

Press Release



07/20/12



Publicis Groupe 3.125% Convertible Bonds Due July 30, 2014

ISIN FR 0010771899 Euronext Paris

Press release relating to the results of the Company's exercise of its early redemption option

On June 29, 2012, Publicis Groupe SA (ISIN FR0000130577) announced its decision to exercise its early redemption option with respect to all of its outstanding 3.125% bonds convertible into and/or exchangeable for new or existing Publicis Groupe shares due July 30, 2014 (the "Bonds"), which were issued on June 24, 2009 (ISIN FR0010771899), in accordance with the provisions of section 4.9.3 of the Note d'Opération included in the Prospectus that received visa n° 09-191 from the French Autorité des marchés financiers on June 16, 2009.

Bondholders had had the option to exercise their conversion/exchange rights to receive Publicis Groupe shares (ISIN FR0000130577) until July 19, 2012 (inclusive) at the rate of 1.006 Publicis shares per tendered Bond.

24,257,895 Bonds were tendered at par (€27.90), resulting in a total amount of €676,795,270. Based on this ratio of 1.006 Publicis shares per tendered Bond, Publicis Groupe will issue 24,403,416 new shares (ISIN FR0000130577), which will be delivered on July 30, 2012. In accordance with the provisions set forth in the Note d'Opération (section 4.17.1(a)), the new shares to be issued upon conversion of the Bonds will carry dividend rights as from January 1, 2012.

The 11,016 Bonds that were not tendered will be redeemed on July 30, 2012 for an amount of €28.3359375 per Bond, including accrued interest (resulting in a total amount of €312,149).

This conversion will have the following positive effects on the consolidated financial statements of Publicis Groupe beginning in the second half of 2012:

- Reduction in net debt of approximately €644 million
- Increase in equity of approximately €644 million
- Improvement in net debt to equity ratio, on a pro forma basis as of June 30, 2012, of 0.25 to 0.06
- Decrease in interest expense of approximately €16 million during the second half of 2012 as compared to the second half of 2011 and approximately €39 million for the full year.

In addition, the Company's net income per diluted share remains unchanged, as the new shares issued in connection with the conversion have been taken into account in calculating net income per diluted share since the Bonds were issued in 2009.

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 56,000 professionals.

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Contacts

Publicis Groupe

Peggy Nahmany
Martine Hue

Corporate Communication + 33 (0)1 44 43 72 83
Investor Relations + 33 (0)1 44 43 65 00