

The Supervisory Board of Publicis Groupe wishes to emphasize that its decisions regarding the remuneration of Maurice Lévy, Chairman and CEO of Publicis Groupe, are well-founded, responsible and conceived in the interests of the Groupe, its employees and share-holders.

Maurice Lévy, who has been involved in the growth of Publicis for 40 years -- initially alongside its founder, Marcel Bleustein-Blanchet, who died in 1996 -- has been responsible for the Groupe's remarkable expansion.

In 2003, when the Groupe was involved in restructuring its capital and its transformation, the Supervisory Board sought to ensure that Maurice Lévy would remain at the helm for a long period in order to lead and complete the transformation of Publicis. The Board thus set up a compensation system with a large variable portion, with the aim of achieving two very clear objectives: to reward performance surpassing the competition, and to ensure Maurice Lévy's presence for the following nine years by deferring the payment of part of his variable remuneration to the end of that period.

This variable remuneration is based on quantitative and verified objectives, and for the most part on even more restrictive conditions with respect to targets established in comparison with the Groupe's main worldwide competitors: WPP, Omnicom and Interpublic. These comparative targets involve the two criteria on which a company's success is based: its organic growth, and its profitability.

Maurice Lévy's remuneration has always been the subject of regular and completely transparent communication with shareholders and the market. The relevant clauses have been featured in the Groupe's annual Reference Document since 2005.

These clauses were submitted to the vote of the annual shareholders' meeting in 2008 and were adopted by 78.95% and 99.85% of the votes.

The Supervisory Board, which has always included a member of the employees, observes that Maurice Lévy benefits from no supplementary pension plan, and that he did not participate in any of the discussions of the Board or the Compensation Committee regarding his personal situation.

Regarding the impact of Maurice Lévy's leadership of Publicis Groupe, the Board wishes to recall a number of objective facts. At the time of Marcel Bleustein-Blanchet's death in 1996, Publicis' revenue amounted to 560 million euros and its net income was approximately 23 million euros. By the end of 2011, Publicis revenue had increased by a factor of more than ten, to 5.8 billion euros, and net income was 26 times higher, at 600 million euros.

During this period, Publicis Groupe, which had been the 14th largest communications group in the world, grew to become the world's third largest communications group. This growth notably enabled the Groupe to multiply by 9 the number of its staff to 54,000 today, up from 6,000 employees in 1996. The Groupe's workforce in France doubled over the same period.

The capitalization of Publicis Groupe multiplied by a factor of 20 in the past 15 years.

The Board notes that this remarkable expansion by Publicis Groupe has been due in great part to the creativity, the spirit of initiative, and the tireless work of Maurice Lévy, at the head of Publicis' staff.

The Supervisory Board wishes to thank Maurice Lévy for his wholehearted commitment to Publicis over the past 40 years, and to renew its absolute support and confidence in him.

## **About Publicis Groupe**

Publicis Groupe [Euronext Paris FR0000130577, part of the CAC 40 index] is the third largest communications group in the world, offering the full range of services and skills: digital and traditional advertising, public affairs and events, media buying and specialized communication. Its major networks are Leo Burnett, MSLGROUP, PHCG (Publicis Healthcare Communications Group), Publicis Worldwide, Rosetta and Saatchi & Saatchi. VivaKi, the Groupe's media and digital accelerator, includes Digitas, Razorfish, Starcom MediaVest Group and ZenithOptimedia. Present in 104 countries, the Groupe employs 54,000 professionals.

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