



Overview of the share buyback program authorized by shareholders at their Combined Ordinary and Extraordinary General Meeting of May 28, 2014

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 12th resolution adopted at their Combined General Meeting of May 28, 2014.

Issuer: Publicis Groupe SA, a French corporation with a Management Board and a Supervisory Board, with stated capital of € 86,651,418 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

On May 28, 2014, the company's capital was made up of 216,628,545 shares of which 8,125,889 were held by Publicis Groupe SA, representing 3.75% of its capital.

Allocation of equity held on May 28, 2014 according to objectives

- 62,500 shares held within the scope of a liquidity agreement in compliance with the code of ethics recognized by the French financial markets authority;
- 2,320,187 shares allocated for payments or exchanges in connection with external growth transactions;
- 5,743,202 shares allocated to honor obligations in connection with instruments or securities that confer equity rights or to allow the allotment or sale of shares to employees and/or corporate officers of the Company and/or its Group.

Characteristics of the 2014-2015 buyback program

Buyback program objectives

The objectives of the program authorized by shareholders at their General Meeting of May 28, 2014 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 bonus shares or granting options to buy shares, 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;
 - Keeping and subsequently delivering shares (as an exchange, payment or otherwise) in connection with external growth transactions, up to a maximum of 5% of stated capital;
 - Encouraging the secondary market in or liquidity of Publicis shares through the actions 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 with any other applicable provision;
 - Canceling shares thus acquired, pursuant to authorization granted by an extraordinary general shareholders' meeting;
 - Implementing any market practice that is 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 statutes 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 shall not at any time exceed 10% of the shares that make up the stated capital and the total maximum amount of this authorization is set at one billion eight hundred thirty-six million two hundred thousand euros (€1,836,200,000). 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 per-share purchase price shall be eighty-five euros (€85). However, this price shall not apply to share redemptions used to enable the Company to allot bonus 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 bonus 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 statutes and regulations.

According to the 12th resolution adopted by shareholders at their General Meeting of May 29, 2013, 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, in particular pursuant to the 11th resolution.

Program term

The program was authorized for a period of eighteen (18) months from May 28, 2014, i.e., until November 28, 2015.

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is one of the world's leading communications groups. The Groupe offers a full range of services and skills: digital (DigitasLBi, Razorfish, Rosetta, VivaKi), advertising (BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi), public affairs, corporate communications and events (MSLGROUP), media strategy, planning and buying (Starcom MediaVest Group and ZenithOptimedia), healthcare communications, with Publicis Healthcare Communications Group (PHCG), and finally, brand asset production with Prodigious. Present in 108 countries, the Groupe employs more than 62,000 professionals.

www.publicisgroupe.com | Twitter: [@PublicisGroupe](https://twitter.com/PublicisGroupe) | Facebook: www.facebook.com/publicisgroupe | LinkedIn: [Publicis Groupe](https://www.linkedin.com/company/publicis-groupe) | <http://www.youtube.com/user/PublicisGroupe> | *Viva la Difference !*

Contacts

Publicis Groupe

Peggy Nahmany

Communication corporate

+ 33 (0)1 44 43 72 83

Martine Hue

Investor Relations

+ 33 (0)1 44 43 65 00

Stéphanie Constand

Investor Relations

+ 33 (0)1 44 43 74 44