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17 February 2011,

FOR IMMEDIATE RELEASE

**Recommended Cash Offer** 

by

MMS UK Holdings Limited,

a wholly owned subsidiary of

**Publicis Groupe S.A.,** 

for

**Chemistry Communications Group plc** 

First closing date acceptance levels and extension of Offer

### Introduction

On 26 January 2011, the Boards of Publicis Groupe S.A. ("Publicis") and Chemistry Communications Group plc ("Chemistry") announced they had reached agreement on the terms of a recommended cash offer to be made by MMS UK Holdings Limited ("MMS"), a wholly-owned subsidiary of Publicis, for the entire issued and to be issued ordinary share capital of Chemistry. The terms of, and conditions to, the Offer were set out in the offer document posted to Chemistry Shareholders on the same day (the "Offer Document").

## Levels of acceptances

MMS announces that by 1.00 p.m. on 16 February 2011, the first closing date of the Offer, it had received valid acceptances in respect of a total of 30,868,031 Chemistry Shares, representing approximately 88.8 per cent. of the existing issued share capital of Chemistry, which may count towards satisfaction of the Acceptance Condition to the Offer.

These acceptances include acceptances by (a) all of the Chemistry Directors (pursuant to the irrevocable undertakings given by them as described in the Offer Document) in respect of, in aggregate, 7,555,978 Chemistry Shares, representing approximately 21.74 per cent. of Chemistry's existing issued ordinary share capital and (b) certain Chemistry Shareholders (pursuant to the irrevocable undertakings given by them as described in the Offer Document) in respect of, in aggregate, 11,731,985 Chemistry Shares, representing approximately 33.75 per cent. of Chemistry's existing issued ordinary share capital. Accordingly, in aggregate, MMS has received acceptances pursuant to irrevocable undertakings to accept the Offer in respect of 19,287,963 Chemistry Shares, representing approximately 55.49 per cent. of the existing issued ordinary share capital of Chemistry.

#### **Extension of Offer Period**

MMS announces that the Offer, which remains subject to the terms and conditions set out in the Offer Document, is being extended to, and will remain open for acceptance until, the next closing date which will be 1.00 p.m. (London time) on 2 March 2011.

Any further extensions of the Offer Period will be publicly announced by no later than 8.00 a.m. on the Business Day following any date on which the Offer is otherwise due to expire, or such later date or time as the Panel may agree.

## **Acceptance Procedure**

Chemistry Shareholders who have not yet accepted the Offer and who hold Chemistry Shares in certificated form, are urged to complete, sign and return the Form of Acceptance along with their valid Share Certificate(s) as soon as possible and, in any event, so as to be received by the receiving agent, Capita Registrars, by no later than 1.00 p.m. (London time) on 2 March 2011.

Chemistry Shareholders who have not yet accepted the Offer and who hold Chemistry Shares in uncertificated form (that is, in CREST), are urged to accept the Offer electronically through CREST in accordance with the instructions set out in the Offer Document so that the TTE instruction settles no later than 1.00 p.m. (London time) on 2 March 2011. Chemistry Shareholders who hold Chemistry Shares as a CREST sponsored member should refer to their CREST sponsor who will be able to send the necessary TTE instruction to Euroclear.

## Delisting, compulsory acquisition and re-registration

Chemistry Shareholders should be aware that, as stated in the Offer Document, once the Offer has become or is declared unconditional in all respects, MMS intends to procure the making of an application by Chemistry as soon as it is appropriate to withdraw the Chemistry Shares from the PLUS Market. It is anticipated that, subject to any applicable requirements of the PLUS Rules, such withdrawal will take effect no earlier than 10 Business Days after the date on which MMS announces that the Offer has become or is declared unconditional in all respects. Such withdrawal will significantly reduce the liquidity and marketability of any Chemistry Shares not assented to the Offer and may adversely affect their value.

Following such withdrawal, MMS intends to procure that Chemistry re-registers as a private limited company under the Act.

In addition, as previously stated by MMS (upon receiving valid acceptances of the Offer from Chemistry Shareholders in respect of more than 90 per cent of the Chemistry Shares to which the offer relates and the Offer becoming or being declared wholly unconditional), MMS intends to implement the compulsory acquisition procedures under Chapter 3 of Part 28 of the Companies

Act 2006 (as set out in the Offer Document), to acquire compulsorily the remaining Chemistry Shares to which the Offer relates on the same terms as the Offer.

#### Interests in Relevant Securities

Save as disclosed in this announcement, neither MMS nor, so far as MMS is aware, any person acting in concert (within the meaning of the City Code) with MMS, (a) is interested in, or has any rights to subscribe for, any relevant securities of Chemistry, (b) has any short position (whether conditional or absolute and whether in the money or otherwise) in respect of relevant securities of Chemistry, including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery, or (c) has borrowed or lent any relevant securities of Chemistry (save for any borrowed shares which have been either on-lent or sold).

Terms defined in the Offer Document have the same meanings when used in this announcement.

## **Enquiries:**

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This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise.

Rothschild, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for MMS and Publicis as financial adviser in relation to the Offer and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than MMS and Publicis for providing the protections afforded to clients of Rothschild or for providing advice in relation to the Offer, the Announcement, the content of this announcement or any matter referred to herein. Neither Rothschild nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild in connection with this announcement, any statement contained herein or otherwise.

This announcement has been prepared for the purposes of complying with English law, the City Code, the PLUS Rules and the Disclosure and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of any jurisdiction outside the United Kingdom.

#### Overseas jurisdictions

The availability of the Offer or the distribution of this announcement to Chemistry Shareholders who are not resident in the United Kingdom may be affected by the laws and regulations of the relevant jurisdiction in which they are located or of which they are citizens. Any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any and all applicable legal or regulatory requirements of their jurisdiction. Any failure to comply with the requirements of such jurisdictions may constitute a violation of the securities laws of such jurisdictions.

The release, publication or distribution of this announcement in jurisdictions other than in the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Offer will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and the Offer Documentation will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

#### **Acceptance Condition**

The Offer is conditional, amongst other things, on valid acceptances being received (and not, where permitted, withdrawn) by 1.00 p.m. (London time) on 2 March 2011 (or such later date as MMS may, subject to the rules of the City Code, decide) in respect of not less than 90 per cent. (or such lower percentage as MMS may decide) in nominal value of the Chemistry Shares to which the Offer relates, representing not less than 90 per cent. (or such lower percentage as MMS may decide) of the voting rights carried by the Chemistry Shares to which the Offer relates, provided that this condition will not be satisfied unless MMS and/or (with the consent of the Panel) any member of the Publicis Group shall have acquired or agreed to acquire (whether pursuant to the Offer or otherwise) Chemistry Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of Chemistry (the "Acceptance Condition"). MMS reserves the right to reduce the percentage of Chemistry Shares required to satisfy the Acceptance Condition at any time prior to all the Conditions being satisfied, fulfilled or, where permitted, waived.

The Offer, whether further revised or not, shall not (except with the consent of the Panel) be capable of becoming or being declared unconditional as to acceptances after midnight on 27 March 2011 (or any earlier time and/or date beyond which MMS has announced that the Offer will not be extended unless MMS has, where permitted, withdrawn that statement or extended the Offer beyond the stated earlier date), nor of being kept open for acceptance after that time and date, unless it has previously become or been declared unconditional as to acceptances, provided that, in any case, MMS reserves the right, with the permission of the Panel, to extend the time for the Offer to become or be declared unconditional as to acceptances to any later time or date.

## Opening Position and Dealing Disclosure requirements under the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant

persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

#### Publication on websites

In accordance with Rule 19.11 of the City Code, a copy of this announcement and certain other information published or otherwise made available in connection with the Offer is and will be available for inspection free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Publicis' website (<a href="http://www.publicisgroupe.com">http://www.publicisgroupe.com</a>) and Chemistry's website at <a href="http://www.chemistrygroup.co.uk">www.chemistrygroup.co.uk</a> during the course of the Offer.

For the avoidance of doubt, the content of the websites referred to above does not form part of and is not incorporated into this announcement.