



# 09/25/13



## **General Meeting of ORANE Holders. Early redemption of ORANE. Adjustment to the ORANE redemption parity.**

**Paris, 25 September 2013.** Pursuant to the Business Combination Agreement entered into on 27 July 2013 between Publicis Groupe (the Company) and Omnicom Group Inc (Omnicom), the Company has convened holders of bonds redeemable into new or existing shares (the ORANE) issued in 2002 (ISIN Code: FR0000187783) in general meeting. This general meeting will be held on 10 October 2013 in order to resolve on the mandatory early redemption of the ORANE immediately following the extraordinary general meeting of the shareholders of Publicis convened to resolve on the proposed merger of the Company with the new Dutch entity called Publicis Omnicom Group NV, and subject to such merger being approved by the shareholders of Publicis.

Each ORANE will be redeemed in exchange for 9.135 Publicis shares, which will be immediately assimilated to existing Publicis shares and give right to receive the special dividend payable in cash of one euro and to be exchanged against one share of Publicis Omnicom Group NV, at the time of, and subject to, the consummation of the merger.

On the date of redemption of the ORANE, holders will receive the accrued coupon calculated from 1<sup>st</sup> September 2013 on the basis of an annual rate of 3.2946%.

ORANE holders representing approximately 60% of the ORANE have engaged to vote in favour of the mandatory early redemption.

The redemption parity includes an adjustment by a multiple of 1.015 in order to take account of the portion of dividends paid out of the reserve and premium accounts of the Company. This adjustment will equally apply to bonds convertible or exchangeable into new or existing shares (OCEANE 2018) (ISIN Code: FR0000180127) and to share subscription warrants (BSA) (ISIN Code: FR0000312928).

The adjustments to the ORANE, OCEANE 2018 and BSA will represent a maximum of 451,456 additional Publicis shares (representing approximately 0.2% of Publicis' share capital).

The Management Board's report to the general meeting of ORANE holders, available on the Company's website at the following address [www.publicisgroupe.com/Investor\\_Relations/Regulatory\\_documents](http://www.publicisgroupe.com/Investor_Relations/Regulatory_documents), contains the full details on the proposed mandatory early redemption and adjustment mechanism, including adjustments in respect of past years.

## About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is one of the world's leading communications groups. We offer the full range of services and skills: digital (DigitasLBi, Razorfish, Rosetta, VivaKi), creative services (BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi), public affairs, corporate communications and events (MSLGROUP), media strategy, planning and buying (Starcom MediaVest Group and ZenithOptimedia) and healthcare communications, with Publicis Healthcare Communications Group (PHCG). Present in 108 countries, the Groupe employs 60,000 professionals.

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