

COMBINED GENERAL SHAREHOLDERS' MEETING

May 26, 2021 – **Publicis Groupe S.A.'s [Euronext Paris: FR0000130577, CAC40]** Combined General Shareholders' Meeting took place today, chaired by Mr. Maurice Lévy, Chairman of the Supervisory Board. In the very specific context of COVID-19, this year again, the meeting was held behind closed doors, without the physical attendance of the shareholders, pursuant to the Order n°2020-321 dated March 25, 2020 and to the French decree n° 2020-418 dated April 10, 2020, as modified and extended by the French decree n° 2021-255 dated March 9, 2021.

The Combined General Shareholders' Meeting was webcast live on the Groupe's website at www.publicisgroupe.com, and the different speeches are available at the following links: <https://www.publicisgroupe.com/en/investors/shareholders/annual-general-meeting>. All documents relating to the General Shareholders' Meeting have been made available to shareholders on the Groupe's website. Shareholders participated in the live event and were able to ask questions.

Representing a quorum of 73%, shareholders adopted all 26 resolutions, among which:

- The renewal of the mandate of Mr. Maurice Lévy, which was approved by 92.99% of votes, for a duration of four years. The Supervisory Board expressed its wish to see him continue his mission as Chairman of the Supervisory Board, providing support and advice to the Management Board and its President, Mr. Arthur Sadoun, who expressed the same wish. The Supervisory Board that met after the General Shareholders' Meeting unanimously approved the renewal of the mandate of its Chairman for a duration of four years.
- The renewal of the mandates of Mr. Simon Badinter and Mr. Jean Charest, with strong support from shareholders, for mandates of four years as well.
- The Management Board's 2020 compensation packages were approved by more than 88%, and their 2021 compensation policy passed at more than 90%.
- The dividend of 2.00 euros per share, representing a pay-out ratio of 46.8%, above its pre-pandemic level. The option for payment of the dividend in shares must be exercised between June 17 and June 30, 2021 inclusive. The ex-dividend date will be June 15, 2021. Shareholders can opt to receive payment of the dividend either in cash or in new shares. The issue price of shares distributed as dividends was set at 53.05 euros per share, calculated as the average of the closing prices of the twenty trading days prior to the Combined Shareholder Meeting, minus the net dividend.



Maurice Lévy, Chairman of the Supervisory Board, said:

« In a year when the whole world has been put to the test and we have entered in a new normal era, the Supervisory Board and I are very proud of the resilience demonstrated by your Groupe. It is the contribution of each person, the individual and combined strengths of the teams as well as the rapid, determined and efficient response of the management under the direction of Arthur Sadoun that have enabled Publicis Groupe, not only to weather this crisis by obtaining results above expectations, but also to emerge stronger, by returning to growth as of the 1st quarter of 2021. My attachment to the Groupe no longer needs to be demonstrated, after a journey of fifty years which has allowed me to accompany the different stages of the development of Publicis, to become the 3rd largest communication Groupe in the world and a leader in digital and data. It is therefore with full enthusiasm (although not part of my initial plans) that I will continue my mission for the Groupe and for all its stakeholders.

The Supervisory Board and I would like to thank shareholders for their trust and support. By their votes, they acknowledge the extraordinary work and mobilization of the Management Board and more particularly of its President and CEO in this period. I would also like to thank them for approving the renewal of my mandate as member of the Supervisory Board, and the Board for offering me to continue to support the Groupe as Chairman.

Thanks to its transformation and its long-term investments in technology and data, notably Sapient and Epsilon, your Groupe has all the assets it needs in an environment which has, with this crisis, evolved rapidly and irreversibly towards digital. While the environment remains uncertain, your Groupe is very well equipped and very well managed to meet the needs of its clients and support them on the path to growth in this new world».

During his presentation at the Combined Shareholder Meeting, Mr. Arthur Sadoun, Chairman of the Management Board, presented the key highlights of 2020.

When the crisis hit and despite a very uncertain environment, the Management Board reacted immediately and defined three clear priorities:

- First, protect the Groupe's talents, by shifting all employees to home working in a matter of days, in all countries. Moreover, the Groupe undertook many initiatives in the year to ensure their well-being and their health.
- Second, the Groupe fully mobilized to accompany its clients in rethinking and immediately adapting their communication campaigns to this new situation, contributing to their competitiveness and resilience in this critical period.
- Third, the Directoire implemented a series of exceptional measures to maintain the Groupe's financial strength, notably with a €500m cost savings plan and a reduction of the initially



proposed dividend. In parallel, the Chairman of the Supervisory Board and members of the Management Board proposed to reduce their salaries. Also, the voluntary salary sacrifices made by 6,000 talents at the peak of the crisis were reimbursed after the publication of better than expected results, with the exception of Management Board members.

Concluding this incredibly exceptional year, the Groupe emerged stronger and outperformed the market in 2020 organically while posting again the strongest financial ratios in the industry.

It is worth noting that, answering a question asked at the General Shareholders' Meeting, Mr. Arthur Sadoun, the Chairman of the Management Board, confirmed the continuation of the good trends observed in Q1 2021. He specified that organic growth for the 2nd quarter should be at the high end of the range indicated at the time of the Q1 results publication, which is +8% to +10%.

Composition of the Supervisory Board and of the Management Board

After this General Shareholders' Meeting, and after the departure of Mr. Enrico Letta¹, the Supervisory Board remains composed of 13 members, with 55%⁽²⁾ women as well as two members representing employees. With a 64%⁽²⁾ rate, the Supervisory Board includes a majority of independent members.

The Supervisory Board also confirmed the composition of the Management Board, with four members: Mr. Arthur Sadoun (Chairman), Mr. Steve King (COO), Mrs. Anne-Gabrielle Heilbronner (Secretary General) and Mr. Michel-Alain Proch (Chief Financial Officer replacing Mr. Jean-Michel Etienne).

Composition of the Committees of the Board

During its meeting that took place after the General Shareholders' Meeting, the Supervisory Board approved the following composition of the Committees of the Board.

Audit Committee

Chair: Mr. Jean Charest.

Members: Mrs. Suzan LeVine, Mr. André Kudelski and Mr. Thomas H. Glocer.

Expert: Mr. Jean-Michel Etienne

Compensation Committee

Chair: Mr. André Kudelski.

Members: Mrs. Antonella Mei-Pochtler; Mr. Thomas H. Glocer and Mr. Maurice Lévy.

Independent Expert: Mr. Michel Cicurel.

¹ Mr. Enrico Letta resigned from his mandate as a Supervisory Board member on March 28, 2021 after having been elected Secretary of the Italian Democratic Party.

² Pursuant to the law and Afep-Medef Code, the members of the Supervisory Board representing employees are not taken into account for the calculation of percentages.



Strategy and Risk Committee

Chair: Mrs. Marie-Josée Kravis.

Members: Mr. Simon Badinter, Mr. Thomas H. Glocer, Mr. Maurice Lévy and Mr. Pierre Pénicaud.

« ESG » Committee

A committee dedicated to environmental and societal reflexions, taking into account all stakeholders' interests, has been created:

Chair: Mrs. Suzan LeVine

Members : Mrs. Cherie Nursalim, Mrs. Sophie Dulac and Mrs. Patricia Velay-Borrini.

Nominating Committee

Composed of the Chairmen of the different committees, the Nominating Committee is chaired by Mrs. Elisabeth Badinter.

Members: Mrs. Marie-Josée Kravis and Mrs. Suzan LeVine. Mr. Jean Charest, Mr. André Kudelski and Mr. Maurice Lévy.

Disclaimer

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About Publicis Groupe - The Power of One

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is a global leader in communication. The Groupe is positioned at every step of the value chain, from consulting to execution, combining marketing transformation and digital business transformation. Publicis Groupe is a privileged partner in its clients' transformation to enhance personalization at scale. The Groupe relies on ten expertise concentrated within four main activities: Communication, Media, Data and Technology. Through a unified and fluid organization, its clients have a facilitated access to all its expertise in every market. Present in over 100 countries, Publicis Groupe employs around 80,000 professionals.

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