2013 Annual Results

2013 Results: A Record Year

Revenue:	**€6.953 billion**
Operating Margin*:	**+40bp (16.5%)**
Net income*:	**€816 million**

Maurice Lévy, Chairman and CEO of Publicis Groupe:

"Our performance was outstanding and ahead of schedule for our 2018 targets.
Having well anticipated the shift to digital share of revenue, digital now accounts for 38.4% of our total revenue and 13.9% organic growth for the year. In the fourth quarter alone, digital generated 40.4% of our total revenue (and 20.1% of organic growth).
Operating margin rate rose 40 basis points to 16.5% and is solid evidence of the strength of our business model (despite moderate organic growth of 2.6%).Other indicators are just as satisfactory, and include double-digit growth of our Free Cash Flow (+19.0%) or our Net income (+11.5%).
As promised, the dividend payout will meet the 30% mark.

The only cloud on the horizon was our organic growth in the fourth quarter which was affected by campaigns being cancelled or postponed, particularly in the emerging markets.
Our client portfolio, overweighed in the luxury sector, undoubtedly caused us to have a greater exposure than the market. This one-time blip does not call into question our growth plan, particularly for 2014.
For the year ZenithOptimedia forecasts investments in media growth of around 5.3%, which would leave agencies revenue growth at approximately 3.5%. With new business reaching $4.5 billion dollars and an exceptional position in digital, we have started 2014 with confidence, greater energy than ever before and an eagerness to continue our growth program and margins improvement.
The merger project is progressing steadily; we are currently working through the long process of obtaining the relevant administrative authorizations, one that is advancing smoothly. I wish to thank all our clients for their support and confidence and all of our people around the world for the quality of their work and their efforts."

** Excluding merger costs*

2013 KEY FIGURES

in EUR million (except for EPS and Dividend)

Revenue	**6,953**	**+5.2%**
Organic growth		**+2.6%**
Operating margin*	**1,145**	**+7.8%**
Operating margin rate* (16.1% in 2012)		**16.5%**
Net income*	**816**	**+11.5%**
EPS (euro)**	**3.64**	**+9.0%**
Free Cash Flow***	**901**	**+19.0%**
Dividend**** (euro)**	**1.10**	**+22.2%**

* *Excluding merger costs*

** *Diluted Earnings Per Share*

*** *Excluding changes in Working Capital Requirements (WCR)*

**** *Payable on July 3, 2014 subject to approval at the AGM of May 28, 2014*

Publicis Groupe’s Supervisory Board met on February 12, 2014, under the chairmanship of Elisabeth Badinter, to examine the annual accounts for 2013 presented by Maurice Lévy, Chairman of the Management Board.

KEY FIGURES

Data from the Consolidated Income Statement

EUR million, excepting percentages and per share data (in euro)

	2013	*2013**	*2012***	*2013* / 2012***
Data from the Income Statement				
Revenue	6,953	6,953	6,610	5.2%
Operating margin before Depreciation & Amortization	1,227	1,265	1,188	6.5%
% of revenue	*17.6%*	*18.2%*	*18.0%*	
Operating margin	1,107	1,145	1,062	7.8%
% of revenue	*15.9%*	*16.5%*	*16.1%*	
Operating income	1,123	1,161	1,045	11.1%
Net income attributable to the Groupe	792	816	732	11.5%
Earnings Per Share [(1)]	3.67	3.79	3.64	4.1%
Diluted Earnings Per Share [(2)]	3.54	3.64	3.34	9.0%
Dividend per share	1.10	1.10	0.90	22.2%
Free cash-flow before changes in working capital requirements	901		757	19.0%
Data from the Balance Sheet	**December 31, 2013**		**December 31, 2012****	
Total Assets	17,111		16,605	
Groupe share of consolidated shareholders’ equity	5,094		4,614	

* *Excluding merger-related costs*

** *In compliance with IAS 19 (revised) applicable as of January 1, 2013, the data relating to 2012 have been restated for the purposes of comparison (see 1.1 in the Notes to the consolidated financial statements). The impact on the 2012 Operating margin is €-2 million and €-5 million on Net income attributable to the Groupe and 1 million on Group share of consolidated shareholders equity.*

(1) *Earnings Per Share calculations based on an average of 215.5 million shares in 2013, and 201.0 million shares in 2012.*

(2) *Diluted Earnings Per Share (EPS) calculations based on an average of 224.4 million shares in 2013 and 224.1 million in 2012. These calculations include stock options, free shares, equity warrants and convertible bonds that dilute EPS. Stock options and equity warrants are deemed to have a dilutive effect when their strike price is below the average share price for the period.*

- ***2013* Revenue : +5.2%**

The Groupe’s consolidated revenue for 2013 rose to €6,953 million, up 5.2% from €6,610 million in 2012, with organic growth standing at +2.6% for the period. The impact of exchange rates was €237 million due to sharp depreciation of the currencies of certain developing countries.

Expressed in US dollars, revenue rose 8.7% to $9,232 million.

Organic growth, which was down regards to that of the first nine months (+3.3%), was adversely affected by the European economic situation and the confirmation of the slowdown in emerging economies when particularly in China, already observed in the third quarter. It was further impacted by certain government decisions that had negative consequences on advertising investments, causing campaigns to be postponed or cancelled.

Revenue in the high-growth countries accounted for 24.4% of total revenue (25.5% in 2012) due to higher volumes in “mature” countries following the acquisition of LBi, which is mainly established in northern Europe, as well as to the economic slowdown in certain emerging countries.

In accordance with the Groupe’s strategic goals, our efforts and investments in digital activities have generated very strong growth (organic growth of +13.9%), and now represent 38.4% of the Groupe’s total revenue.
More generally, analog activities continued to decline in the developed economies, as shown in the table below:

	Europe*	North America	BRIC+MISSAT**	Rest of the world	Total
Digital	10.0%	+13.1%	+20.1%	+38.9%	**+13.9%**
Analog	-5.2%	-3.1%	-1.5%	+1.5%	**-2.9%**
Total	-1.6%	+4.7%	+1.0%	+6.8%	**+2.6%**

* *Europe excluding Russia and Turkey*
** *MISSAT: Mexico, Indonesia, Singapore, South Africa and Turkey*

- Breakdown of 2013 revenue by region

(EUR million)	***Revenue***		***Reported growth***	***Organic growth***
	2013	*2012*	*2013/2012*	*2013/2012*
Europe*	2,060	1,881	+9.5%	-1.6%
North America	3,303	3,146	+5.0%	+4.7%
BRIC+MISSAT**	918	892	+2.9%	+1.0%
Rest of the world	672	691	-2.7%	+6.8%
Total	**6,953**	**6,610**	**+5.2%**	**+2,6%**

* *Europe excluding Russia and Turkey*
** *MISSAT: Mexico, Indonesia, Singapore, South Africa and Turkey*

- **Europe** (excluding Russia and Turkey): Despite the negative outcome, the region has been sending out encouraging signals, with a slight improvement in France (organic growth of -0.4%) and positive growth in the UK (+1.4%) and Germany (+3.6%).
  Central Europe and Russia also posted positive growth (+2.6% and +3.1% respectively). Only the southern European countries were down (-11.3%).

- **North America**: Good growth (+4.7% for the year), mainly thanks to the digital and media businesses.

- **BRIC and MISSAT**: weak growth (+1%) due to the economic slowdown already recorded in the third quarter.

- **Rest of the world**: good growth of +6.8% (Australia +5.0%, Colombia +9.3%, Malaysia -3.7%, South Korea -7.6%).

Q4 2013 revenue

- Breakdown of Q4 2013 revenue by region

(EUR million)	***Revenue***		***Reported growth***	***Organic growth***
	Q4 2013	*Q4 2012*	*Q4 2013 / Q4 2012*	*Q4 2013*
Europe*	621	573	+8.4%	+0.1%
North America	848	834	+1.7%	+2.4%
BRIC+MISSAT**	267	287	-7.0%	-5.9%
Rest of the world	191	205	-6.8%	+4.8%
Total	**1,927**	**1,899**	**+1.5%**	**+0.7%**

* *Europe excluding Russia and Turkey*
** *MISSAT: Mexico, Indonesia, Singapore, South Africa and Turkey*

As mentioned, the trend was reversed in various advertising markets in the fourth quarter, particularly in emerging markets. Europe (excluding Russia and Turkey) has stabilized (+0.1%). North America remained positive thanks to the strong growth of digital activities.

At -5.9%, the BRIC and MISSAT countries experienced a number of macroeconomic factors (economic slowdown) as well as those specific to our clients (campaign postponements) that hampered investments. China, for economic reasons of its own (slowdown, government decisions that impacted the advertising market mainly in the last quarter), was affected by the postponement of campaigns until 2014. In this context the Greater China region situation was negative at -10.8%. India, in a pre-election year also had mixed fortunes, with a decline in investments leading to structural adjustments.

The Rest of the world saw an organic growth of +4.8% with highly contrasting situations (Colombia +4.0%, United Arab Emirates +8.7%, Australia -2.3% and Japan -2.0%).

➢ Operating margin: +40 bps at 16.5%

It should be noted that the following figures do not include merger-related costs incurred for 2013 and, in the case of 2012, these figures have been restated for compliance with IAS 19 (revised). Merger-related costs totaled €38 million in 2013 and the restating of the accounts for compliance with IAS 19 had a €2 million negative impact on the operating margin.

The operating margin before depreciation and amortization reached €1,265 million in 2013, up 6.5% from €1,188 million in 2012.

The Operating margin rose 7.8% to €1,145 million.

Personnel costs totaled €4,330 million in 2013 (up 6.2% from €4,078 million in 2012), i.e. 62.3% of consolidated revenue (after 61.7% in 2012). The cost of freelancers was €298 million, i.e. a 10% increase on 2012. Fixed personnel costs remained unchanged and represented 54.5% of revenue. Restructuring costs rose to €79 million, up from €68 million in 2012. Increased selectivity remains the agenda in allocating investment to talent in growth segments while containing or even reducing its costs in low-growth businesses and regions. Current investments (ERP, production platforms, regionalization of the shared services centers, or technological developments, for instance) should reduce costs in the medium term, as should the simplification of the organization.

Other operating costs (excluding depreciation) totaled €1,358 million, i.e. 19.5% of total revenue (after 20.3% in 2012). Commercial expenses amounted to €283 million, i.e. 4.1% of revenue. Administrative costs continued to fall thanks to optimization programs and especially the regionalization of shared services centers. The impact of acquisition-related costs was €10 million. Depreciation and amortization for the period was €120 million, down from €126 million in 2012 as a result of good investment control.

The operating margin rate for the period was 16.5%, i.e. a 40 basis-point improvement on the 16.1% recorded in 2012.

Operating margin rates for the main regions were as follows: 11.2% in Europe, 20.3% in North America, 13.5% in Asia Pacific, 16.8% in Latin America, and 21.4% in Africa / Middle East.

Amortization of intangibles arising from acquisitions stood at €49 million in 2013, after €45 million in 2012. An impairment charge of €4 million was booked for the period (down from €11 million in 2012), and other non-recurring income rose to €69 million (which included a €47 million capital gain from the sale of the Groupe's 1.1% stake in Interpublic Group) from €39 million in 2012.

- ***Net income attributable to the Groupe: +11.5%***

Net income attributable to the Groupe stood at €792 million on December 31, 2013. Net financial expense of €21 million for the period (compared with €32 million in 2012). Income tax for the period was €298 million (versus €279 million in 2012). The Associates' share of profit was €5 million, after €25 million in 2012. Minority interests for the period totaled €17 million, compared with €27 million in 2012.

- ***Free cash-flow: +19%***

The Groupe's free cash-flow for the period was €901 million before the changes to Working Capital Requirements, i.e. a 19% increase.

- ***Net financial debt***

At year-end 2013, the Groupe's net cash situation was a surplus €593 million, up €375 million from the €218 million surplus at year-end 2012. Of this increase, close to half was due to reduced working capital requirements, and a further 100 million euro can be attributed to the conversion of close to three-quarters of the 2018 Oceane outstanding bonds in December 2013.

The Groupe's average net debt in 2013 was €490 million, down from an average of €628 million in 2012.

➢ *Shareholders' equity*

The Groupe's share of shareholders' equity rose from €4,614 million on December 31, 2012 to €5,094 million on December 31, 2013. This increase was mainly due to the 2013 net profit and conversion of the 2018 Oceane during the period (€100 million).

➢ *Dividends: +22.2%*

As announced, the payout ratio will reach **30%**. A dividend of €1.10 per share, up 22.2%, will be proposed to the shareholders at their Annual General Meeting on May 28, 2014. Subject to approval by the shareholders, the dividends will be payable as of July 3, 2014.

HIGHLIGHTS FROM 2013

➢ *Distinctions/Creativity*

Since 2004, Publicis Groupe has been N°1 according to the Gunns Reports Creative Performance ranking.

The Groupe's entities and agencies received prizes and awards at numerous events on global, international, regional and local levels. In 2013, Publicis Groupe was awarded 174 Lions at the 60th edition of the Cannes Lions International Festival of Creativity, compared to 153 Lions in 2012.

Beyond these examples, the Groupe's agencies are regularly awarded hundreds of prizes and nominations throughout the world in numerous areas of expertise. These distinctions bear witness to the quality of the teams, their commitment and their talent, which are essential components of the Groupe's development.

➢ The Groupe's Corporate Social Responsibility (CSR) policy

2013 saw the Groupe take its CSR endeavors a step further in two respects:

- In terms of substance, there has been an increase in the number of initiatives and measures taken by the agencies, networks and by the Groupe itself in all four areas of this policy (Social issues, Society, Governance & Economics, and Environment). This is evidence to the greater awareness of the CSR challenges in our daily lives.

- In terms of form, 2013 is the second year the Groupe published a fully audited and verified (by SGS) CSR Report, with 40 agencies audited on-site (corresponding to approximately 25% of the Groupe's staff). This more stringent reporting demands greater attention to all aspects covered and has brought about large-scale mobilization within the Groupe.

The CSR department has placed an emphasis on two areas: enhancing tools and procedures (while creating an in-house system of qualitative indicators), and improving the preparation of the teams concerned. Furthermore, the staff has been strongly encouraged to pursue their participation in projects initiated locally in numerous fields.

Involvement in CSR-related projects enables the Groupe's agencies to take part in interesting new forms of cooperation with their clients in areas of common interest.

The 2013 CSR Report is available at [www.publicisgroupe.com.](http://www.publicisgroupe.com)

➢ *External growth*

2013 was a good year in terms of targeted acquisitions consistent with the strategy of developing the Groupe's digital activities in order to boost skill sets in areas undergoing constant change as well as in regions in which the Groupe is eager to enlarge its footprint.

Numerous acquisitions were made in digital, and specialized agencies (PR, Health) and throughout various parts of the world, the USA, the UK, France, but also in Asia-Pacific and Brazil among others.

Special mention should be made of the acquisition of LBi, a digital agency established mainly in northern Europe whose combination with Digitas to form DigitasLBi allowed the Groupe to create the largest digital network worldwide.

➢ *Transactions involving Publicis Groupe securities*

- **Buyback of the remaining Publicis shares held by Dentsu**

Further to the proposal put forward by Dentsu, Publicis Groupe bought back close to 3.9 million of its own shares, in the form of a block transaction before the market opened for trading on February 15, 2013, for a total of €181 million, i.e. €46.82 per share.
This transaction was carried out at a 4.7% discount to the closing price on February 14, 2013 (€49.11 euro).
The 3,875,139 shares thus purchased will serve to cover presence- and performance-based share attributions and stock option plans.

- **New co-investment plan**

In April 2013, the key executives of Publicis Groupe subscribed in large part to the co-investment plan proposed to them and approved by the Supervisory Board. An independent entity (LionLead SCA) was set up to manage these investments. The plan has proved an immense success as 190 candidates subscribed, i.e. a participation rate of 96.4%. Overall, they requested subscriptions for a total of €135 million, thus over-subscribing the plan three times (maximum of €45 million). LionLead SCA duly purchased 846,379 Publicis Groupe shares for €45 million, at an average share price of €52.81 between April 22 and 29, 2013 (i.e. 0.4% of the share capital).

- **Conversion of the 2018 Oceane bonds**

On December 10, 2013, 78.7% of the Oceane bonds still in circulation were converted (subsequent to requests submitted in November) into 2,096,233 existing shares. On December 23, 2013, Publicis Groupe exercised its contractual early redemption right (Issuer's call) on the 2018 Oceane bonds issued on January 18, 2002, at a price of €48.76 per bond, plus the coupon accrued. Furthermore, up to and including January 14, 2014, bondholders were entitled to exercise their right to the attribution of Publicis shares at a parity of 1.015 shares per bond tendered for conversion.

- **General meeting of Orane bondholders: mandatory redemption of Orane bonds before the merger**

The holders of Orane bonds were convened to a general assembly meeting on October 10, 2013 to decide, subject to the approval of the merger by the general meetings of the shareholders of Publicis Groupe and Omnicom Group, the mandatory early redemption of all Orane bonds in Publicis shares immediately after the aforementioned general meetings. Each ORANE will be redeemed in exchange for 9.135 Publicis shares, in addition to the accrued coupon calculated from September 1, 2013 on the basis of an annual rate of 3.2946%. The general meeting also decided that compensation would be paid, in early 2014, corresponding to the number of additional shares and coupons Orane bondholders should have received on September 1 of each year from 2009 to 2013 as a result of the redemption parity adjustment (from 1 up to 1.015).

It should also be pointed out that, in view of the announcement of the Publicis-Omnicom merger project, Orane bondholders shall, for a period of ten days ending no later than fifteen days before the general meeting convened to approve the merger, be entitled to early redemption as contractually specified.

- **Exercising of equity warrants**

The equity warrants issued in 2002 have been exercisable since September 24, 2013. A total of 2,757,571 equity warrants were exercised in 2013, giving rise to the issuance of 2,798,937 new shares. At December 31, 2013, the total number of equity warrants in circulation was 2,845,128 which can be exercised until 2022.

MERGER OF PUBLICIS GROUPE AND OMNICOM Inc.

On July 28, 2013, Publicis Groupe SA and Omnicom Group Inc. announced that they had signed an agreement for a merger of equals, creating the world's leading company in communications, advertising, marketing and digital services.

The transaction takes the form of a cross-border merger within a holding company named Publicis Omnicom Group to be headquartered in the Netherlands. Publicis Omnicom Group will be listed on Euronext Paris and the NYSE.

The transaction has been structured so that the shareholders of Publicis Groupe and Omnicom will each hold approximately 50% of the equity of Publicis Omnicom Group on the date of the merger. Publicis Groupe shareholders will receive one newly issued ordinary share of Publicis Omnicom Group for each Publicis Groupe share they own, together with a special dividend of €1.00 per share. Omnicom shareholders will receive 0.813 newly issued ordinary shares of Publicis Omnicom Group for each Omnicom share they own, together with a special dividend of $2.00 per share. Under the terms of the agreement, adjustments may be made to the special dividend paid out and to the share exchange parity.

The transaction is subject to approval by the shareholders of both companies as well as to numerous regulatory approvals. All anti-trust authority clearances needed to proceed with the merger have been granted, with the exception of China which is currently under review.

The completion of the transaction is scheduled for the end of first half-year 2014.

Before the general meeting of shareholders convened to vote on the merger, Publicis Groupe will provide its shareholders with a detailed report on the terms and conditions of the transaction.

RECENT EVENTS

➢ *Acquisitions*

- **Qorvis Communications**, one of the USA's foremost public relations firms.
- **Applied Media Logic** (AML), the Johannesburg-based media agency.
- Acquisition of a majority stake in **Law & Kenneth**, India's biggest independent advertising and digital services agency.

➢ *Finance*

- **2018 Oceane bonds**

Of the 559,278 Oceane bonds (2018) in existence at December 31, 2013, a total of 554,604 were tendered for conversion in December 2013 and January 2014. Accordingly, 562,921 Publicis shares were delivered in January 2014. The remaining 4,674 bonds were redeemed in cash at a unit price of €48.74, also in January.

- **Orane bonds**

Subsequent to the compensation proposal made by Publicis to its Orane bondholders, and as approved by the general meeting of Orane bondholders on October 10, 2013, the beneficiaries who applied received, on January 15, 2014, a total of €865,656 in additional interest as well as 110,871 Publicis Groupe shares in respect of the redemption parity adjustment.

OUTLOOK

For 2014, ZenithOptimedia media observatory anticipates 5.3% growth in the global advertising market (media), which would corresponds to agencies revenues growth estimated at 3.5%. In recent years, the bulk of growth has come from digital activities (e.g. internet, mobile, etc.). This trend will continue and even increase as digital activities accentuate their growth and analog activities further weaken.

Geographically, the markets expected to show a marked improvement are the USA, the UK, Germany, Australia and Mexico. The markets in southern Europe are expected to stabilize. France should post slightly positive growth (0.3%).

For the emerging markets (BRIC), ZenithOptimedia expects the advertising market (media) to grow by 9.4% in the BRIC countries, and by 13.9% overall in the MISSAT countries.

The figures for January show clearly that the fourth quarter was not a harbinger of market deterioration but indeed a temporary situation. The Groupe is confident about its estimation of both growth and renewed margins improvement.

***

This presentation contains forward-looking statements. The use of the words "aim(s)," "expect(s)," "feel(s)," "will," "may," "believe(s)," "anticipate(s)" and similar expressions in this presentation are intended to identify those statements as forward-looking. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Other than as required by applicable securities laws, Publicis Groupe undertakes no obligation to publish revised forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events. Publicis Groupe urges you to review and consider carefully the various disclosures it has made concerning the factors that may affect its business, including the disclosures made under the caption "Risk Factors" in the 2011 Registration Document filed with the French financial markets authority (AMF).

Forward looking statements

This communication contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning Omnicom, Publicis, Publicis Omnicom Group, the proposed transactions and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of Omnicom and Publicis as well as assumptions made by, and information currently available to, such management. Forward-looking statements may be accompanied by words such as “aim,” “anticipate,” “believe,” “plan,” “could,” “would,” “should,” “estimate,” “expect,” “forecast,” “future,” “guidance,” “intend,” “may,” “will,” “possible,” “potential,” “predict,” “project” or similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the parties’ control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or shareholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; losses on media purchases and production costs incurred on behalf of clients; reductions in client spending, a slowdown in client paymentsand changes in client communication requirements; failure to manage potential conflicts of interest between or among clients; unanticipated changes relating to competitive factors in the advertising and marketing industries; ability to hire and retain key personnel; ability to successfully integrate the companies’ businesses; the potential impact of announcement or consummation of the proposed transactions on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties’ critical accounting estimates and legal proceedings; and the parties’ international operations, which are subject to the risks of currency fluctuations and foreign exchange controls. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties’ businesses, including those described in Omnicom’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the Securities and Exchange Commission (the “SEC”) and those described in Publicis’s annual reports, registration documents and other documents filed from time to time with the French financial market regulator (Autorité des Marchés Financiers or “AMF”). Except as required under applicable law, the parties do not assume any obligation to update these forward-looking statements.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer 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 in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Important Additional Information Will be Filed with the SEC

Publicis Omnicom Group will file with the SEC a registration statement on Form S-4, which will include the proxy statement of Omnicom that also constitutes a prospectus of Publicis Omnicom Group (the “proxy statement/prospectus”). ***INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT OMNICOM, PUBLICIS, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.*** *Investors and shareholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties by contacting Corporate Secretary, Omnicom Group Inc., 437 Madison Avenue, New York, NY 10022, +1 (212) 415-3600 (for documents filed with the SEC by Omnicom) or Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00 (for documents filed with the SEC by Publicis or Publicis Omnicom Group).*

Important Additional Information Will be Made Available in an AFM Approved Prospectus

Publicis Omnicom Group will make publicly available a prospectus, approved by the Dutch financial markets regulator (Stichting Autoriteit Financiële Markten or “AFM”), with respect to the issuance of new shares as a result of the proposed transactions and their admission to trading on a regulated market in the European Union (including any supplement thereto, the “Admission Prospectus”). The Admission Prospectus will be passported by the AFM to the AMF with a view to the admission of Publicis Omnicom Group shares to listing on Euronext Paris. ***INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE ADMISSION PROSPECTUS, AND OTHER RELEVANT DOCUMENTS, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLICIS, OMNICOM, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.*** *Investors and shareholders will be able to obtain free copies of the Admission*

Prospectus from Publicis Omnicom Group on Publicis's website at www.publicisgroupe.com or by contacting Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00.

Important Additional Information for Publicis Shareholders

Publicis will prepare a report to be made available in connection with the Publicis meeting of shareholders called to approve the proposed transactions (the "Report"). ***INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE REPORT, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE AMF, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLICIS, OMNICOM, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.*** *Investors and shareholders will be able to obtain free copies of the Report from Publicis on its website at www.publicisgroupe.com or by contacting Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00.*

No EEA Prospectus until Admission Prospectus

No prospectus is required under the European Economic Area Prospectus Directive 2003/71/EC, as amended and as transposed in Dutch and French law, and no such prospectus or document will be made available until the Admission Prospectus is made available.

Participants in the Solicitation

Omnicom, Publicis and Publicis Omnicom Group and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Omnicom in respect of the proposed transactions contemplated by the proxy statement/prospectus. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the shareholders of Omnicom in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding Omnicom's directors and executive officers is contained in Omnicom's Annual Report on Form 10-K for the year ended December 31, 2012 and its Proxy Statement on Schedule 14A, dated April 11, 2013, which are filed with the SEC.

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 62,000 professionals.

www.publicisgroupe.com | Twitter:@PublicisGroupe | Facebook: www.facebook.com/publicisgroupe | Linkedin: Publicis Groupe | http://www.youtube.com/user/PublicisGroupe |

Viva la Difference !

Contacts

Publicis Groupe

Peggy Nahmany	Corporate Communication	+ 33 (0)1 44 43 72 83
Martine Hue	Investor Relations	+ 33 (0)1 44 43 65 00
Stéphanie Constand	Investor Relations	+ 33 (0)1 44 43 74 44

APPENDIX

New Business 2013

USD 4.5 billion (net)

Main accounts awarded

BBH/NEOGAMA

Pirelli (UK); Playstation (USA, Brazil); Haagen Dazs (Singapore); Basf (Bazil); Philadelphia (UK); Clarks (UK); Bang and Olufsen (UK); Newell Rubbermaid (USA), Harbin (China).

DigitasLBi

Lenovo (USA); Kao (USA); Whirlpool (USA); Dunkin' Donuts (USA); Sprint (USA); Samsung (Brazil); MillerCoors (USA); Comcast (USA); Eureka Forbes (India); Dogs Trust (UK); AXA UK (UK); - FOSS (Nordics); Johnson & Johnson (UK); Danone (UK); LeipzigerMesse (Germany); HSBC (Australia); Roompot (Germany); ParcelHero.com (UK); PWC (Germany); StadtwerkeBayreuth (Germany); PortalTech Reply (UK); Navigate GmbH Systeme und Consulting (Germany); DSGV (Germany); Commonwealth Bank (UK); Microsoft (UK): Langenscheidt GmbH & Co. KG (Germany); Lloyds TSB (UK); E2X (UK); JKL (Nordics); Viking Line (Nordics); ASSTEL Lebensversicherung AG (Germany); Ticket Online Software GmbH (Germany); SCA TENA (Nordics); Primera Travel Group (Nordics); Adobe (USA); Moleskine (USA); P&G (USA); Spotify (USA); Motorola (USA); Aetna (USA); Delta Air Lines (USA); Intel (Indonesia); NYSE Euronext (USA); AstraZeneca (USA); Goodyear (USA); Barclays Wealth (UK), BUPA (UK); Renault / Nissan (UK, France).

Fallon

Talenti (USA); (Giffgaff (UK); Netflix (UK).

Leo Burnett

AEON Superstores (Malaysia); Bols Spirits (Poland); Dubai International Film Festival (UAE); Pfizer Consumer Health - Nexium OTC (USA); Peters Ice Cream (Australia); Unipol Insurance (Italy); Castorama Home Improvement Stores (Poland); PTG Energy (Thailand); Co-operative Social Media (United Kingdom); Institute of Chartered Accountants of Sri Lanka (Sri Lanka); Home Center Home Improvement Retailer (Colombia); BMW Mini (Japan); Twinings Tea (Malaysia); h.h. gregg (USA); Petelinka Poultry (Russia); Media Markt Electronics Retailer (Russia); Alouette Cheese (USA); RE/MAX Real Estate (USA); Victoria University (Australia); GM Fleet & Commercial Operations, Certified Pre-Owned, Remarketing (USA); Molson Coors - Coors Light (Canada); China Mobile (China); Bank of China (China); Yili Lactobacillus Probiotic (China); Samsung Mobile Phone (Taiwan); RE/MAX (USA); VP Bank (Vietnam); Menarini Pharmaceuticals Fastum Gel (China); Tekmark (Singapore); Sri Lankan Airlines (Sri Lanka); Pfizer Centrum and Caltrate (Vietnam); Mediaset/ Infinity On-Demand Service (Italy), CIMB Bank (Sri Lanka), Clear Point Residencies Pvt Ltd (Sri Lanka), Mihin Lanka Airlines (Sri Lanka), Landmark Group/ Max (UAE), SPC Ardmona (Australia).

MSLGROUP

Emirates Air (PR) (USA); LaSalle Investment Management (USA); Taitra (Taiwan).

PHCG

Astellas (USA); AbbVie (USA, Australia); Pfizer (USA, Global); Genentech/Roche (USA, Global); Novartis (USA, Global); Abbott Nutrition (USA).

Publicis Worldwide

City of Antwerp (Belgium); Total Corporate (Publicis Conseil/France/Global); Pierre et Vacances/Europe (Marcel/France); Volcom/Worldwide (Marcel/France); France Galop (France); Purina ONE (France); Barmer GEK (Germany); Siemens AG (Germany); Bene (Germany); Commerzbank Wealth Management (Germany); haarshop21 GmbH (Germany); J. Stickling GmbH & Co. KG (Nobilia) (Germany) ; ZF Friedrichshafen (Germany); AS Roma (Italy); Kellogg (Italy); Philips (Netherlands); Ahold/Albert Heijn (Netherlands); Rabobank International (Netherlands); MTS (Russia); Coca Cola (Spain); Bimbo/Buenitos and Bimbocaos (Spain); Hertz (Switzerland); Qontis (Switzerland); ESL (Switzerland); Vue Cinemas (UK); SCA (UK); Schweppes (UK); **I**Nescafé/Digital (Portugal); Nestle (Romania); BASF (Romania); MetLife (Romanie); Pfizer/Digital (Romania); Stopanska Bank (Macédonie); MSD (Bulgarie); Beiersdorf (Bulgarie); Coca Cola (Bulgaria); Microsoft (Bulgarie); G3 spirits (Slovénie); Shark (Slovénie); Michelin/Michelin; Kleber; Goodrich (Poland); Nestlé Adriatic/Maggi-Thomy in Adriatic (Slovenia; Croatia; Bosnia and Herzegovine; Kosovo and Macedonia); Nestle Adriatic/ZacinC Chicken TVC (Serbia and Montenegro); SCA/Zewa (Croatia); Spar (Croatia); Heineken/Amstel (Croatia); **Publicis Brazil** Habib's (ATL-Publicis Brazil); Sanofi - Medley Division (ATL-Salles Chemistri); Rio 2016 (Digital-AG2 Publicis Modem); Michelin (Digital-Digitas/ Razorfish); Petrobras (Digital-AG2 Publicis Modem); Digital Group (Digital-AG2 Publicis Modem); Belcorp (Digital-Digitas/Razorfish); Vale Foundation (Digital-AG2 Publicis Modem); SENAC (Digital-Digitas/Razorfish); Inframerica (BTL-Publicis Dialog); Smiles (ATL-Salles Chemistri); Pfizer (Digital-Publicis Red Lion); **Talent Brazil :** Heineken (ATL-Talent Brazil); Esmaltec (ATL-Talent Brazil); Chilectra (Chile); Endesa (Chile); Enersis (Chile); Brooks (Chile); Kia (Ecuador); Continental Tires (Ecuador); Cerveceria Nacional (Ecuador) Grupo Reforma (Mexico); P&G/Bounty (Mexico); Aon Consultants (Mexico); Barcel (Mexico); Nestléfoods (Mexico); Novartis (Mexico); Qld Dept of Transport (Australia); Tourism Nothern Territory (Australia); Conga Foods (Australia); WM Ritchie (Australia); Oporto (Australia); Qid TAFE (Australia); Subway (India); WeChat (India); J'Box property (Indonesia/Jakarta); Western Union/Shopper (Philippines); Audi Singapore (Singapore); Pfizer Centrum (UAE); Emirates Flight Catering (UAE); Ferrero/KIndiar Bueno (UAE); Nestlé/Maggi (UAE); Dairy Queen (Canada); Nestlé/Delissio Food (Canada); Nestle (USA); P&G (USA); AXA Equitable (USA); Hilton Flagship (USA/Global); Sleepy's (USA); Rachel Rachel Roy (USA); Simplot (USA); Cotton Council International (USA); DesignerClothes.com (USA); Lanhgam Hotel Group (USA); Manchu Times Fashion (USA); Versace (USA); Almay (USA); Hilton Grand Vacation Club (USA); Defender Direct (USA); Sympathy Orchestra (USA); Abbott Nutrition (USA); Eddie Bauer (USA); Bridgestone America's (USA/Dallas); Barcel (USA).

Saatchi & Saatchi

Salmoiraghi Vigano (Italy); Stroili (Italy); Godiva (Japan); St.George (Australia); HSBC global premier wealth and sponsorship (global); Bold International Ceramics (UAE/GCC); YBM Mastery E900 (Korea); PTT RM : Jiffy Brand (Thailand); Thanachart Bank (Thailand); Kerry Foods/Richmond (UK); design3000.de (Germany); Club Méd (Italy); Mill St. Brewery (Canada); Mahou 5 estrellas (Spain); MyCEB (Malaysia); Bank Simpanan Nasional / BSN's Cards (Malaysia); Charter Communications (USA); Otterbox (USA); Takeda Pharmaceutical (Russia); Air Europa (Spain); Premier Foods – digital (UK); Scoot Airline (Singapore); Toyota Kluger Toyota 86 (Australia); Fissler (Germany); nib Health Insurance (Australia); ITE (Singapore).

Starcom MediaVest Group

American Honda Motors (USA); Beirut City Centre (UAE); Dubbizle (UAE); Europcar (UK); Garuda Indonesia (Indonesia); GLA 360 Mall (UAE); Hartmann (Czech); Kuwait Flour Mills (UAE); Mango (UAE); Meydan Group (UAE); Mondelez International (USA); Namshi (UAE); STC (UAE); Vivus (Poland); Ace Hardware (USA); Banca Unipol (Italy); Finnair (Sweden); h.h , gregg (USA); Unipol Insurance (Italy); Burger King (Italy, Norway, Sweden, Denmark, Spain, UK, Portugal, Canada); Gourmet Foods (Poland); Ranbaxy (India); USP Zdrowie (Poland); CPTM - Mexico Tourism Board (Mexico); PINERGY (Ireland); Ford Retail Group (UK); SPP (Sweden); Storebrand (Norway); Ab/InBev (China); Bosco (Russia); Ministry of Environment (Project) (Poland); Coca Cola (Argentina); APEC (France); Bring (Sweden); Converse (USA); La Poste (France); Duke Energy (USA); Fitnessguru (Sweden); Mondelez (Turkey).

ZenithOptimedia

Kohl's (USA); KAYAK (Worldwide); Abu Dhabi Commercial Bank (UAE); Hainan Airlines (China); Sharp Middle east (UAE); Ministry of Health (Singapore); Unipex (UAE); Bold International (UAE); Haier Electronics (Kingdom of Saudi Arabia- KSA); Haw Par (Singapore); Ministry of Defense (Singapore); Dao Games (UAE); eOne (UK); Toyota (Italy); 20th FOX (Italy); Maybank (APAC Regional); Maxxium (UK); Cruz Roja (Red Cross) (Spain); Prospect Park Networks (USA); Bacardi (Panama); Changi Airport Group (CAG) (Singapore); Hasbro (Hungary); Vzajemna (Slovenia); TE Data (Digital) (Egypt); SCA (Global); Bacardi-Martini (Europe); LOTERIAS (Spain); Hyundai (Netherlands); Universidad El Bosque (Colombia); New Balance (Panama); VEMEDIA (Belgium); ECOVER (Belgium); 4 finance (Georgia); Stokke (Ireland); Pierre Fabre (Belgium); FIDELITY TRUST (Belgium); Bodytech (Colombia); Syngenta (Colombia); Liberty Mutual Insurance Company (USA); Reckitt Benckiser (Share of global markets); Hewlett Packard (Global); Clarins (Hong Kong); Quilmes/ ABInBev (Argentina); L'Oreal (China); SNCF (France); Carlsberg (China); EDB (Global); 20th Century Fox (Russia); EBRO (France); Pepsico Foods (Argentina); Henkel (Australia).

2013 EXTERNAL GROWTH

- **LBi**: On January 15, 2013, upon expiry of the public offer for all outstanding LBi shares launched on November 12, 2012, Publicis Groupe declared its offer unconditional. On January 29, 2013, Publicis Groupe held 98.13% of LBi's outstanding shares.
  After the delisting of March 7, 2013, and a squeeze-out procedure, as of August 21, 2013, Publicis Groupe holds 100% of LBi outstanding shares.

- **Convonix**: one of India's leading digital marketing consultancies based in Mumbai.

- **Neev**: one of India's leading providers of technology services.

- **Bosz Digital SA, Costa Rica, and Bosz Digital Colombia SAS**: an important media and digital production platform based in Central America.

- **Net@lk**: one of the most prominent pure players in China's social media market.

- **Jana**: the Groupe's very first direct investment ($15 million) in a start-up based in Boston specialized in mobile technology.

- **Engauge Marketing LLC**: advertising and digital services agency based in Colombus (USA).

- **Espalhe**: digital marketing and public relations agency (Brazil).

- **TPM Communications**: one of Canada's top agencies specialized in digital, video and events.

- **Zenith Romania:** one of Romania's largest communications and media agencies (Bucharest).

- **POKE**: flagship digital agency in the UK.

- Acquisition of majority holdings (51%) in long-standing partner agencies (associates)**: Leo Burnett & Target, Starcom MediaVest Group, Optimedia, The Practice and iLeo.**

- **Beehive Communications** :one of the best independent Indian integrated communications agencies specialized in marketing services and advanced communication for clients in southern Asia.

- **Interactive Solutions**: one of the most important Polish digital agencies.

- **Heartbeat Ideas:** one of the most reputable digital agencies for health communications.

- **ETO**: one of the main CRM agencies, specialized in digital marketing, analytics, data treatment and use.

- **Walker Media**: important indepent UK Media agency.

- **Synergize**: digital marketing agency in South Africa.

- **Verilogue Inc.**: one of the important US corporations in the field of medical data analytics, specialized in communications physician-patient communications.

2013 PUBLICIS GROUPE AWARDS

Since 2004, Publicis Groupe has held the Gunn Report's No. 1 ranking for Creative Performance.

The Groupe's entities and agencies received prizes and awards at numerous events at global, international, regional and local levels. In 2013, Publicis Groupe was awarded 174 Lions at the 60th edition of the Cannes Lions International Festival of Creativity. In 2012, it received 153 Lions.

Main distinctions by network:

BARTLE BOGLE HEGARTY (BBH)

- *Cannes Lions*: 2 Gold, 7 Silver, 6 Bronze
- *Campaign BIG Film:* Agency of the Year Account Planning Group
- *Luerzers Archive*:Number 1 Agency
- *British Arrows*: Agency of the Year
- *Creative Circle*: Gold of *Golds Creativity USA* – A list *Clio USA* – Grand Clio
- *WARC Asia Strategy Prize* - Grand Prize
- *O'Toole* - Mid Size Agency of the Year

DIGITASLBI

- *Advertising Age:* 10 *Standout Agencies*
- *OMMA:* Agency of the Year (four times in six years)
- *BtoB Magazine:* Top Agency List (eight times in nine years)
- 3 *Cannes Lions*, including the only *Creative Effectiveness Lion* in the Western Hemisphere
- 12 *IAB MIXX Awards*, including 4 Gold
- 3 *CLIO Awards*, including 1 Gold
- 5 *Effie* Awards, including 2 Gold
- 3 *OMMA* Awards
- 12 *BMA Global ACE Awards*, including 4 first place Awards
- 21 *W3 Awards*, including 2 *Best in Show Awards* and 7 Gold Awards
- 6 *CADM Awards*
- 2 *Grand Prix Strategies du Marketing Client*, including 1 Gold
- 2 *Indian Digital Media Awards*, including one Gold

LEO BURNETT

- 53 *Cannes Lions*
- "Network of the Year" at *AdFest, Dubai Lynx and MENA Cristal*
- Most awarded agency network for fourth consecutive year at *International ADDY Awards*
- *YoungGun*s "Network of the Year" for second consecutive year
- Best in Show in Design and Best in Show in Branded Entertainment *from the One Show*
- Awarded the first ever *D&AD White Pencil*

MSLGROUP

Named **Best Corporate Consultancy in the World**, 2013

PUBLICIS HEALTHCARE COMMUNICATIONS GROUP (PHCG)

- For the 4th consecutive year in a row, *Advertising Age* ranked PHCG as the top healthcare agency network (U.S. revenue)
- Kathy Delaney, Co-Managing Director and Global Creative Chief Officer, Saatchi & Saatchi Wellness, named jury president at inaugural *Cannes Lions Health*
- Digitas Health listed as "Best Place to Work" by *Central Penn Business Journal*
- *El Publicista* named Saatchi & Saatchi Health Spain "Best Healthcare Agency of the Year"
- Digitas Health's President, CCO, Alexandra von Plato was selected as "2013 Woman of Distinction" by *Philadelphia Business Journal*
- Saatchi & Saatchi Health India's CEO, Malavika Harita, became first woman to win *2013 Distinguished Alumni Award (DAA)* of the *Indian Institute of Management Bangalore*

2013 creative awards include:

The Aspid Awards, Big Bang Awards, CLIO Healthcare Awards, Creative Circle Awards, DTC National Awards, eHealthcare Leadership Award, The Global Awards, Grand Prix Empreintes, IPA Best of Health Awards, Healthcare Businesswoman's Association (HBA) Rising Star Awards, Medical Advertising Hall of Fame (MAHF) "Future Famers" Awards, MM&M Awards, The Pharmaceutical Marketing Society Digital Awards, Rx Club Show Awards, Web Health Awards.

PRODIGIOUS

- *Grand Prix Stratégies and Eurobest Silver* (Branded Content / Best Non-Fiction Program) for Nescafé "*Really friends*"
- Gold *Clio* (Visual effects), 2 Silver *Clio* (Cinematography and Direction), 2 Gold *New York Festival* (Cinematography and Visual effects) for Cartier's *L'Odyssée*
- Gold *Clio* (Visual Effects) and 4 Gold *Clio* (Photography) for Ray Ban's "75 years of legend" anniversary campaign

PUBLICIS WORLWIDE

- Main awards: 42 *Cannes Lions*, 7 Gold, 9 Silver, 26 Bronze), 25 *Clio Awards*(1 Grand *Clio*, 6 Gold, 11 Silver, 6 Bronze)
- *Eurobest*: 50 awards (8 Gold, 24 Silver,18 Bronze
- *FIAP*: 8 awards (3 Gold, 2 Silver, 3 Bronze)
- *New York Festival*: 24 awards (10 Gold, 9 Silver, 5 Bronze)
- *Cannes Lions*: Agency of the Year- Duval Guillaume, Modem- Creative Agency of the year (second year in a row)
- *Clio*: Marcel Worldwide Paris - 2013 Agency of the year
- *EPICA*: 22 awards (1 Gold, 11 Silver, 10 Bronze)
- *Effie* China: Ranked N°1

RAZORFISH

We were the only digital agency named to the *Advertising Age* A-List two years in a row.

ROSETTA

- *W3 Awards*: 1 Silver for Lenovo, General website
- *WebAwards:* Outstanding website for Lenovo
- *Creativity Media & Interactive Awards* - 1 Gold
- *ADDY Awards*:1 Gold
- *Horizon Interactive Awards* : 1 Gold Advertising and Websites

SAATCHI & SAATCHI

- 37 *Cannes Lions* - 9 Gold, 16 Silver, 12 Bronze
- 30 at *FIAP* including 1 *Grand Prix* and 10 Gold
- 18 *Clio* - 6 Gold, 8 Silver, 4 Bronze
- 37 *Effie* -12 Gold, 15 Silver, 10 Bronze
- Agency of the year 9 awards in 10 *Grand prix* across 7 countries (Argentina, China, Czech Republic, Malaysia, Philippines, Poland, Puerto Rico)

STARCOM MEDIAVEST GROUP (SMG)

RECMA named SMG the first agency network for Global Overall activity billings for the third year in a row.

This includes being ranked:

- N°1 in the US
- N°1 in China
- N°1 in emerging markets
- N°2 in Latin America.

With 525 product award recognitions, SMG had its most celebrated year on record with an increase of 62% from last year.

Award highlights include:

- 11 *Agency and Network of the Year awards* (double the number from last year)
- 24 *Cannes Lions*
- and 35 *Festival of Media awards*

Follow2Unfollow from Puerto Rico is the most awarded campaign ever submitted by a media network at Cannes, winning four *Lions* across Media, Promo, PR and a shortlist in Cyber. It also picked up awards at *FOM LatAm, FOM Global, El Ojo de Iberoamerica* and *the Internationalist*.

VIVAKI

AOD was named the winner of the “Agency” category for innovative use of data at the inaugural *eXelate Data Excellence Awards.*

ZENITHOPTIMEDIA

80+ awards won in international, regional and major national competitions this year.

Recognised for outstanding media campaigns in 38 countries across the world.

Achieved Gold or top-rated awards in 14 countries, with strong showings in France, UK, China and Singapore.

Top international award of 2013 won by our worldwide team for the EU's anti-smoking media campaign across 27 markets.

2013 PRESS RELEASES

01-02-2013…	Publicis Groupe S.A. – Share purchases in LBi International N.V.
01-10-2013	Liquidity Contract with CA Cheuvreux: Half-Year Financial Statement
01-15-2013	Successful outcome of Publicis Groupe S.A.'s recommended public cash offer for LBi: offer now declared unconditional
01-29-2013	Publicis Groupe S.A. – Final results public offer for LBi
02-05-2013	Publicis Groupe to create the world's leading digital network – DigitasLBi will pool the global market leadership and cutting-edge skill-sets of top agencies Digitas and LBi
02-14-2013	2012 Annual Results
02-15-2013	Publicis Groupe announces the completion of a share buyback from Dentsu of nearly 3.9 million shares
03-11-2013	Publicis Groupe acquires Convonix India's leading full service digital marketing and consulting agency
04-12-2013	Publicis Groupe: 2012 Registration Document available
04-15-2013	Publicis Groupe: 2013 Q1 Revenue higher than Groupe objectives
04-17-2013	Publicis Groupe: New co-investment plan for 200 key executives
04-18-2013	Publicis Groupe acquires Neev, a leading software service provider in India
04-19-2013	Tom Adamski named CEO of Rosetta
04-23-2013	During its Investor Day, Publicis Groupe announces new ad agency model and ambitious five-year targets
04-25-2013	Elisabeth Ardaillon-Poirier to join Publicis Groupe as Senior Vice-President Anne-Gabrielle Heilbronner named General Secretary of Publicis Groupe
05-02-2013	190 Publicis key executives invest 44.7 m€ in the "Groupe"
05-07-2013	Europe 2013: a continent adrift – A Publicis Groupe study on emerging from recession in Europe
05-29-2013	Publicis Groupe: Annual General Shareholder's meeting
06-07-2013	Overview of the share buyback program authorized by shareholders at their Combined General Shareholder's meeting of May 29, 2013
07-02-2013	Publicis Groupe acquires digital production firm Bosz Digital
07-04-2013	Publicis Groupe half-year financial statement liquidity contract
07-10-2013	Publicis Groupe acquires Net@alk, a leading social media services provider in China
07-15-2013	Jana Mobile receives $15 million strategic investment from Publicis groupe
07-18-2013	Publicis Groupe 2013 H1 Results
07-19-2013	Publicis Groupe and AOL Inc. to form strategic partnership do deliver live internet advertising on global scale
07-19-2013	Publicis Groupe promotes Pete Stein to CEO of Razorfish woldwilde
07-28-2013	Omnicom and Publicis Groupe to merge
08-01-2013	Publicis Groupe files its 2013 half-year financial report
08-14-2013	Publicis Groupe acquires US digital services agency Engauge Marketing

08-29-2013	Publicis Groupe acquires Espalhe, PR and digital marketing agency in Brazil
09-05-2013	Publicis Groupe acquires TPM Communications in Canada, a leading digital, event and video agency
09-12-2013	Publicis Groupe acquires media agency Zenith Romania
09-19-2013	Publicis Groupe acquires leading digital agency poke in the UK
09-19-2013	Adjustement to the exercise parity of the BSA and confirmation of the exercise period
09-23-2013	Jean-Marie Pivard joins Publicis Groupe as Director of Internal Audit and Risk Management
09-24-2013	Publicis Groupe launches Prodigious, brand logistics™, a brand asset production facility crafted to meet today's media challenges
09-25-2013	General Meeting of ORANE holders. Early redemption of ORANE. Adjustement to the ORANE redemption parity
10-01-2013	Publicis Groupe further strengthens its presence in Romania, acquiring majority stake in affiliate agencies
10-07-2013	Publicis Groupe appoints Arthur Sadoun as Chief Executive Officer of Publicis Worldwide
10-10-2013	Meeting of ORANE holders unanimously approves the proposed combination between Publicis and Omnicom and certain modifications to the ORANE issuance agreement
10-21-2013	Omnicom and Publicis Groupe hold joint management meeting
10-22-2013	Publicis Groupe acquires Beehive Communications, accelerating its growth in India
10-28-2013	Publicis Groupe acquires Interactive Solutions, a leading digital agency in Poland
10-30-2013	Publicis Groupe expands digital health expertise
10-30-2013	Adjustement to the exchange ratio of the OCEANE and confirmation of the exercise period
11-01-2013	Omnicom and Publicis Groupe announce expiration of Hart-Scott-Rodino Act Waiting Period
11-07-2013	Publicis Groupe acquires ETO, leading french CRM and Data agency
11-21-2013	Statement Walker Media
11-28-2013	Publicis Groupe acquires 75.1% of Walker Media
12-03-2013	Publicis Groupe acquires leading digital marketing agency « Synergize », in South Africa
12-09-2013	Publicis Groupe broadens healthcare expertise - Acquisition of Verilogue Inc.
12-09-2013	Bonds 1%, maturing on 18 January 2018, convertible into new Publicis shares or exchangeable into existing Publicis shares – Early redemption at holder's option
12-20-2013	Early redemption of bonds 1%, maturing on 18 January 2018, convertible into new Publicis shares or exchangeable into existing Publicis shares
12-23-2013	Lagardère Active becomes the sole shareholder in Europe 1 advertising agency Régie 1

GLOSSARY

Net financial debt (or net debt): equals the long and short term financial debt plus associated derivatives fair value, less cash and cash equivalent

Average Full Year net debt: annual year average of average monthly net debt.

Net new business: this figure is derived not from financial reporting but from estimated media-marketing budgets based on annual business (net of losses) from new and existing clients.

Operating margin: The operating margin is equal to the revenue after deduction of personnel expenses, other operating expenses (excluding non current income and expenses), depreciation and amortization (excluding intangible arising from acquisitions).

Operating margin rate: operating margin/revenue.

Organic growth calculation

EUR million	**FY 2013**	**Q4**	**Sept 30 (9 months)**
2012 Revenue	6,610	1,899	4,711
Currency impact	(237)	(89)	(148)
2012 Revenue at 2013 exchange rate (a)	6,373	1,810	4,563
2013 revenue before acquisitions [1](b)	6,538	1,823	4,715
Revenue from acquisitions[1]	415	104	311
2013 revenue	6,953	1,927	5,026
Organic growth (b/a)	**+2.6%**	**+0.7%**	**+3.3%**

Currency Impact *(EUR million))*			
	FY 2013	**Q4**	**Sept 30 (9 months)**
GBP	(21)	(5)	(16)
USD	(98)	(36)	(62)
Autres	(118)	(48)	(70)
Total	(237	(89)	(148)

(1) *Acquisitions (Webformance Saint Brieuc, Indigo, Flip, King Harvests, UBS, Pixelpark, Longtuo, BBR, BBH, Neogama, CNC, Webformance Bordeaux, AR Media, Arachnid, Resultrix, Webformance Spain, Diplomatic Cover, Grita, Istrat, Outside Line, Bromley, Monterosa, Rokkan, LBi, Blue Parrot, Market Gate, Taterka, Convonix, Netalk, Neev, BosZ, Espalhe, Engauge, Poke, TPM, ZO Romania, Jana, Interactive Solutions, ETO, Heartbeat, Verilogue, Synergize, Walker Media, Beehive, Prima, ZO South Africa, Lighthouse, Polarix, Owen Kessel) net of disposals.*

(2) *2013 Average exchange rates: 1 EUR = 1.3277 USD*
1 EUR = 0.8491 GBP
2012 Average exchange rates: 1 EUR =1.2849 USD
1 EUR = 0.8108 GBP

Consolidated income statement

(in millions of euros)	***2013***	***2012****	***2011****
Revenue	**6,953**	**6,610**	**5,816**
Personnel expenses	(4,330)	(4,078)	(3,617)
Other operating expenses	(1,396)	(1,344)	(1,167)
Operating margin before depreciation and amortization	**1,227**	**1,188**	**1,032**
Depreciation and amortization expense (excluding intangibles arising from acquisitions)	(120)	(126)	(103)
Operating margin	**1,107**	**1,062**	**929**
Amortization of intangibles arising from acquisitions	(49)	(45)	(38)
Impairment loss	(4)	(11)	-
Non-current income and expenses	69	39	21
Operating income	**1,123**	**1,045**	**912**
Financial expenses	(46)	(71)	(89)
Financial income	20	41	33
Cost of net financial debt	**(26)**	**(30)**	**(56)**
Other financial income and expenses	5	(2)	(2)
Pre-tax income of consolidated companies	**1,102**	**1,013**	**854**
Income taxes	(298)	(279)	(246)
Net income of consolidated companies	**804**	**734**	**608**
Share of profit of associates	5	25	17
Net income	**809**	**759**	**625**
Of which:			
- Net income attributable to non-controlling interests	17	27	29
- Net income attributable to equity holders of the parent company	**792**	**732**	**596**

Per share data *(in euros)* - **Net income attributable to equity holders of the parent company**			
Number of shares	*215,516,919*	*201,032,235*	*202,547,757*
Earnings per share	3.67	3.64	2.94
Number of diluted shares	*224,430,805*	*224,143,700*	*237,066,159*
Diluted earnings per share	3.54	3.34	2.63

** Figures have been restated in accordance with IAS 19 amended.*

Consolidated statement of comprehensive income

(in millions of euros)	***2013***	***2012****	***2011****
Net income for the period (a)	**809**	**759**	**625**
Comprehensive income that will not be reclassified to profit or loss			
- Actuarial gains (and losses) on defined benefit plans	26	(30)	(46)
- Deferred taxes on comprehensive income that will not be reclassified to profit or loss	(12)	6	15
Comprehensive income that may be reclassified to profit or loss			
- Revaluation of available-for-sale investments	(26)	4	(3)
- Consolidation translation adjustments	(249)	(61)	49
- Deferred taxes on comprehensive income that may be reclassified to profit or loss	3	-	-
Total other comprehensive income (b)	**(258)**	**(81)**	**15**
Total comprehensive income for the period (a) + (b)	**551**	**678**	**640**
Of which:			
- Total comprehensive income attributable to non-controlling interests	11	24	29
- Total comprehensive income attributable to equity holders of the parent company	540	654	611

* Figures have been restated in accordance with IAS 19 amended.

Consolidated balance sheet

(in millions of euros)	***December 31, 2013***	***December 31, 2012****	***December 31, 2011****
Assets			
Goodwill, net	6,123	5,667	5,207
Intangible assets, net	939	982	985
Property, plant and equipment	513	506	496
Deferred tax assets	127	97	82
Investments in associates	28	23	43
Other financial assets	121	242	113
Non-current assets	**7,851**	**7,517**	**6,926**
Inventories and work in progress	307	342	343
Trade receivables	6,994	6,841	6,446
Other current receivables and assets	517	591	561
Cash and cash equivalents	1,442	1,314	2,174
Current assets	**9,260**	**9,088**	**9,524**
Total assets	**17,111**	**16,605**	**16,450**

Equity and liabilities			
Share capital	86	84	77
Additional paid-in capital and retained earnings, Group share	5,008	4,530	3,823
Equity attributable to holders of the parent company	**5,094**	**4,614**	**3,900**
Effect of acquisitions and commitments to buy-out non-controlling interests	38	44	33
Total equity	**5,132**	**4,658**	**3,933**
Long-term borrowings	538	730	1,460
Deferred tax liabilities	295	238	241
Long-term provisions	368	464	483
Non-current liabilities	**1,201**	**1,432**	**2,184**
Trade payables	8,636	8,249	7,745
Short-term borrowings	322	379	838
Income taxes payable	31	65	66
Short-term provisions	139	166	137
Other creditors and current liabilities	1,650	1,656	1,547
Current liabilities	**10,778**	**10,515**	**10,333**
Total equity and liabilities	**17,111**	**16,605**	**16,450**

** Figures have been restated in accordance with IAS 19 amended.*

Consolidated statement of cash flows

(in millions of euros)	***2013***	***2012****	***2011****
Cash flows from operating activities			
Net income	809	759	625
Neutralization of non-cash income and expenses:			
Income taxes	298	279	246
Cost of net financial debt	26	30	56
Capital (gains) losses on disposals (before tax)	(68)	(38)	(19)
Depreciation, amortization and impairment loss on property, plant and equipment and intangible assets	173	182	141
Non-cash expenses on stock options and similar items	40	26	26
Other non-cash income and expenses	2	(1)	5
Share of profit of associates	(5)	(25)	(17)
Dividends received from associates	4	8	14
Taxes paid	(244)	(306)	(212)
Interest paid	(42)	(61)	(80)
Interest received	31	24	29
Change in working capital requirements (1)	355	155	75
Net cash flows generated by (used in) operating activities (I)	**1,379**	**1,032**	**889**
Cash flows from investing activities			
Purchases of property, plant and equipment and intangible assets	(126)	(123)	(116)
Disposals of property, plant and equipment and intangible assets	3	3	4
Purchases of investments and other financial assets, net	49	(120)	13
Acquisitions of subsidiaries	(686)	(369)	(728)
Disposals of subsidiaries	7	-	28
Net cash flows generated by (used in) investing activities (II)	**(753)**	**(609)**	**(799)**
Cash flows from financing activities			
Dividends paid to holders of the parent company	(108)	(119)	(129)
Dividends paid to non-controlling interests	(22)	(31)	(14)
Proceeds from borrowings	1	16	77
Repayment of borrowings	(102)	(546)	(29)
Net purchases of non-controlling interests	(102)	(30)	(11)
Net (purchases)/sales of treasury shares and warrants	(72)	(566)	51
Net cash flows generated by (used in) financing activities (III)	**(405)**	**(1,276)**	**(55)**
Impact of exchange rate fluctuations (IV)	**(125)**	**(7)**	**(17)**
Change in consolidated cash and cash equivalents (I + II + III + IV)	**96**	**(860)**	**18**
Cash and cash equivalents onJanuary 1	1,314	2,174	2,164
Bank overdrafts onJanuary 1	(28)	(28)	(36)
Net cash and cash equivalents at beginning of year (V)	**1,286**	**2,146**	**2,128**
Cash and cash equivalents on December 31 (Note 18)	1,442	1,314	2,174
Bank overdrafts on December 31 (Note 22)	(60)	(28)	(28)
Net cash and cash equivalents at end of year (VI)	**1,382**	**1,286**	**2,146**
Change in consolidated cash and cash equivalents (VI - V)	**96**	**(860)**	**18**
(1) Breakdown of change in working capital requirements			
Change in inventory and work in progress	34	41	(6)
Change in accounts receivable and other receivables	(305)	(426)	(267)
Change in accounts payable, other payables and provisions	626	540	348
Change in working capital requirements	**355**	**155**	**75**

** Figures have been restated in accordance with IAS 19 amended*

Consolidated statement of changes in equity

Number of outstanding shares	*(in millions of euros)*	Share capital	Additional paid-in capital	Reserves and earnings brought forward	Translation reserve	Fair value reserve	Equity attributable to the holders of the parent company	Non controlling interests	Total equity
182,371,070	**December 31, 2010***	**77**	**2,432**	**809**	**(88)**	**133**	**3,363**	**21**	**3,384**
	Net income			596			596	29	625
	Other comprehensive income, net of tax			(31)	49	(3)	15	-	15
	Total income and expenses for the period	**-**	**-**	**565**	**49**	**(3)**	**611**	**29**	**640**
1,712,704	Publicis Groupe SA capital increase and cancellation of treasury shares	-	47	(47)			-		-
	Dividends			(129)			(129)	(14)	(143)
	Share-based compensation, net of tax			25			25		25
	Additional interest on Orane			(8)			(8)		(8)
	Effect of acquisitions and commitments to buy out non-controlling interests			(13)			(13)	(3)	(16)
1,912,289	Purchases/sales of treasury shares			51			51		51
185,996,063	December 31, 2011*	77	2,479	1,253	(39)	130	3,900	33	3,933
	Net income			732			732	27	759
	Other comprehensive income, net of tax			(24)	(58)	4	(78)	(3)	(81)
	Total income and expenses for the period	**-**	**-**	**708**	**(58)**	**4**	**654**	**24**	**678**
(9,197,684)	Publicis Groupe SA capital increase and cancellation of treasury shares	(4)	(334)	(47)			(385)		(385)
	Dividends			(119)			(119)	(31)	(150)
	Share-based compensation, net of tax			39			39		39
	Additional interest on Orane			(8)			(8)		(8)
	Effect of acquisitions and commitments to buy out non-controlling interests			20			20	18	38
25,900,629	Océane 2014 conversion	11	706	(23)			694		694
(3,495,358)	Purchases/sales of treasury shares			(181)			(181)		(181)
199,203,650	**December 31, 2012***	**84**	**2,851**	**1,642**	**(97)**	**134**	**4,614**	**44**	**4,658**
	Net income			792			792	17	809
	Other comprehensive income, net of tax			14	(240)	(26)	(252)	(6)	(258)
	Total income and expenses for the period			**806**	**(240)**	**(26)**	**540**	**11**	**551**
1,562,129	Publicis Groupe SA capital increase	1	(47)	46			-		-
1,361,502	Dividends		70	(178)			(108)	(22)	(130)
292,076	Share-based compensation, net of tax			61			61		61
	Additional interest on Orane			(20)			(20)		(20)
	Effect of acquisitions and commitments to buy out non-controlling interests			(20)			(20)	5	(15)
2,798,937	Equity warrant conversion	1	83				84		84
2,096,233	Océane 2018 conversion			100			100		100
(727,265)	Purchases/sales of treasury shares			(157)			(157)		(157)
206,587,262	**December 31, 2013**	**86**	**2,957**	**2,280**	**(337)**	**108**	**5,094**	**38**	**5,132**

** Figures have been restated in accordance with IAS 19 amended*

Earnings per share

Earnings per share and diluted earnings per share

(in millions of euros, except for share data)		***2013***	***2012***[1]	***2011***[1]
Net income used for the calculation of earnings per share				
Group net income	a	792	732	596
Impact of dilutive instruments:				
- Savings in financial expenses related to the conversion of debt instruments, net of tax [3]		2	17	27
Group net income - diluted	b	794	749	623
Number of shares used to calculate earnings per share				
Average number of shares that make up the share capital		211,342,272	195,194,484	191,738,061
Treasury shares to be deducted (average for the year)		(11,774,690)	(11,345,668)	(7,935,852)
Shares to be issued to redeem the Orane		15,949,337	17,183,419	18,745,548
Average number of shares used for the calculation	c	215,516,919	201,032,235	202,547,757
Impact of dilutive instruments:				
- Free shares and dilutive stock options[2]		3,224,111	4,489,716	5,161,031
- Warrants[2]		3,146,474	1,390,663	893,900
- Shares resulting from the conversion of convertible bonds[3]		2,543,301	17,231,086	28,463,470
Number of diluted shares	d	224,430,805	224,143,700	237,066,159
(in euros)				
Earnings per share	a/c	**3.67**	**3.64**	**2.94**
Diluted earnings per share	b/d	**3.54**	**3.34**	**2.63**

(1) Figures have been restated in accordance with IAS 19 amended.

(2) Only stock options and warrants with a dilutive impact, i.e., whose strike price is lower than the average strike price, are included in the calculation. In 2013, all the stock options (excluding those granted under the 2013 co-investment plan) and warrants not yet exercised at the year-end had a dilutive effect.

(3) Over the three years 2013, 2012 and 2011, all of the Océanes had a dilutive impact and are therefore factored into the calculation of diluted EPS.

For informational purposes, the 2013 EPS, calculated on an euro 816 million net income excluding merger related costs (euro 38 million in pre-tax merger costs, i.e., euro 24 million, net of taxes), obtained the following:

Earnings per share, excluding merger costs	**3.79**
Diluted earnings per share – diluted, excluding merger costs	**3.64**

Headline earnings per share (basic and diluted)

(in millions of euros, except for share data)		**2013**	**2012**[(1)]	**2011**[(1)]
Net income used to calculate headline earnings per share[(2)]				
Group net income		792	732	596
Items excluded:				
- Amortization of intangibles from acquisitions, net of tax		30	28	23
- Impairment, net of tax		3	8	-
- Net capital gains (losses) on disposal of assets and fair value remeasurement at takeover date, net of tax		(52)	(58)	(18)
- Revaluation of earn-out payments		(5)	(9)	(4)
- Publicis/Omnicom merger costs, net of tax		24		
Headline Group net income	e	792	701	597
Impact of dilutive instruments:				
- Savings in financial expenses related to the conversion of debt instruments, net of tax		2	17	27
Headline Group net income, diluted	f	794	718	624
Number of shares used to calculate earnings per share				
Average number of shares that make up the share capital		211,342,272	195,194,484	191,738,061
Treasury shares to be deducted (average for the year)		(11,774,690)	(11,345,668)	(7,935,852)
Shares to be issued to redeem the Orane		15,949,337	17,183,419	18,745,548
Average number of shares used for the calculation	c	215,516,919	201,032,235	202,547,757
Impact of dilutive instruments:				
- Free shares and dilutive stock options		3,224,111	4,489,716	5,161,031
- Warrants		3,146,474	1,390,663	893,900
- Shares resulting from the conversion of the convertible bonds		2,543,301	17,231,086	28,463,470
Number of diluted shares	d	224,430,805	224,143,700	237,066,159
(in euros)				
Headline Earnings Per Share[(2)]	e/c	**3.67**	**3.49**	**2.95**
Headline Earnings Per Share – Diluted[(2)]	f/d	**3.54**	**3.20**	**2.63**

(1) Figures have been restated in accordance with IAS 19 amended.

(2) EPS after elimination of the impairment losses, amortization of intangibles from acquisitions, the main capital gains and losses on disposal of assets, the fair value remeasurement gains and losses, the revaluation of earn-out payments and the Publicis/Omnicom merger costs.