



PUBLICIS GROUPE

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**FOR IMMEDIATE RELEASE**

**March 2, 2011**

**Recommended Cash Offer**

**by**

**MMS UK Holdings Limited,**

**a wholly owned subsidiary of**

**Publicis Groupe S.A.,**

**for**

**Chemistry Communications Group plc**

**Offer update - Offer wholly unconditional**

#### **Introduction**

On 26 January 2011, the Boards of Publicis Groupe S.A. ("Publicis") and Chemistry Communications Group plc ("Chemistry") announced 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").

Further to the announcement made by MMS on 17 February 2011 regarding acceptance levels on the first closing date of the Offer, as at 7 a.m. (London time) on 2 March 2011 MMS had received valid acceptances from Chemistry Shareholders in respect of 31,645,745 Chemistry Shares, representing approximately 91.04% per cent. of the existing issued ordinary share capital of Chemistry. As a result, MMS has now received valid acceptances

under the Offer from Chemistry Shareholders in respect of more than 90 per cent. of the Chemistry Shares to which the Offer relates.

MMS is therefore pleased to announce that the Offer has today become unconditional as to acceptances and that all the conditions of the Offer have now been satisfied or waived. Accordingly, MMS is pleased to announce that the Offer is now wholly unconditional in all respects.

### **Delisting, compulsory acquisition and re-registration**

Chemistry Shareholders should be aware that now that the Offer has now been declared unconditional in all respects, MMS intends to procure the making of an application by Chemistry as soon as possible following the publication of this announcement 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 Chemistry announces that such withdrawal request has been made. **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.

Further to MMS's announcement on 16 February 2011 regarding its intention to implement the compulsory acquisition procedures under Chapter 3 of Part 28 of the Companies Act 2006 (the "Act") as set out in the Offer Document, MMS intends to despatch shortly formal notices under sections 979 and 980 of the Act to Chemistry Shareholders who have not yet accepted the Offer. The notices will set out MMS's intention to apply the provisions of section 979 of the Act to acquire compulsorily all outstanding Chemistry Shares on the same terms as the Offer. The transfer of Chemistry Shares in accordance with the compulsory acquisition notices will take place six weeks from the date of the compulsory acquisition notices.

### **Further Acceptance of the Offer**

The Offer will remain open for acceptance until further notice and at least 14 days' notice will be given before the Offer is closed.

The procedure for acceptance of the Offer is set in paragraph 15 of the letter from MMS contained in Part II of the Offer Document and for Chemistry Shareholders who hold Chemistry Shares in certificated form, the Form of Acceptance.

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.

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.

## Settlement of Consideration

Settlement of the consideration due in respect of the Offer will be effected on or before 16 March 2011 for Chemistry Shareholders who have already validly accepted the Offer. Settlement for Chemistry Shareholders who validly accept the Offer from today onwards will be effected within fourteen days of receipt of their valid acceptance.

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

### Contacts

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### 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.*

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*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.*

### **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](http://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 (<http://www.publicisgroupe.com>) and Chemistry's website at [www.chemistrygroup.co.uk](http://www.chemistrygroup.co.uk) 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.*