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# Publicis Groupe S.A.

**Statutory auditors' report on the issuance of ordinary shares and/or securities reserved for employees who are members of a company savings scheme**

Combined general meeting – May 29, 2024 – Resolution 25  
Publicis Groupe S.A.  
133, avenue des Champs-Élysées - 75008 Paris

KPMG S.A., société d'expertise comptable et de commissaires aux comptes inscrite au Tableau de l'Ordre des experts comptables de Paris sous le n° 14-30080101 et rattachée à la Compagnie régionale des commissaires aux comptes de Versailles et du Centre. Société française membre du réseau KPMG constitué de cabinets indépendants affiliés à KPMG International Limited, une société de droit anglais (« private company limited by guarantee »).

Société anonyme à conseil d'administration  
Siège social :  
Tour EQHO  
2 avenue Gambetta  
CS 60055  
92066 Paris La Défense Cedex  
Capital social : 5 497 100 €  
775 726 417 RCS Nanterre

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S.A.S. à capital variable  
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*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.*

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

133, avenue des Champs-Élysées - 75008 Paris

### **Statutory auditors' report on the issuance of ordinary shares and/or securities reserved for employees who are members of a company savings scheme**

Combined general meeting – May 29, 2024 – Resolution 25

To the Annual general meeting of Publicis Groupe S.A.,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 and seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize the Management Board, or the Board of Directors where applicable, to decide whether to proceed with the issue of ordinary shares and/or securities, giving access by all means, immediately or in the future, at any time or at a predetermined date, by subscription, conversion, exchange, redemption, presentation of a warrant or by any other means to ordinary shares to be issued by your Company or one of its direct or indirect subsidiaries, with cancellation of preferential subscription rights, reserved for employees of one or more company savings schemes, an operation upon which you are called to vote.

The maximum nominal amount of the increase in capital that may result from this issue immediately or in the future, pursuant to this resolution, amounts to € 2,800,000, it being specified that this maximum amount applies to the increases in capital that may be carried out pursuant to this resolution and under the twenty-sixth resolution.

The maximum nominal amount of the increases in capital that may be carried out pursuant to this resolution will be set against the total maximum amount of € 30,000,000 provided for in paragraph 2 of the sixteenth resolution submitted to this meeting or, if applicable, set against any total maximum amount stipulated in a resolution of similar nature that might succeed the aforesaid resolution whilst this delegation of authority remains in force.

This issuance is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 and seq. of the French Labor Code (*Code du travail*).

Your Management Board proposes, on the basis of its report, that you delegate to it, or to the Board of Directors where applicable, for a period of twenty-six months, the authorization to decide on whether to proceed with an issue and proposes to cancel your preferential subscription rights to the ordinary shares and/or to the securities to be issued. If applicable, it shall determine the final issuing conditions of this operation.



It is the responsibility of the Management Board to prepare a report in accordance with Articles R. 225-113 and seq. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the financial statements, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in this report.

We conducted the work we deemed necessary in accordance with the professional standards issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. Our work consisted in verifying that the proposed option pricing arrangements had been disclosed in the Management Board's report and were compliant with legal and regulatory requirements.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Management Board's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when your Management Board, or your Board of Directors where applicable, makes use of this delegation in the event of the issue of shares or securities which are equity securities giving access to other equity securities and in the event of the issue of securities giving access to equity securities to be issued.

Paris-La Défense, May 6, 2024

*French original signed by*

KPMG S.A.

ERNST & YOUNG et Autres

Marie GUILLEMOT  
Partner

Nicolas PONCET  
Partner

Claire CESARI-WALCH  
Partner

Nicolas PFEUTY  
Partner

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