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## **Publicis Groupe S.A.**

Combined shareholders' meeting of May 26<sup>th</sup>, 2021  
Twenty-second resolution

**Statutory auditors' report on the free allocation of existing shares or shares to be issued.**

**MAZARS**  
61, rue Henri Regnault  
92400 Courbevoie  
S.A. à directoire et conseil de surveillance  
au capital de € 8.320.000  
784 824 153 R.C.S Nanterre

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles et du Centre

**ERNST & YOUNG et Autres**  
Tour First  
TSA 14444  
92037 Paris-La Défense cedex  
S.A.S. à capital variable  
438 476 913 R.C.S. Nanterre

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles et du Centre

## **Publicis Groupe S.A.**

Combined shareholders' meeting of May 26<sup>th</sup>, 2021  
Twenty-second resolution

### **Statutory auditors' report on the free allocation of existing shares or shares to be issued**

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French Commercial Code (Code de commerce), we hereby report on the proposed allotment of new or existing ordinary free shares in the Company, in one or more transactions, to beneficiaries to be determined by said Management Board from among all or certain employees, or certain categories of employees, and/or all or certain eligible corporate officers (within the meaning of Article L.225-197-1 II paragraph 1 of the French Commercial Code) of the Company or of French or foreign companies or Economic Interest Groupings affiliated with the Company in accordance with the provisions of Article L. 225-197-2 of the French Commercial Code; an operation upon which you are called to vote.

The total number of free shares in the Company that may be allotted pursuant to this resolution will not represent more than 3% of the Company's share capital on the date of the Management Board's decision to allot such shares; it being specified that the Management Board will have the power to modify the number of shares allotted, within the limit of the aforementioned maximum of 3%. It is specified that the shares allotted in application of such adjustments will be deemed as allotted on the same date as the initially allotted shares.

Resolves that eligible executive corporate officers of the Company may be allotted shares pursuant to this authorization, as permitted by law, provided (i) that definitive acquisition of the shares allotted is made conditional upon at least two performance standards determined by the Management Board at the time of its decision to allot such shares and measured over a period of at least three years, and (ii) that the shares allotted to such corporate officers do not exceed 0.3% of the Company's share capital as recorded on the date of the Management Board's decision to allot such shares (subject to the possible adjustments mentioned above).

Your Board of Directors proposes that on the basis of its report it be authorized for a period of thirty-eight months to allocate, for free, existing shares or shares to be issued. It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed free allocation of shares.

Courbevoie and Paris-La Défense, April 28th, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Olivier Lenel

Ariane Mignon

Nicolas Pfeuty

Valérie Desclève