

# Press Release



# 11/29/12

## **Publicis Groupe S.A. - Share purchases in LBi International N.V.**

This is a press release by Publicis Groupe S.A. ("Publicis Groupe") in accordance with article 13 paragraph 1 of the Dutch Public Takeover Decree (*Besluit openbare biedingen Wft*) in connection with the recommended public offer by Publicis Groupe, through its indirectly wholly owned subsidiary Publicis Groupe Holdings B.V. (the "Offeror"), for all the issued and outstanding shares in the capital of LBi International N.V. ("LBi").

This press release does not constitute or form part of an offer for shares in LBi. The Offer is made only by means of the offer document published on 12 November 2012 (the "Offer Document"). Terms not defined in this press release will have the meaning as set forth in the Offer Document.

The Offer is made for the securities of a Dutch company and is subject to Dutch disclosure requirements, which are different from those of the United States.

Please note that, to the extent permissible under applicable law or regulation, the Offeror and its affiliates or brokers (acting as agents for the Offeror) may, from time to time, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase, shares in LBi that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares. To the extent information about such purchases or arrangements to purchase is made public in The Netherlands, such information will be disclosed by means of a press release or other means reasonably calculated to inform shareholders of LBi of such information.

This press release may not be published, distributed, disseminated or otherwise sent into Japan or Canada.

**With reference to the joint press release made by Publicis Groupe [EURONEXT Paris: FR0000130577] and LBi [EURONEXT Amsterdam: LBI] on 12 November 2012 relating to the recommended cash public offer by Publicis Groupe to acquire all outstanding shares of LBi, Publicis Groupe announces that, in the course of today, Publicis Groupe has acquired 80,409 shares in LBi at a volume weighted average price of approximately EUR 2.85 per share, a minimum price of EUR 2.85 and a maximum price of EUR 2.85 per share.**

In addition, on 12 November 2012, Janivo as holder of the Share B entered into a sale and purchase and transfer agreement with the Offeror pursuant to which it was agreed that the Share B is sold and transferred to the Offeror against a purchase price of EUR 2.85 equal to the Offer Price, subject to the Offer being declared unconditional and subject to certain customary conditions. As part of such transfer in accordance with the articles of association of LBi, the Share B will convert into an ordinary Share.

Together with the irrevocable undertakings received from certain shareholders<sup>1</sup>, this results in the holdings as set out below:

		% of issued and outstanding capital	% on a fully diluted basis <sup>2</sup>
Shares bought on 11/29/12	80,409	0.05%	0.06%
<b>Total Shares owned by Publicis Groupe after 11/29/12</b>	<b>32,670,973</b>	<b>21.74%</b>	<b>22.37%</b>
Irrevocable undertakings and conditional Share B purchase	94,677,763	63.01%	64.83%
<b>Total Shares owned, irrevocable undertakings and Share B</b>	<b>127,348,736</b>	<b>84.75%</b>	<b>87.21%</b>
NOSH:			
Issued and outstanding	150,263,199		
Fully diluted capital (at EUR 2.85 per share) <sup>2</sup>	146,032,535		

As of today, the total of LBi shares owned by Publicis Groupe, undertakings received and the Share B represents 87.21% of the fully diluted share capital of LBi<sup>2</sup>.

**Notes:**

1. As indicated in the joint press release by Publicis Groupe and LBi of 12 November 2012 the irrevocable undertakings are subject to certain customary undertakings and conditions.
2. Fully diluted capital means: the expected number of issued and outstanding ordinary shares in LBi at the settlement date of the Offer at an Offer Price of EUR 2.85 after exercise in full of outstanding options under LBi's GSOP plan and settlement in full of outstanding awards under LBi's LTIP plan, excluding approximately 5.1 million ordinary shares in LBi expected to be held by LBi ultimately on the settlement date of the Offer.

**Important information**

*Restrictions*

The Offer is being made in and from the Netherlands with due observance of such statements, conditions and restrictions as are included in the Offer Document. The Offeror reserves the right to accept any tender under the Offer, which is made by or on behalf of a Shareholder, even if it has not been effected in the manner as set out in the Offer Document.

The distribution of the Offer Document and/or the making of the Offer in jurisdictions other than the Netherlands may be restricted and/or prohibited by law. The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholders, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Document. However, acceptances of the Offer by Shareholders not residing in the Netherlands will be accepted by the

Offeror if such acceptances comply with (i) the acceptance procedure set out in the Offer Document, and (ii) the applicable laws and regulations in the jurisdiction from which such acceptances have been made. Persons obtaining the Offer Document are required to take due notice and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither the Offeror, Publicis Groupe or LBi, nor any of their respective affiliates or any of their respective supervisory or managing directors, employees or advisers accepts any liability for any violation by any person of any such restriction. Outside of the Netherlands, no actions have been taken (nor will actions be taken) to make the Offer possible in any jurisdiction where such actions would be required. In addition, the Offer Document has not been filed with nor recognised by the authorities of any jurisdiction other than the Netherlands.

Any person (including, without limitation, custodians, nominees and trustees) who would or otherwise intends to forward the Offer Document or any related document to any jurisdiction outside the Netherlands should carefully read Section 1 (Restrictions) and Section 2 (Important information) of the Offer Document before taking any action. The release, publication or distribution of the Offer Document and any documentation regarding the Offer or the making of the Offer in jurisdictions other than the Netherlands may be restricted by law and therefore persons into whose possession the Offer Document comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction. Neither the Offeror, Publicis Groupe or LBi, nor any of their respective affiliates or any of their respective supervisory or managing directors, employees or advisers accepts any liability for any violation by any person of any such restriction.

#### *United States of America*

The Offer is made for the securities of a Dutch company and is subject to Dutch disclosure requirements, which are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and thus may not be comparable to the financial statements of United States companies. The Offer will be made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended (the "US Exchange Act"), subject to the exemptions provided by Rule 14d-1(c) under the US Exchange Act and otherwise in accordance with the requirements of the Merger Rules. Accordingly, the Offer will be subject to disclosure and procedural requirements that are different from those applicable under United States domestic tender offer procedures and law.

It may be difficult for Shareholders to enforce their rights and claims arising under the federal securities laws, since the Offeror and LBi are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgments.

Please note that, to the extent permissible under applicable law or regulation, the Offeror and its affiliates or brokers (acting as agents for the Offeror) may, from time to time, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase, shares in LBi that are the subject of the Offer or any securities that are convertible into, exchangeable for or exercisable for such shares. To the extent information about such purchases or arrangements to purchase is made public in The Netherlands, such information will be disclosed by means of a press release or other means reasonably calculated to inform Shareholders of such information.

Each United States shareholder of LBi is urged to consult with its independent professional adviser regarding the acceptance of the Offer including, without limitation, to consider the tax consequences associated with such shareholder's election to participate in the Offer.

The Offer Document has not been submitted to or reviewed by the United States Securities and Exchange Commission ("SEC") or any state securities commission. Neither the SEC nor any such state securities commission has approved or disapproved of the Offer, passed upon the fairness or merits of the Offer, or passed upon the adequacy or accuracy of the disclosure contained in the Offer Document. Any representation to the contrary is a criminal offence in the United States of America.

#### *Canada and Japan*

The Offer and any solicitation in respect thereof is not being made, directly or indirectly, in or into Canada or Japan, or by use of the mailing systems, or by any means or instrumentality of interstate or foreign commerce, or any facilities of a national securities exchange, of Canada or Japan. This includes, but is not limited to, post, facsimile transmission, telex or any other electronic form of transmission and telephone. Accordingly, copies of the Offer Document and any related press announcements, acceptance forms and other documents are not being sent and must not be mailed or otherwise distributed or sent in, into or from Canada or Japan or, in their capacities as such, to custodians, nominees or trustees holding Shares for persons residing in Canada or Japan. Persons receiving the Offer Document and/or such other documents must not distribute or send them in, into or from Canada or Japan, or use such mailing systems or any such means, instrumentality or facilities for any purpose in connection with the Offer; so doing will invalidate any purported acceptance of the Offer. The Offeror will not accept any tender by any such use, means, instrumentality or facility from within Canada or Japan.

Tender and transfer of Shares constitutes a representation and warranty that the person tendering the Shares (i) has not received or sent copies of the Offer Document or any related documents in, into or from Canada or Japan and (ii) has not otherwise utilised in connection with the Offer, directly or indirectly, the mailing systems or any means or instrumentality including, without limitation, facsimile transmission, telex and telephone of interstate or foreign commerce, or any facility of a national securities exchange of, Canada or Japan. The Offeror reserves the right to refuse to accept any purported acceptance that does not comply with the foregoing restrictions, any such purported acceptance will be null, void and without effect.

#### *Forward looking statements*

This announcement and the Offer Document include "forward-looking statements" including statements about the expected timing and completion of the Offer. Forward-looking statements involve known or unknown risk and uncertainty because these statements relate to events and depend on circumstances that may occur in the future. Generally, words such as "may", "should", "aim", "will", "expect", "intend", "estimate", "anticipate", "believe", "plan", "seek", "continue" or similar expressions identify forward-looking statements. Each of the Offeror, Publicis Groupe and LBi, and any of their respective affiliates, each with respect to the statements it has provided, believes the expectations reflected in such forward-looking statements are based on reasonable assumptions. Nevertheless, no assurance can be given that such statements will be fulfilled or prove to be correct, and no representations are made as to the future accuracy and completeness of such statements. Any such forward-looking statements must be considered together with the fact that actual events or results may vary materially from such forward-looking statements due to, among other things, political, economic or legal changes in the markets and environments in which the Offeror, Publicis Groupe and/or LBi does business, to competitive developments or risks inherent to the Offeror's, Publicis Groupe's or LBi's business plans and to uncertainties, risk and volatility in financial markets and other factors affecting the Offeror, Publicis Groupe and/or LBi.

The Offeror, Publicis Groupe and LBi undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable laws and regulations or by any competent regulatory authority.

## About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, part of the CAC 40 index] is the third largest communications group in the world, offering the full range of services and skills: digital and traditional advertising, public affairs and events, media buying and specialized communication. Its major networks are Leo Burnett, MSLGROUP, PHCG (Publicis Healthcare Communications Group), Publicis Worldwide, Rosetta and Saatchi & Saatchi. VivaKi, the Groupe's media and digital accelerator, includes Digitas, Razorfish, Starcom MediaVest Group and ZenithOptimedia. Present in 104 countries, the Groupe employs 56,000 professionals.

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## About LBi

LBi International N.V. [NYSE Euronext Amsterdam: LBI] is Europe's largest independent marketing and technology agency, blending insight, media, creativity and technical expertise to create value for brands. Headquartered in Amsterdam (the Netherlands), the company has operations in 16 countries and a staff of approximately 2,200. As a marketing and technology agency, LBi offers services to brands and (clients) to help them engage with their customers through digital channels across a wide spectrum of their points of engagement, from initial awareness of the brand, through direct interaction with the services or products offered by the brand, to on-going relationships with the brand.

LBi offers a suite of services that are designed to help its clients attract, engage and manage customers, more effectively. This full service offering combines analytical, direct marketing and digital competences, which means that they are able to develop big creative ideas in the digital space, build and manage complex transactional websites, run complex CRM programmes and even handle the media buying, planning and electronic public relations for blue chip companies.

[www.lbi.com](http://www.lbi.com)

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