



Press release

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PUBLICIS GROUPE ANNUAL GENERAL SHAREHOLDERS' MEETING

"Publicis Groupe attaches the highest importance to the quality of its corporate governance. The Groupe's decisions are guided, now and always, by a sense of ethics, transparency and pioneering spirit, in the best interests of all our stakeholders — clients, shareholders and employees. In keeping with these values, Publicis Groupe has successfully introduced Say on Pay consultation in the belief that the voice of shareholders — who are the true owners of any company — should have their say regarding senior executive compensation. told Maurice Lévy, Chairman of the Management Board of Publicis Groupe, the meeting "

- **Dividend set at €0.90 per share, an increase of +28.6%**
- **All 22 resolutions submitted adopted**
- **Success of the vote regarding "Say on Pay"**
- **Mr. Jean Charest appointed to the Supervisory Board**

Publicis Groupe [EURONEXT Paris: FR0000130577] today held its Combined General Shareholders' Meeting, chaired by Mrs. Elisabeth Badinter, Chair of the Supervisory Board

All the resolutions submitted to shareholders for approval were adopted.

Publicis Groupe will thus become the first French group to implement Say on Pay consulting vote. The Groupe has taken this decision on its own initiative, free of any requirement by law, regulation or governance code.

Shareholders approved the resolution regarding Mrs. Elisabeth Badinter, Chair of the Supervisory Board, by a compensation majority of 99.4%. They also approved the resolution regarding Maurice Lévy, Chairman of the Management Board compensation, by a very large majority of 78.8%.

The general shareholders' meeting declared a dividend of €0.90 per share, with shareholders being granted the option to receive payment of the dividend in either cash or new shares. The option for payment of the dividend in shares must be exercised between June 5 and June 25, 2013 inclusive.

The issue price of shares distributed as dividends was set at 51.898 euros. (This corresponds to 95% of the average closing price of Publicis Groupe SA shares on the NYSE Euronext regulated market in Paris over the 20 trading days preceding the shareholders' meeting, less the net amount of the dividend).

The ex-dividend date was set at June 5, 2013. Payment of dividends in cash and in delivery of new shares will be made on July 5, 2013.

In other business, the general shareholders' meeting appointed Mr. Jean Charest as a member of the Supervisory Board, replacing Mr. Félix Rohatyn, whose term of office has expired. The Chair of the Supervisory Board noted Mr. Rohatyn's departure with regret, and thanked him for his commitment and invaluable contribution to the work of the Supervisory Board.

Furthermore, the general shareholders' meeting approved a reduction in the term of office of members of the Supervisory Board from six years to four, in accordance with the recommendations of the AFEP-MEDEF code of governance. Members of the Supervisory Board who are now serving a 6-year term will remain in office until their current term expires.

Maurice Lévy, Chairman of the Management Board of Publicis Groupe, told the meeting: *"Publicis Groupe attaches the highest importance to the quality of its corporate governance. The Groupe's decisions are guided, now and always, by a sense of ethics, transparency and pioneering spirit, in the best interests of all our stakeholders — clients, shareholders and employees. In keeping with these values, Publicis Groupe has successfully introduced Say on Pay consultation in the belief that the voice of shareholders — who are the true owners of any company — should have their say regarding senior executive compensation. I would like to warmly thank our shareholders for their massive participation to the Annual General Shareholders' Meeting either in person or by correspondence. I'd like also to say how much we are appreciative of their confidence in the governance management of the company"*.

Maurice Lévy reminded shareholders of 2012's highlights and results: *"2012 was a challenging year, and yet it was also a record year for Publicis Groupe in terms of growth in revenue, margin, income and the strength of its balance sheet. I would like to pay tribute to the remarkable work accomplished by our teams, and to thank both our clients for continuing to place their trust in us and our shareholders for once again giving us their support."*

Maurice Lévy continued, *"The Groupe's transformation is proceeding. Digital now represents our largest single business activity, accounting for 33% of total revenue in 2012. We are also rapidly extending our presence in high-growth countries. Our performance in terms of new business was excellent in 2012, and has continued to improve well into 2013. The figures just published in April further strengthen our confidence in our capacity to attain our objectives for 2013 which are to improve our operating margin, and to achieve organic growth of between +3.2% and +3.6%."*

About Jean Charest

Partner, McCarthy Tétrault LLP – Former Prime Minister of Quebec – Member of the Queen’s Privy Council for Canada.

Trained as a lawyer, embraced a career in politics very early on. He was first elected to the House of Commons in 1984 and, at age 28, became the youngest cabinet member in Canadian history as Minister of State for Youth. Mr. Charest held several ministerial posts, including Minister of the Environment in 1991 (he led the Canadian delegation at the 1992 Rio Earth Summit), Minister of Industry and Deputy Prime Minister in 1993 before becoming the head of government.

Some of the noteworthy initiatives his successive governments spearheaded include actions to promote gender parity, sustainable development (trailblazing measures in transport and energy to fight climate change) and international relations: Prime Minister Charest led many trade missions to emerging countries, including China, India, Russia and Brazil. He has been a panelist at the World Economic Forum in Davos, discussing issues ranging from the environment to climate change, international trade and labor mobility. His economic action has enabled Quebec to maintain higher growth than its main partners despite the economic crisis.

A full webcast of the general shareholders' meeting, along with the results of voting on all resolutions submitted to shareholders, are available on the Publicis Groupe website: www.publicisgroupe.com

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is one of the world’s leading communications groups. We offer the full range of services and skills: digital (DigitasLBi, Razorfish, Rosetta, VivaKi), creative services (BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi), public affairs, corporate communications and events (MSLGROUP), media strategy, planning and buying (Starcom MediaVest Group and ZenithOptimedia) and healthcare communications, with Publicis Healthcare Communications Group (PHCG). Present in 108 countries, the Groupe employs 58,000 professionals.

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