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**PUBLICIS GROUPE SA**

**A French corporation (*société anonyme*) with a Management Board (*Directoire*) and a Supervisory Board (*Conseil de Surveillance*)**

**Stated capital: €84,005,655.60**

**Principal office: 133 Avenue des Champs Elysées, 75008 Paris**

**Paris Trade and Companies Register No. 542 080 601**

**NOTICE OF MEETING**

Notice is hereby given to the shareholders of **PUBLICIS GROUPE SA** that a Combined Ordinary and Extraordinary General Meeting of Publicis Groupe SA shareholders will be held **at 10 a.m. on Wednesday, May 29, 2013**, at Publiciscinéma, 133 Avenue des Champs Elysées, 75008 Paris, to transact the business set out in the agenda below.

**Ordinary general shareholders' meeting:**

- The Management Board's reports;
- The Supervisory Board's report; the Chair's report on the manner in which the Supervisory Board's work is prepared and organized and internal control and risk management procedures; the Supervisory Board's special report on "Say on Pay";
- The statutory auditors' reports;
- Approval of the transactions and corporate financial statements for fiscal year 2012;
- Approval of the consolidated financial statements for fiscal year 2012;
- Appropriation of net income and declaration of a share dividend;
- Option for payment of dividend in cash or shares;
- Approval of the statutory auditors' report on the agreements referred to in Article L. 225-86 of the French Commercial Code;
- Appointment of Mr. Jean Charest as a member of the Supervisory Board, replacing Mr. Félix Rohatyn, whose term has expired;
- Reappointment of Ernst & Young et Autres as principal statutory auditor;
- Reappointment of Auditex as alternate auditor;
- Advisory opinion on the compensation methods relating to Mrs. Élisabeth Badinter, Chair of the Supervisory Board;
- Advisory opinion on the compensation methods relating to Mr. Maurice Levy, Chairman of the Management Board;
- Authorization to be granted to the Management Board entitling the Company to trade in its own shares.

**Extraordinary general shareholders' meeting:**

- Reports of the Management Board and the statutory auditors;
- Authorization for the Management Board to reduce capital by canceling treasury shares;
- Delegation of authority to be granted to the Management Board for the purpose of issuing, without preemptive subscription rights, shares and equity securities, by a public offering or other offering referred to in Article L. 411-2-II of the French Monetary and Financial Code, with the right to set the issue price;

- Delegation of authority to be granted to the Management Board for the purpose of issuing shares and securities, suspending preemptive subscription rights, as consideration for contributions in kind to the Company;
- Authorization to be granted to the Management Board for the purpose of granting employees and/or executive officers of the Company or Group companies options to subscribe to and/or purchase shares, suspending preemptive subscription rights;
- Employee share ownership: Delegation of authority to be granted to the Management Board to decide to issue equity securities or securities that confer equity rights in the Company, suspending preemptive subscription rights, in favor of members of a company savings plan;
- Employee share ownership: Delegation of authority to be granted to the Management Board to decide to issue shares or securities that confer equity rights, suspending preemptive subscription rights, in favor of certain categories of beneficiaries;
- Amendment of article 13 II of the Company's articles of incorporation and bylaws relating to the term and reappointment of Members of the Supervisory Board;
- Amendment of article 19 of the Company's articles of incorporation and bylaws ("general information"), to authorize public broadcasting of the general shareholders' meeting, in particular via the internet;
- Amendment of article 20 of the Company's articles of incorporation and bylaws ("Representation at and admission to shareholders' meetings"), to enable participation in shareholders' meetings by means of remote transmission;
- Amendment of article 21 of the Company's articles of incorporation and bylaws ("officers, attendance sheet, votes") to allow shareholders to vote by email.

**Ordinary general shareholders' meeting:**

- Powers to carry out formalities;
- Other business.

Notwithstanding any provisions to the contrary in the company's articles of incorporation and bylaws, shareholders may participate in the meeting irrespective of the number of shares they own.

In order to attend general shareholders' meetings, shareholders must ensure that their shares are registered in an account in their name or that of their designated intermediary in accordance with Article R. 228-1 of the French Commercial Code, three business days before the meeting, i.e. by midnight (00:00), Paris local time, **on May 24, 2013**, either in a registered share account held by the company or in a bearer share account held by the authorized intermediary.

The registration or recording of shares in bearer share accounts held by the authorized intermediary must be documented on a stock certificate issued by the intermediary, by electronic means if necessary and in accordance with the provisions of Article R. 225-61 of the French Commercial Code, which must be attached to the email ballot form, proxy form or admission card application prepared in the name of the shareholder or on behalf of the shareholder represented by the authorized intermediary.

A certificate must also be issued to shareholders who wish to attend to the meeting in person but have not received their admission card by midnight (00:00), Paris local time, three business days before the meeting.

Any shareholder who does not attend the meeting in person may choose one of the following three options:

- 1) Send a proxy form to the company without naming a proxy;
- 2) Appoint a natural person or legal entity as his/her proxy in accordance with the provisions of Article L. 225-106-I of the French Commercial Code. To do so, the shareholder must send CACEIS Corporate Trust a hand-written, signed proxy form stating his/her first and last names and address, and those of his/her proxy, along with a copy of the identification documents of the shareholder and the proxy. Proxies are revoked by means of the same procedure by which they were appointed;
- 3) Vote by mail.

In accordance with Article R. 225-79 of the French Commercial Code, notice of the appointment and removal of a corporate officer may also be given electronically, as stipulated below:

- For holders of registered shares: by sending an email to [ct-mandataires-assemblee-publicisgroupe@caceis.com](mailto:ct-mandataires-assemblee-publicisgroupe@caceis.com), indicating their first name, last name, address and CACEIS Corporate Trust username in the case of holders of pure registered shares (*actionnaires au nominatif pur*) (information available in the top left section of their share account statement) or their username with their designated financial intermediary in the case of holders of managed registered shares (*actionnaires au nominatif administré*), as well as the first and last name of the officer who has been appointed or removed;
- For holders of bearer shares: by sending an email to [ct-mandataires-assemblee-publicisgroupe@caceis.com](mailto:ct-mandataires-assemblee-publicisgroupe@caceis.com), indicating their first name, last name, address and full bank account details, as well as the first and last name of the officer who has been appointed or removed, and asking the financial intermediary who manages their securities account to send written confirmation (by mail) to CACEIS Corporate Trust, Service Assemblées Générales Centralisées, **14 Rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9** (or by fax to +33 (0)1.49.08.05.82).

To be taken into account, notices of the appointment or removal of officers must be duly completed, signed and received at least three days before the general meeting or within the time frame prescribed by Article R. 225-80 of the French Commercial Code. In addition, only the aforementioned notices should be sent to the above email address; requests or notices concerning other matters will not be considered and/or processed.

Shareholders who have already voted by mail, submitted a proxy form or requested an admission card or a stock certificate may sell some or all of their shares at any time. However, in the event of a sale occurring less than three business days prior to the meeting, i.e. after midnight (00:00), Paris local time, on **May 24, 2013**, the company will invalidate or modify the mail vote, proxy form, admission card or stock certificate (as the case may be) accordingly. To this end, the authorized intermediary must notify the company or its representative of the sale and provide all necessary information.

Notwithstanding any agreement to the contrary, notice of any sale or other transaction carried out by any means after midnight (00:00), Paris local time, three business days prior to the

meeting, will not be given by the authorized intermediary and any such sales or transactions will not be taken into account by the company.

Forms for voting by proxy or by mail are automatically sent by mail to holders of pure registered shares and managed registered shares.

As required by law, any documents that must be provided to the shareholders' meeting will be made available to shareholders within the statutory time frame at the principal office of **PUBLICIS GROUPE SA** and on the company's website <http://www.publicisgroupe.com> or provided upon request sent to CACEIS Corporate Trust.

Holders of bearer shares who wish to obtain a proxy/mail ballot form should send a request by registered mail, return receipt requested, to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 Rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9**. The relevant document will be sent to them at least six days before the date of the meeting.

To be taken into account, mail ballots, signed and completed, must be returned to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 Rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9** at least six days before the date of the meeting.

Unless otherwise provided by the company's articles of incorporation and bylaws, shareholders who have already voted by mail, submitted a proxy form or requested an admission card or a stock certificate may not choose to participate in the meeting by any other means.

Shareholders may submit questions to the company in writing in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Any such questions must be sent to the company's principal office by registered mail, return receipt requested, or sent by email to [Investor-relations@publicisgroupe.com](mailto:Investor-relations@publicisgroupe.com) at least four business days before the date of the meeting. They must be accompanied by a stock certificate.

The Management Board