



## PUBLICIS GROUPE

### COMMUNIQUÉ DE PRESSE

#### **Not for distribution in the United States**

*Paris, February 12, 2009*

#### **Publicis announces that it has repurchased a portion of its OCEANES maturing on January 18, 2018, and is offering to purchase the remaining OCEANES for a price of EUR42.5724 per bond**

In January 2002, Publicis Groupe issued 17,624,521 Bonds Convertible or Exchangeable into New or Existing Shares (the "OCEANES"), maturing on January 18, 2018, with a principal amount of €39.15 euros each, for a total principal amount of EUR689,999,997. The OCEANES are listed on Euronext Paris under the ISIN code FR0000180127.

On January 19, 2009, Publicis Groupe repurchased 2,241,811 OCEANES at a price of EUR42.3585 per OCEANE. The total principal amount of the OCEANES repurchased was EUR87,766,901, representing 12.72% of the amount initially issued. The repurchase transaction was agreed to on January 19, 2009 and closed on January 22, 2009.

The OCEANES repurchased in January 2009 were cancelled in accordance with their terms.

Following this repurchase and the early redemption options exercised by bondholders in 2005 and 2006, 3,242,523 OCEANES are outstanding, representing an aggregate principal amount of EUR126,944,775.

Publicis Groupe today announces its offer to repurchase any and all remaining bonds during a period of five consecutive trading days. The repurchase will take place on the market in France, on a "T+3" settlement basis (with "T" being the tender date), in accordance with the terms set forth below:

Publicis Groupe hereby undertakes to place a standing purchase order for the OCEANES on the market in France at the price of EUR42.5724 per bond, providing, as of February 13, 2009, an effective yield to the January 18, 2010 call date equivalent to the price paid by Publicis on January 19, 2009.

The repurchase price of EUR42.5724 per OCEANE will be maintained at the same level throughout the repurchase period. In particular, the repurchase price will not be increased by accrued interest and will not be adjusted to take into account changes in yield.

Publicis Groupe undertakes to acquire the OCEANES on the market during a period of 5 consecutive trading days starting on the trading day following the date hereof, i.e., from and including February 13, 2009, to and including February 19, 2009.



The repurchase transactions will be conducted through BNP PARIBAS.

At the end of the repurchase period, Publicis Groupe will announce the total amount of OCEANEs actually repurchased.

Commenting on this transaction, Jean-Michel Etienne, Executive Vice President and Chief Financial Officer of the Group, said: "*The repurchase of the OCEANEs before maturity is a further step in the simplification of Publicis' balance sheet and reduces the potential number of shares to be issued with a favorable impact on the calculation of the earnings per share*".

The distribution of this announcement, the undertaking to purchase, the realization of this undertaking and participating in this process are subject, in certain countries, to restrictions under applicable laws and regulations. This process is not open to persons subject to such restrictions, either directly or indirectly, and no offer may be accepted from a country where this process would be subject to such restrictions. Persons in possession of this announcement should inform themselves of the existence of any such restrictions and comply with them. Non-compliance with such restrictions may constitute a violation of applicable law. Publicis Groupe does not accept responsibility for the violation of any of these restrictions by any person.

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## CONTACTS :

### Publicis Groupe:

Dominique le Bourhis, VP Group Treasurer  
[dominique.le.bourhis@publicisgroupe.com](mailto:dominique.le.bourhis@publicisgroupe.com)

+ 33 (0)1 41 97 41 28

Martine Hue, Director of Investor Relations  
[martine.hue@publicisgroupe.com](mailto:martine.hue@publicisgroupe.com)

+ 33 (0)1 44 43 65 00

### About Publicis Groupe

Publicis Groupe [Euronext Paris: FR0000130577] is the world's fourth largest communications group. In addition, it is ranked as the world's second largest media counsel and buying group, and is a global leader in digital and healthcare communications. With activities spanning 104 countries on five continents, the Groupe employs approximately 45,000 professionals. The Groupe offers local and international clients a complete range of communication services, from advertising through three autonomous global advertising networks, Leo Burnett, Publicis, Saatchi & Saatchi and two multi-hub networks, Fallon and 49%-owned Bartle Bogle Hegarty; to media consultancy and buying, through two worldwide networks, Starcom MediaVest Group and ZenithOptimedia; interactive and digital marketing led by Digitas; Specialized Agencies and Marketing Services offering healthcare communications, corporate and financial communications, sustainability communications, shopper marketing, public relations, CRM and direct marketing, event and sports marketing, and multicultural communications.

**Web site:** [www.publicisgroupe.com](http://www.publicisgroupe.com)