

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Identity of the party to the offer making the disclosure:</b>	MMS UK Holdings Limited
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient</i>	MMS UK Holdings Limited is a wholly-owned subsidiary of Publicis Groupe S.A.
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each party to the offer</i>	Chemistry Communications Group plc
<b>(d) Is the party to the offer making the disclosure the offeror or the offeree?</b>	OFFEROR
<b>(e) Date position held:</b>	25/01/11
<b>(f) Has the party previously disclosed, or is it today disclosing, under the Code in respect of any other party to this offer?</b>	NO

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

- (a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates - NONE**

Class of relevant security:	Ordinary shares			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>				
<b>(2) Derivatives (other than options):</b>				
<b>(3) Options and agreements to purchase/sell:</b>				
<b>TOTAL:</b>				

*All interests and all short positions should be disclosed.*

*Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

- (b) Rights to subscribe for new securities – NONE**

<b>Class of relevant security in relation to which subscription right exists:</b>	
<b>Details, including nature of the rights concerned and relevant percentages:</b>	

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

**(c) Irrevocable commitments and letters of intent**

**Details of any irrevocable commitments or letters of intent procured by the party to the offer making the disclosure or any person acting in concert with it (see Note 3 on Rule 2.11 of the Code):**

MMS has received irrevocable undertakings to accept, or to procure acceptance, of the Offer from the Chemistry directors and their related parties, in respect of beneficial holdings amounting, in aggregate, to 7,555,978 Chemistry Shares, representing approximately 21.74 per cent. of Chemistry's existing issued ordinary share capital, as follows:

<b>Director</b>	<b>Number of Chemistry Shares</b>	<b>% of issued share capital</b>
Joseph Garton	3,143,791	9.04
Diane Charlton	3,417,118	9.83
Peter Meaklim	949,091 <sup>4</sup>	2.73
Graham Norfolk	45,978 <sup>5</sup>	0.13

<sup>4</sup> Including 40,000 Chemistry Shares held by James Raymond Meaklim, Peter Meaklim's father

<sup>5</sup> Including 2,500 Chemistry Shares held by Jeanne Winifred Norfolk, Graham Norfolk's mother.

These undertakings will remain binding in the event of a competing offer being made for Chemistry and will cease to be binding only if the Offer lapses or is withdrawn.

These undertakings also cover options over Chemistry Shares granted under the Chemistry Share Schemes. The Chemistry Directors who hold such options have agreed, if they exercise their subscription rights prior to the lapse or withdrawal of the Offer, to accept the Offer in respect of the Chemistry Shares they receive as a result of such exercise. In addition, these Chemistry Directors have agreed that if they do not exercise their options prior to the lapse or withdrawal of the Offer and MMS makes any proposals in respect of such options, they shall either accept such proposals or allow their options to lapse. The number of Chemistry Shares stated as being the subject of these irrevocable undertakings excludes any Chemistry Shares arising from the potential exercise of those options.

MMS has also received irrevocable undertakings to accept, or to procure acceptance, of the Offer in respect of a further 11,731,985 Chemistry Shares, representing approximately 33.75 per cent. of Chemistry's existing issued ordinary share capital. These undertakings have been received from the following Chemistry Shareholders, and will only cease to be binding in the event that a competing offer is made for Chemistry where the value of such offer is not less than 5 per cent. higher than the Offer Price, or if the Offer lapses or is withdrawn:

<b>Name of Chemistry Shareholder</b>	<b>Number of Chemistry Shares</b>	<b>% of issued share capital</b>
Keith Johnston	2,403,216	6.91
Nicholas Payne	2,291,667	6.59
John Sunter	2,291,667	6.59
Malcolm Cotton	2,280,435	6.56
Cheviot Capital (Nominees) Ltd	1,800,000	5.18
J.M. Finn Nominees Limited <sup>6</sup>	665,000	1.91

<sup>6</sup> As nominee on behalf of the trustee of the EBT.

In aggregate, MMS has received irrevocable undertakings to accept, or procure the acceptance of, the Offer in respect of 19,287,963 Chemistry Shares, representing approximately 55.49 per cent. of Chemistry's existing issued ordinary share capital.

Terms used in the above summary are defined in the 2.5 announcement made by MMS UK Holdings Limited on 26 January 2011.

### 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

**Details of any interests, short positions and rights to subscribe of any person acting in concert with the party to the offer making the disclosure:**

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*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3 for each additional class of relevant security.*

*Details of any open derivative or option positions, or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

### 4. OTHER INFORMATION

#### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*If there are no such agreements, arrangements or understandings, state "none"*

None

#### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

#### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

<b>Date of disclosure:</b>	<b>26 January 2011</b>
<b>Contact name:</b>	<b>Martine Hue – Investor Relations / Peggy Nahmany – Corporate Communications</b>
<b>Telephone number:</b>	<b>+33 (0) 1 44 43 65 00 +33 (0) 1 44 43 72 83</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at [monitoring@disclosure.org.uk](mailto:monitoring@disclosure.org.uk). The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*