor to the Chairman
& CEO of Lazard Frères and Co LLC



Amaury de Seze
Chairman of the Supervisory
Board of PAI Partners



Henri-Calixte Suaudeau
Director of Publicis Conseil



Gérard Worms
Vice-Chairman of Rothschild Europe

SUPERVISORY BOARD

- Chaired by Elisabeth Badinter, the Supervisory Board met seven times in 2011 and the attendance rate was 87%.
- The Board is comprised of 16 members of four different nationalities. There are six non-executive Directors.
- With seven women on its Board, Publicis is the leading large corporation in terms of gender balance (50%).
- The Supervisory Board has four committees: the Nominations Committee, the Compensation Committee, the Audit Committee, and the Strategy and Risk Committee which was set up on March 8, 2011

STRATEGY AND RISK COMMITTEE

- The Strategy and Risk Committee was set up on March 8, 2011 and is chaired by Marie-Josée Kravis.
- The five members are Marie-Josée Kravis, Elisabeth Badinter, Marie-Claude Mayer, Véronique Morali and Hélène Ploix
- It held one meeting in 2011.
- The Committee reviewed the Group's risk mapping (in conjunction with the Audit Committee) and the policies and corrective measures applied to control risk.
- The Committee examined the Groupe's major strategic and development options as well as the decisions implementing these options.

NOMINATIONS COMMITTEE

- The Nominations Committee is chaired by Elisabeth Badinter
- The five members are Elisabeth Badinter, Michel Cicurel, Henri-Calixte Suaudeau, Michel Halpérin and Gérard Worms (the last two members were appointed on March 8, 2011)
- The Committee met twice in 2011 and the attendance rate was 75%.
- It recommended the renewal of four-year terms of office (2012 to 2015) on the Management Board for Chairman Maurice Lévy, Jean-Michel Etienne, Jack Klues, Jean-Yves Naouri and Kevin Roberts.

COMPENSATION COMMITTEE

- The Compensation Committee has been chaired by Amaury de Sèze since March 8, 2011.
- The six members are Amaury de Sèze, Elisabeth Badinter (until March 8, 2011), Claudine Bienaimé, Michel Cicurel, Michel Halpérin (since March 8, 2011), and Véronique Morali. Since March 8, 2011, it has been comprised of five members. Gérard Pédraglio was the committee's permanent expert up to March 8, 2011.
- The Committee met eight times in 2011 with an attendance rate of 90%.
- It reviewed compensation of the Management Board members, particularly ensuring compliance with rules governing variable compensation. It also examined compliance with the system that has determined the bonus pool since 2006.
- The Committee reviewed the Management Board's 2011 projects in respect of employee compensation and retention.

AUDIT COMMITTEE

- The Audit Committee is chaired by Gérard Worms.
- Its three members are Gérard Worms, Claudine Bienaimé and Hélène Ploix. Jean-Paul Morin acts as the Committee's permanent expert.
- The Committee met five times in 2011 with all its members in attendance.
- It reviewed progress in internal auditing and the continuation of control arrangements.
- It continued to work on improvements to risk management.

Reports from the Committees

Compensation Committee

COMPOSITION OF THE COMPENSATION COMMITTEE

Amaury de Seze, Chairman

Claudine Bienaimé

Michel Cicurel

Michel Halpérin

Véronique Morali

COMPENSATION COMMITTEE

The Committee in 2011

- 8 meetings
- Attendance rate of 90 %

COMPENSATION COMMITTEE

The Committee recommended that the compensation of the Management Board members be maintained unchanged during the 2012-2015 term of office.

COMPENSATION COMMITTEE

The Chairman of the Management Board's compensation will be entirely variable, ranging from 0 to 5 million euro, for his 2012-2015 term of office.

COMPENSATION COMMITTEE

The Annual General Meeting of shareholders of June 3, 2008 approved Maurice Lévy's No-Compete agreement by a 99.85% majority, and his deferred performance-based compensation by a majority of 79.85%

COMPENSATION COMMITTEE

For the period 2003 to 2011, deferred performance-based compensation totaled 16,035,969 €, i.e. an annual 1.78 million euro

COMPENSATION COMMITTEE

Total annual compensation, by comparison with the CAC 40 average in 2009, 2010 and 2011 (Source: Mercer):

Maurice Lévy	3,860,021 €*
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CAC 40 average	3,631,412 €*
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* Not including deferred performance-based compensation and amounts paid into the supplementary retirement savings capital plan

COMPENSATION COMMITTEE

“To be in line with CAC 40 practices, Publicis Groupe should have constituted capital of 16,146,000 € to fund a supplementary retirement plan for Maurice Lévy”.

(Source: Mercer)

COMPENSATION COMMITTEE

Total annual compensation, by comparison with the sector average in 2009, 2010 and 2011 (Source: Mercer)

Maurice Lévy	5,658,666 €*
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Average (IPG, WPP, Omnicom)	9,706,195 €
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*Including deferred performance-based compensation for the three periods

COMPENSATION COMMITTEE

“At the time of Marcel Bleustein-Blanchet’s death, Publicis’ revenue amounted to 560 M€ and its net income was approximately 23 M€. By the end of 2011, Publicis revenue had increased by a factor of more than 10, to 5.8 Bn€, and net income was 26 times higher, at 600 M€.”
(Source: Supervisory Board press release dated March 29, 2012)

COMPENSATION COMMITTEE

The deferred performance-based compensation arrangements have enabled the Group to:

- Durably retain Maurice Lévy
- Link compensation paid to performance over the last nine years

Audit Committee

Strategy and Risk Committee

Statutory Auditors' Reports

On behalf of the Statutory Auditors

LOÏC WALLAERT
MAZARS

STATUTORY AUDITORS' REPORTS

On the Publicis Groupe SA financial statements

- We hereby certify that the company's annual financial statements have been properly drawn up and give a true and fair view of the company at the end of the financial period under consideration.
- Our assessment was founded on an appraisal of the company's shareholdings.

STATUTORY AUDITORS' REPORTS

On the Groupe's consolidated financial statements

- We hereby certify that the consolidated financial statements have been properly drawn up and give a true and fair view of the Group as comprised by the entities consolidated.
- Our assessment was founded on:
 - The accounting principles and methods applied in determining revenue
 - An appraisal of the provision for liabilities and charges and of the provision for social commitments
 - An appraisal of the fixed assets
 - An appraisal of stock options granted

Report on the Chair of the Supervisory's Board's report on internal control and risk management

- We have no observations to make on the Chair's report

STATUTORY AUDITORS' REPORTS

Special report on related-party agreements

- New agreements subject to approval by the shareholders:
 - Five-year syndicated credit facility for 1.2 Bn€
 - Acquisition by your company of 18 million of its own shares from SEP Denstu/Badinter
 - Agreements relating to termination benefits to Jean-Michel Etienne, Kevin Roberts, Jack Klues and Jean-Yves Naouri
- Agreements previously approved by the shareholders:
 - Loan facility agreement entered into with BNP Paribas and Société Générale
 - Shareholders' agreement between Publicis Groupe SA and Dentsu
 - Agreements relating to Maurice Lévy's deferred performance-based compensation and No-compete agreement
 - No-compete agreement with Jack Klues

STATUTORY AUDITORS' REPORTS

Reports relating to the Extraordinary General Shareholders' meeting

- We have drawn up the following three reports:
 - Report on the possible issuance of ordinary shares or securities that may confer equity rights in the Company (13th, 14th, 15th, 16th, 18th and 19th resolutions)
 - Report on the issuance of shares or securities that may confer equity rights in the Company, reserved to members of a company savings plan (20th resolution)
 - Report on the possible issuance of shares or securities that may confer equity rights in the Company, reserved to certain categories of beneficiaries (21st resolution)
- We have no observations to make regarding the proposed issuances. As certain issue conditions are as yet unknown, we will draw up an additional report, as required, in the event of these authorizations being used.

Question in writing

Questions & Answers

Voting of the resolutions

Combined Annual General Meeting of Shareholders 2012

HOW TO USE YOUR VOTING DEVICE

Smart card:

The voting device will not work if your smart card is not properly inserted.

How to vote:

Simply press the button of your choice:

- 1 = For
- 2 = Against
- 3 = Abstain

A message will appear on the bottom of the display:

"acknowledged" means your vote has been acknowledged but may still be modified

"registered" means the voting period has expired and your vote has been recorded



ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of the transactions and corporate financial statements for fiscal 2011

1st resolution

Approval of the 2011 annual accounts showing net income of 378,814,686 €

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of the consolidated financial statements for fiscal 2011

2nd resolution

Approval of the 2011 consolidated accounts showing a profit of 629,000,000 € including 600,000,000 € attributable to the Groupe

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Appropriation of net income and declaring of a dividend

3rd resolution

Proposed appropriation of 2011 net income of 378,814,686 € and previously retained earnings of 718,753,641 € to form distributable net income of 1,097,568,327 €, to pay a dividend of 0.70 € per share as of July 2, 2012, with the remaining 969,749,635 € allocated to retained earnings.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of related-party agreements authorized by the Supervisory Board and referred to in article L.225-86 of the French Commercial Code

4th resolution

Approval of the five-year, 1.2 Bn€ syndicated credit agreement (Club Deal) entered into notably with BNP Paribas and Société Générale of which two Directors, respectively Hélène Ploix and Michel Cicurel, are also members of the Company's Supervisory Board.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of related-party agreements authorized by the Supervisory Board and referred to in article L.225-86 of the French Commercial Code

5th resolution

Approval of the agreement for Publicis Groupe SA to purchase, at a unit price of 35,80 €, the 18 million shares held by Dentsu, a shareholder who held more than 10% of the voting rights. 10,759,813 of these shares have been cancelled.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of agreements authorized by the Supervisory Board and referred to in article L.225-90-1 of the French Commercial Code

6th resolution

Approval of an agreement relating to the compensation, payments or benefits that could be owed, directly or indirectly, to Management Board member Kevin Roberts in the event of his duties being terminated “without due cause”

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of agreements authorized by the Supervisory Board and referred to in article L.225-90-1 of the French Commercial Code

7th resolution

Approval of an agreement relating to the compensation, payments or benefits that could be owed, directly or indirectly, to Management Board member Jack Klues in the event of his duties being terminated “without due cause”

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of agreements authorized by the Supervisory Board and referred to in article L.225-90-1 of the French Commercial Code

8th resolution

Approval of an agreement relating to the compensation, payments or benefits that could be owed, directly or indirectly, to Management Board member Jean-Yves Naouri in the event of his duties being terminated “without due cause”

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Approval of agreements authorized by the Supervisory Board and referred to in article L.225-90-1 of the French Commercial Code

9th resolution

Approval of an agreement relating to the compensation, payments or benefits that could be owed, directly or indirectly, to Management Board member Jean-Michel Etienne in the event of his duties being terminated “without due cause”

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Renewal of the terms of office of two members of the Supervisory Board

10th resolution

Renewal of the term of office of Elisabeth Badinter as a member of the Supervisory Board for a period of six years.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Renewal of the term of office of two members of the Supervisory Board

11th resolution

Renewal of the term of office of Henri-Calixte Suaudeau as a member of the Supervisory Board for a period of six years.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Authorization for the Company to trade in its own shares

12th resolution

Authorization, for a period of 18 months, to buy back its own shares within the limit of 10% of its share capital, at a unit share price not exceeding 50 €. The total maximum amount is set at 900 M€.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increase with preemptive subscription rights maintained

13th resolution

Authorization, for a period of 26 months, to increase the share capital with preemptive subscription rights maintained. The maximum nominal amount of capital increases shall not exceed 35 M€.

The amounts of increases carried out on the basis of resolutions 14 to 21 below and on the basis of resolutions 18 and 22 approved by the meeting of June 7, 2011, shall be set off against this maximum amount.

The maximum par value of securities representing debt claims against the Company that may be issued shall not exceed 1,200 M€.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increase, with preemptive subscription rights suspended, by public share issue

14th resolution

Authorization, for a period of 26 months, to increase the share capital, with preemptive subscription rights suspended, by public share issue.

The maximum nominal amount of capital increases shall not exceed 14 M€, and such amount will be set off against the maximum total of 35 M€ referred to in the 13th resolution.

The maximum par value of securities representing debt claims against the Company that may be issued shall not exceed 1,200 M€.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increase, with preemptive subscription rights suspended, by private placement

15th resolution

Authorization, for a period of 26 months, to increase the share capital, with preemptive subscription rights suspended, by private placement.

The maximum nominal amount of capital increases shall not exceed 14 M€. This amount will be set off against the maximum total of 14 M€ referred to in the 14th resolution and against the maximum total of 35 M€ referred to in the 13th resolution.

The maximum par value of securities representing debt claims against the Company that may be issued shall not exceed 1,200 M€.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Issue of shares with the right to set the issue price

16th resolution

Authorization, for a period of 26 months, to increase the share capital, with preemptive subscription rights suspended, by public share issue or by private placement, within the limit of 10% of the share capital. The nominal amount of such capital increases will be set off against the maximum total of 14 M€ referred to in the 14th resolution and against the maximum total of 35 M€ referred to in the 13th resolution. The issue price will be equal to the weighted average price over the last three trading sessions (on the NYSE Euronext market in Paris) prior to setting the price, possibly less a maximum discount of 10%.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increase by capitalizing premiums, reserves, net income or other funds

17th resolution

Authorization, for a period of 26 months, to increase the share capital by capitalizing reserves, net income, premiums or other funds up to a maximum nominal amount of 35 M€. This amount will be set off against the maximum total referred to in the 13th resolution.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increase in the event of a public offering initiated by the Company

18th resolution

Authorization, for a period of 26 months, to decide to issue shares or various securities that confer or may confer equity rights in the Company in the event of a public offering initiated by the Company.

The maximum nominal amount of capital increase shall not exceed 14 M€ and this amount will be set off against the maximum total amount referred to in the 14th resolution and against the maximum total amount referred to in the 13th resolution.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Increase in the number of securities to be issued in the event of a capital increase

19th resolution

Authorization, for a period of 26 months, to increase the number of securities to be issued in the event of a capital increase, maintaining or suspending preemptive subscription rights, up to the limit of 15% of the original issue and at the same price as that set for the original issue. The nominal amount of capital increases shall be set off against the maximum amount referred to in the resolution on the basis of which the initial capital increase was carried out and against the maximum total amount referred to in the 13th resolution (35 M€).

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increases reserved for employees

20th resolution

Authorization, for a period of 26 months, to decide to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, for the benefit of members of a company savings plan, for a maximum nominal amount of 2.8 M€. This maximum amount shall apply to the capital increases that may be carried out under the 21st resolution and will be set against the maximum amount referred to in the 13th resolution.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Capital increases reserved for employees

21st resolution

Authorization, for a period of 26 months, to decide to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, for the benefit of certain categories of employees located abroad, for a maximum nominal amount of 2.8 M€. This maximum amount shall apply to the capital increases that may be carried out under the 21st resolution and will be set against the maximum amount referred to in the 13th resolution.

- 1 For
- 2 Against
- 3 Abstain

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

Use of authorizations granted in the event of a public bid targeting the Company

22nd resolution

Authorization, for a period of 18 months, to use the authorizations granted in the event of a public offering targeting the Company's securities.

- 1 For
- 2 Against
- 3 Abstain

ORDINARY GENERAL SHAREHOLDERS' MEETING

Pouvoirs

23rd resolution

Powers for legal formalities

- 1 For
- 2 Against
- 3 Abstain

PUBLICIS GROUPE
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2012

