



PUBLICIS GROUPE

PRESS RELEASE

Publicis Groupe launches an offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANEs) for an amount of approximately €625 million potentially increased to a maximum of approximately €719 million upon the exercise of the over-allotment option

Granting of the AMF visa

Publicis Groupe S.A. ("Publicis Groupe" or the "Company") launched today an offering of bonds (the "Bonds") convertible into and/or exchangeable for new or existing shares of Publicis Groupe due July 30, 2014 amounting to €624,999,981. The par value of the Bonds was set as at €27.90, corresponding to an issue premium of 35.5% over Publicis Groupe's reference share price¹ on Euronext Paris.

The conversion / exchange ratio of the Bonds will be one new or existing Publicis Groupe share per Bond (subject, if applicable, to potential anti-dilutive adjustments).

The Bonds will bear interest at a rate of 3.125% per annum, payable semi-annually in arrear on January 30 and July 30 of each year and for the first time on January 30, 2010. The Bonds will mature and be redeemed at par on July 30, 2014. The Bonds may be redeemed early at the option of Publicis Groupe subject to certain conditions.

The issue size may be further increased up to a maximum of €718,749,951 in the event that the over-allotment option granted to BNP Paribas, CALYON, Citi and Société Générale Corporate & Investment Banking (the "**Joint Lead-Managers and Joint Bookrunners**") is exercised in full.

The French *Autorité des marchés financiers* (the "AMF") granted its visa n° 09-191 on June 16, 2009 to the French prospectus. The offer to the public in France will be open from June 17, 2009, to June 19, 2009, inclusive.

The expected date of issue, settlement and delivery for the Bonds is June 24, 2009.

The purpose of the issue is to respond to the Company's general financing needs as well as to contribute to the extension of its debt maturity profile, although no significant repayment is due before 2012, when approximately €859 million will come due.

¹ The reference share price is equal to €20.59 (the volume-weighted average price (VWAP) of Publicis Groupe's shares quoted on Euronext Paris from the opening of trading on June 16, 2009 until the final terms of the offering are determined).



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 agency, 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.

Publicis Groupe offers local and international clients a complete range of advertising services through three global advertising networks, Leo Burnett, Publicis, Saatchi & Saatchi and two multi-hub networks, Fallon and 49%-owned Bartle Bogle Hegarty. Media consultancy and buying agency is offered through two worldwide networks, Starcom MediaVest Group and ZenithOptimedia; and interactive and digital marketing led by Digitas. Publicis Groupe recently launched VivaKi to leverage the combined scale of the autonomous operations of Digitas, Starcom MediaVest Group, Denuo and ZenithOptimedia to develop new services, tools, and next generation digital platforms. Publicis Groupe's Specialized Agencies and Marketing Services offer healthcare communications, corporate and financial communications, sustainability communications, shopper marketing, public relations, CRM and direct marketing, event and sports marketing, and multicultural communications

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This press release does not constitute an offering, and the offering of Bonds is not a public offering in any jurisdiction other than France.

This offering is lead-managed by BNP Paribas, CALYON, Citi and Société Générale Corporate & Investment Banking, acting as Joint Lead-Managers and Joint Bookrunners.

Public Information

The French prospectus, consisting of Publicis Groupe *document de référence* filed with the AMF on March 13, 2009 under No. D.09-0120, an *actualisation du document de référence* filed with AMF on June 16, 2009 under No. D.09-0120-A01, a *note d'opération* and a summary (*résumé*) (included in the *note d'opération*), received visa n° 09-191 from the AMF on June 16, 2009. Copies of this prospectus are available free of charge at Publicis, 133, avenue des Champs Elysees, 75008 Paris and may be accessed on the websites of Publicis (www.publicisgroupe.com) and the AMF (www.amf-france.org). Investors are urged to consider the risk factors set forth at pages 5 to 8 of the *document de référence*, as well as under Section 2 of the *note d'opération*



Disclaimer

No communication and no information in respect of the offering by Publicis Groupe of bonds convertible into and/or exchangeable for new or existing shares (the "Bonds") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Publicis Groupe takes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 (as implemented in each member State of the European Economic Area, the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer.

THE OFFER AND SALE OF THE BONDS IN FRANCE WILL FIRST BE CARRIED OUT IN ACCORDANCE WITH A PRIVATE PLACEMENT. THE OFFER WILL BE MADE TO THE PUBLIC IN FRANCE ONLY AFTER THE GRANTING OF THE "VISA" BY THE AMF ON THE PROSPECTUS.

WITH RESPECT TO THE MEMBER STATES OF THE EUROPEAN ECONOMIC AREA, OTHER THAN FRANCE, WHICH HAVE IMPLEMENTED THE PROSPECTUS DIRECTIVE (EACH, A "RELEVANT MEMBER STATE"), NO ACTION HAS BEEN UNDERTAKEN OR WILL BE UNDERTAKEN TO MAKE AN OFFER TO THE PUBLIC OF THE BONDS REQUIRING A PUBLICATION OF A PROSPECTUS IN ANY RELEVANT MEMBER STATE. AS A RESULT, THE BONDS MAY ONLY BE OFFERED IN RELEVANT MEMBER STATES:

- (I) TO LEGAL ENTITIES WHICH ARE AUTHORISED OR REGULATED TO OPERATE IN THE FINANCIAL MARKETS OR, IF NOT SO AUTHORISED OR REGULATED, WHOSE CORPORATE PURPOSE IS SOLELY TO PLACE SECURITIES;
- (II) TO ANY LEGAL ENTITY WHICH HAS TWO OR MORE OF THE FOLLOWING CRITERIA: (1) AN AVERAGE OF AT LEAST 250 EMPLOYEES DURING THE LAST FINANCIAL YEAR; (2) A TOTAL BALANCE SHEET OF MORE THAN € 43 MILLION; AND (3) AN ANNUAL NET TURNOVER OF MORE THAN €50 MILLION, AS PER ITS LAST ANNUAL OR CONSOLIDATED ACCOUNTS;
- (III) IN ANY OTHER CIRCUMSTANCES, NOT REQUIRING THE ISSUER TO PUBLISH A PROSPECTUS AS PROVIDED UNDER ARTICLE 3(2) OF THE PROSPECTUS DIRECTIVE.

WITH RESPECT TO THE UNITED KINGDOM, THIS PRESS RELEASE IS DIRECTED ONLY AT PERSONS WHO (I) ARE LOCATED OUTSIDE THE UNITED KINGDOM, (II) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS AND FALL WITHIN ARTICLE 19(5) ("INVESTMENT PROFESSIONALS") OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTIONS) ORDER 2005, (III) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) ("HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC") OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 OR (IV) ARE PERSONS TO WHOM THIS COMMUNICATION MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THE SECURITIES ARE DIRECTED ONLY AT RELEVANT PERSONS AND NO INVITATION, OFFER OR AGREEMENTS TO SUBSCRIBE, PURCHASE OR OTHERWISE ACQUIRE SECURITIES MAY BE PROPOSED OR MADE OTHER THAN WITH RELEVANT PERSONS. ANY PERSON OTHER THAN A RELEVANT PERSON MAY NOT ACT OR RELY ON THIS DOCUMENT OR ANY PROVISION THEREOF. PERSONS DISTRIBUTING THIS DOCUMENT MUST SATISFY THEMSELVES THAT IT IS LAWFUL TO DO SO. PAST PERFORMANCE OF PUBLICIS GROUPE'S SECURITIES SHOULD NOT BE RELIED ON AS AN INDICATION OF FUTURE PERFORMANCE.

THIS PRESS RELEASE IS NOT A PROSPECTUS WHICH HAS BEEN APPROVED BY THE FINANCIAL SERVICES AUTHORITY OR ANY OTHER UNITED KINGDOM REGULATORY AUTHORITY FOR THE PURPOSES OF SECTION 85 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000.

With respect to Italy, no prospectus concerning the Bonds has been filed with or cleared by the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Legislative Decree No. 58 of February 24, 1998 as amended (the "Financial Services Act") and to CONSOB Regulation No. 11971 of May 14, 1999 as amended (the "Issuers Regulation") and, accordingly, the Bonds have not been and will not be offered in a solicitation to the public at large ("sollecitazione all'investimento").

Therefore, the Bonds may only be offered, transferred or delivered within the territory of the Italian Republic to the extent that copies of this announcement or any other document relating to the offering are distributed or made available exclusively (a) to professional



investors (“operatori qualificati”) as defined in Article 31, second paragraph, of CONSOB Regulation No. 11522 of July 1, 1998, as amended (the “Intermediaries Regulation”) pursuant to Article 100 of the Financial Services Act or (b) in circumstances where an exemption from the rules governing solicitations to the public at large applies, pursuant to, and in compliance with, the conditions set out by Article 100 of the Financial Services Act, and Article 33, first paragraph, of the Issuers Regulation. In addition, any offer of the Bonds or distribution of any other document relating to the offering must take place (a) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, the Intermediaries Regulation and Legislative Decree No. 385 of September 1, 1993 (the “Banking Law”), and (b) in conformity with all applicable Italian laws and regulations and all other conditions or limitations that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls. The Bonds have not been and will not be offered, sold or distributed by a network of retail banks, on the primary or secondary market, to a resident in Italy. Any professional investor purchasing the Bonds in the offering is solely responsible for ensuring that any offer or resale of the Bonds it purchased in the offering occurs in compliance with applicable Italian laws and regulations. No person resident or located in Italy other than the original addressees of this document may rely on this document or its content.

With respect to the United States of America, this press release may not be published, distributed or transmitted in the United States (including its territories and dependencies, any state of the United States and the district of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). They may not be offered or sold in the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an exemption from the registration requirements of the Securities Act. No public offering will be made in the United States.

CALYON, ACTING AS STABILIZING MANAGER (OR ANY OTHER AFFILIATED INSTITUTION) WILL HAVE THE ABILITY, BUT NOT THE OBLIGATION, AS FROM THE MOMENT ON WHICH THE FINAL TERMS OF THE BONDS AND THE OFFERING BECOME PUBLIC, I.E., ON JUNE 16, 2009, TO INTERVENE, SO AS TO STABILIZE THE MARKET FOR THE BONDS AND POSSIBLY THE SHARES OF THE COMPANY, IN ACCORDANCE WITH APPLICABLE LEGISLATION, AND IN PARTICULAR REGULATION (EC) NO. 2273/2003 OF THE COMMISSION DATED DECEMBER 22, 2003. IF IMPLEMENTED, SUCH STABILIZATION ACTIVITIES MAY BE SUSPENDED AT ANY TIME AND WILL END AT THE LATEST 30 CALENDAR DAYS FROM JUNE 16, 2009, IN ACCORDANCE WITH ARTICLE 8.5 OF CE REGULATION NO. 2273/2003. SUCH TRANSACTIONS ARE INTENDED TO STABILIZE THE PRICE OF THE BONDS AND/OR SHARES OF THE COMPANY. SUCH TRANSACTIONS COULD AFFECT THE MARKET PRICE OF THE BONDS AND/OR SHARES OF THE COMPANY AND COULD RESULT IN SUCH PRICES BEING HIGHER THAN THOSE THAT MIGHT OTHERWISE PREVAIL.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Japan or Australia.

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