



PUBLICIS GROUPE

Overview of the share buyback program authorized by shareholders at their Combined Ordinary and Extraordinary General Meeting of May 27, 2015

Pursuant to Article L.451-3 of the French Monetary and Financial Code and Articles 241-1 *et seq.* of the General Regulation of the French financial markets authority (*Autorité des Marchés Financiers*), this overview contains information on the objectives and terms of the Publicis Groupe SA share buyback program in accordance with the authorization granted by shareholders under the 16th resolution adopted at their Combined General Meeting of May 27, 2015.

Issuer: Publicis Groupe SA, a French corporation with a Management Board and a Supervisory Board, with stated capital of € 88,870,481,20 and its principal office at 133 Avenue des Champs Elysées, 75008 Paris, registered with the Paris Trade and Companies Registry under number 542 080 601.

Stock Exchange: Euronext Paris; ISIN: FR0000130577.

Number of shares and fraction of capital held directly or indirectly by the issuer

As of May 27, 2015, the company's capital was made up of 222,156,359 shares of which 12,025,428 were held by Publicis Groupe SA, representing 5.41% of its capital.

Besides, between May 28 and June 9, 2015, the company acquired 1,848,004 additional shares as part of the buy-back program approved by the General Shareholders' Meeting held on May 28, 2014, and announced by press releases dated March 30 and May 13, 2015. Those shares were allocated to cover bonds relating to securities giving access to share capital.

Last, on June 18, 2015, the Management Board decided to allocate to bonds relating to securities giving access to share capital, 2,253,000 shares which were due to be allocated to potential external growth transactions and 4,089,615 shares which were due to be allocated to future share awards to employees and/or corporate officers of the company or group.

As of June 18, 2015, company's share capital was made up of 222,176,203 shares including 14,075,975 treasury shares representing 6.34% of share capital and allocated as:

- 182,500 shares for encouraging the secondary market or liquidity of Publicis shares pursuant to a liquidity agreement compliant with the *AMAFI's Charte de déontologie* and approved by *AMF*;

- 67,187 shares allocated for payments or exchanges in connection with external growth transactions;
- 12,684,488 shares allocated to cover bonds relating to securities giving access to share capital (those shares will be used to redeem the 2022 ORANE, as approved by the ORANE holder general meeting dated June 19, 2015); and
- 1,141,800 shares allocated to allow the allotment or sale of shares to employees and/or corporate officers of the Company and/or its Group.

Characteristics of the 2015-2016 buyback program

Buyback program objectives

The objectives of the program authorized by shareholders at their General Meeting of May 27, 2015 are as follows:

- Allotting or selling shares to employees and/or corporate officers of the Company and/or its Group, in accordance with the requirements and procedures prescribed by applicable statutes and regulations, in particular as part of a plan for sharing in the Company's expansion, by allotting free shares or granting stock options, or through company savings plans or inter-company savings plans;
- Delivering shares to honor obligations in connection with instruments or securities that confer equity rights;
- Conserving and subsequently delivering shares (as an exchange, payment or otherwise) in connection with external growth transactions within the limit of 5% of share capital;
- Encouraging the secondary market or liquidity of Publicis shares through the intermediary of an investment services provider acting in the name and on behalf of the Company with complete independence and without being influenced by the Company, pursuant to a liquidity agreement in compliance with the code of ethics recognized by the French financial markets authority (*Autorité des marchés financiers*) or any other applicable provision;
- Canceling shares thus acquired, pursuant to authorization granted by an extraordinary general shareholders' meeting; or
- Implementing any market practice that is currently permissible or may be permitted in the future by the market authorities.

This program is also intended to enable the Company to act for any other purpose that is currently authorized or may be authorized in the future by the laws and regulations in force. In such case, the Company shall inform its shareholders by issuing a press release

Maximum number of shares that may be acquired

The maximum number of shares that can be purchased must not at any time exceed 10% of the shares that make up the share capital. This percentage shall apply to share capital adjusted to reflect transactions affecting the share capital carried out after the date of this shareholders' meeting. The total maximum amount of this authorization is set at two billion two hundred twelve million thirty-eight thousand five hundred and seventy euros (€2,212,038,570). In accordance with the provisions of Article L. 225-209 of the French Commercial Code, where

shares are redeemed to promote liquidity in accordance with the requirements prescribed by the French financial markets authority's general regulations, the number of shares taken into account to calculate the 10% limit is equal to the number of shares purchased, less the number of shares resold during the authorization period.

Maximum purchase price

The maximum unit purchase price shall be one hundred euros (€100), excluding costs. However, this price shall not apply to share redemptions used to enable the Company to allot free shares to employees or to comply with its obligations when options are exercised.

In the event of a change in the shares' par value, a capital increase carried out by capitalizing reserves, an allotment of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption or any other transaction with an impact on shareholders' equity, the general shareholders' meeting delegates to the Management Board the power to adjust the purchase price referred to above in order to take into account the impact of such transactions on the share price.

Redemption terms and conditions

The Company shall be entitled to acquire shares, and sell or transfer shares redeemed, at any time and by any means, in compliance with the statutes and regulations in force, in particular by buying or selling them on the stock market or over the counter, and including by buying or selling blocks of shares (without limitation on the portion of the program that may be carried out in this way), through takeover bids, public offerings, or securities exchange bids, by using option mechanisms, by using derivatives traded on a regulated market or over the counter and repurchase agreements, in all cases acting either directly or indirectly through an investment services provider; and the Company shall also be entitled to keep and/or cancel shares redeemed, provided authorization is granted by an extraordinary general shareholders' meeting, in compliance with applicable regulations.

According to the 17th resolution adopted by shareholders at their General Meeting of May 27, 2015, shareholders authorized the Management Board, for a period of 26 months, to reduce the capital should the need arise, by cancelling, in one or more transactions, of up to a maximum of 10% of stated capital as authorized by law (it being specified that said maximum applies to the Company's stated capital as adjusted, if applicable, to account for transactions with an impact on stated capital that are carried out after the date of this shareholders' meeting) for each twenty-four month period, of all or part of Publicis Groupe SA shares acquired within the framework of the share buyback programs authorized by the general shareholders' meeting, particularly under the foregoing 16th resolution, and, more generally, the treasury shares held by Publicis Groupe SA.

Program term

The program was authorized for a period of eighteen (18) months from May 27, 2015, i.e., until November 27, 2016.

The text of the overview of share buyback program authorized by shareholders at their Combined Ordinary and Extraordinary General Meeting of May 27, 2015 is free translation from the French language and is supplied solely for information purposes. Only the original version in the French language has legal force.