



**PUBLICIS  
GROUPE**

**02/12/15**

# PRESS RELEASE



## 2014 Annual Results

EUR million (except EPS and Dividend)

<b>Revenue</b>	<b>7,255</b>	<b>+4,3%</b>
<b>2014 Organic growth</b>		<b>2.00%</b>
<b>Q4 2014</b>		<b>3.20%</b>
<b>Operating margin*</b>	<b>1,189</b>	<b>3.80%</b>
<b>Percentage operating margin*</b>	<b>16.40%</b>	
<b>Headline net income**</b>	<b>829</b>	<b>4.70%</b>
<b>EPS** (euro)</b>	<b>3.64</b>	<b>2.80%</b>
<b>Free Cash Flow***</b>	<b>836</b>	<b>-7.20%</b>
<b>Dividend**** (euro)</b>	<b>1.2</b>	<b>9.10%</b>

\* Excluding costs relating to the merger project and the acquisition of Sapien.

\*\* Headline net income after elimination of impairment losses, amortization of intangibles arising from acquisitions, capital gains (or losses) on disposals, revaluation of earn-outs, Publicis/Omnicom merger costs and Sapien acquisition costs.

\*\*\* Before changes in Working Capital Requirements but including merger-related costs.

\*\*\*\* Payable in cash or shares on July 2, 2015 subject to approval at the AGM of May 27, 2015.

**Maurice Lévy, Chairman and CEO of Publicis Groupe:**

“Publicis Groupe will have had an eventful year in 2014, ending on the most promising of notes with the agreement on the Sapient acquisition.

While organic growth did not live up to our expectations, it proved slightly better than we announced, shored up by stronger fourth-quarter growth of +3.2%.

Our digital activities, which accounted for approximately 42% of our total revenue at year-end, continue to fuel this growth as analog activities continue to decline. Likewise with our business in the high-growth markets, despite the general slowing of the emerging economies.

In this context, the good performance of all our indicators underscores the efficiency of our business model, in particular our 16.4% margin, the 4.7% increase in headline net income, and our vastly improved cash-positive situation (close to one billion euro).

These achievements confirm the merits of our strategy now largely focused on our development in digital.

Companies are faced with two major changes of paradigm that entail a radical change of business model – changes that are driven by digital developments and innovation: firstly, the convergence of models, tools and solutions, and, secondly, new forms of consumer behavior, with consumers better informed, with greater access to communications, giving them a prominent role in the economic arena. To avoid their businesses being “uberized”, companies find themselves having to rethink their business model, their marketing and even the channels through which they distribute their products and provide services. For them as for us, transformation is the only way forward.

This is the context in which we became interested in Sapient, a truly unique company combining digital, technology, consulting and e-commerce. The acquisition was successfully completed on February 6, 2015. By virtue of its nature and value, this is the biggest and most strategic transaction ever completed in our sector.

Through acquisitions and organic growth, we have built up a leading position in digital in our sector. The addition of Sapient’s business and talent means we have reached yet another milestone: not only are we confirmed in our position as world leader in digital (50% of our revenue as of 2015), but we will be the only group capable of helping our clients transform themselves through our combination of consulting and technology, strategy and creativity, digital capability and know-how in multichannel commerce (e-commerce).

I’d like to stress a very important point, namely the scarcity of talents in our business. This is something the market and our advertisers are all too familiar with. With the addition of Sapient to the Groupe, we have reinforced our management, especially with Alan Herrick joining our “Directoire+”, and all the Sapient staff that will add their talent and experience to our own.

The big story of 2015 will therefore be the integration of Sapient. Publicis teams are renowned for their ability in this field. The initial work of the joint integration teams has been very promising in terms of the integration itself but also in terms of the synergies expected.

2015 will also be the year we return to more satisfactory levels of growth, gradually at first, with a more marked pick-up in the second half-year, before reaching our full capacity in 2016 as Publicis.Sapient, the most comprehensive platform of its kind which will include SapientNitro, Sapient Consulting, Razorfish Global and DigitasLBI materializes.

Finally, we had planned to pay out 35% of our profits. The Groupe’s Supervisory Board has decided to put before the Annual General Meeting of shareholders a resolution proposing a dividend of 1.20 euro per share, i.e. a 9.1% increase and a payout ratio of 37.3%.

I’d like to conclude by sharing my confidence in our ability to execute our 2018 plan and achieve its objectives.”

Publicis Groupe's Supervisory Board met on February 11, 2015, under the chairmanship of Elisabeth Badinter, to examine the annual accounts for 2014 presented by Maurice Lévy, Chairman of the Management Board.

## KEY FIGURES

### Data from the Consolidated Income Statement

<i>EUR million, excepting percentages and per share data (in euro)</i>	<b>2014</b>	<b>2013*</b>	<b>2014 / 2013</b>
<b>Data from the Income Statement</b>			
Revenue	7,255	6,953	4.3%
Operating margin before Depreciation & Amortization	1,307	1,227	6.5%
<i>% of revenue</i>	<b>18.0%</b>	<b>17.6%</b>	
Operating margin	1,182	1,107	6.8%
<i>% of revenue</i>	<b>16.3%</b>	<b>15.9%</b>	
Operating income	1,069	1,123	-4.8%
Net income attributable to the Groupe	720	792	-9.1%
Headline Net income**	829	792	+4.7%
Earnings Per Share <sup>(1)</sup>	3.22	3.67	
Diluted Earnings Per Share <sup>(2)</sup>	3.16	3.54	
Dividend per share	1.20	1,10	
Free cash flow before changes in working capital requirements	836	901	
<b>Data from the Balance Sheet</b>	<b>December 31, 2014</b>	<b>December 31, 2013</b>	
Total Assets	20,626	17,110	
Groupe share of consolidated shareholders' equity	6,086	5,095*	

\* Restated for compliance with IFRIC21

\*\* Net income after elimination of impairment losses, amortization of intangibles arising from acquisitions, capital gains (or losses) on disposals, revaluation of earn-outs, Publicis/Omnicom merger costs and Sapient acquisition costs.

<sup>1</sup> Earnings Per Share (EPS) calculations based on an average of 223.9 million shares in circulation in 2014, and 215.5 million in 2013.

<sup>2</sup> Diluted Earnings Per Share calculations based on an average of 227.8 million shares in 2014, and 224.4 million in 2013. 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.

- **Q4 2014 Revenue: +11.5%**
- **Q4 2014 organic growth: +3.2%**

**- Q4 revenue by region**

(EUR million)	Reported revenue		Reported revenue	Organic growth
	Q4 2014	Q4 2013	2014 / 2013	Q4 2014
Europe*	650	621	+4.7%	-1.0%
North America	986	848	+16.3%	+2.4%
BRIC+MISSAT**	304	267	+13.9%	+10.3%
Rest of the world	209	191	+9.4%	+11.4%
<b>Total</b>	<b>2,149</b>	<b>1,927</b>	<b>+11.5%</b>	<b>+3.2%</b>

\* Europe excluding Russia and Turkey

\*\* MISSAT: Mexico, Indonesia, Singapore, South Africa, Turkey

The return to +3.2% organic growth in the fourth quarter was largely due to strong growth in the emerging markets (+10.5%) , notably with Brazil posting +7.0%, Russia +8.5%, India at over 30% and Greater China recording +8,4%. In the MISSAT group, Mexico achieved +21.0%, Turkey grew by +4.0% and Australia by +5.2%. These good figures are a combination of good levels of activity coupled with a favorable comparable basis. Growth in Europe (excluding Russia and Turkey) was -1,0% despite Germany posting +2.1%, with France and the UK recording negative growth of -1.2% and -7.4% respectively, and southern Europe virtually stable at +0.3%.

The USA posted +2.8% growth, while Latin America progressed strongly at +14.9%.

The rest of the world grew by +11.4%.

- **2014 Revenue: +4.3%**
- **2014 organic growth: +2.0%**

Consolidated revenue for 2014 was 7,255 million euro, up 4.3% from 6,953 million euro in 2013 (exchange rates had an 80 million euro negative impact in 2014).

Expressed in US dollars, revenue totaled 9,625 million.

Due to the fourth quarter organic growth improvement of +3.2%, growth for the full year was slightly better than anticipated at +2.0%. This weak level of growth was mainly due to poor performance in Europe, temporary problems that affected Razorfish in the USA and in the UK, and a slight tailing off of performance at MSLGROUP. Digital activities accounted for 41.9% of the Groupe's revenue and continue to progress at a good pace (organic growth of +7.3%) despite the difficulties encountered by Razorfish in 2014. Special mention should be made of the excellent performance in healthcare, and the good performance of media and BBH.

Finally, it should be noted that analog activities continued to decline but that, notwithstanding analog, the creative agencies continued to perform well.

	Europe*	North America	BRIC+MISSAT* *	Rest of the world	Total
<b>Digital</b>	+8.9%	+3.2%	+33.0%	+29.4%	<b>+7.3%</b>
<b>Analog</b>	-5.0%	+1.4%	-1.8%	+0.9%	<b>-1.4%</b>
<b>Total</b>	-0.6%	+2.3%	+3.5%	+6.7%	<b>+2.0%</b>

\* Europe excluding Russia and Turkey

\*\* MISSAT: Mexico, Indonesia, Singapore, South Africa, Turkey

Revenue from the high-growth countries accounted for 23.7% of the Groupe's total revenue, after 24.4% in 2013, a slight decline that can be attributed to the depreciation of the currencies in certain countries in this category. These countries posted organic growth of +4.7% for the period, up from +3.3% in 2013.

Consolidated revenue breaks down as follows for 2014: 42% from digital activities (38% in 2013), 28% from advertising (30% in 2013), 15% from specialized agencies (16% in 2013), and 15% from media (16% in 2013). The share of revenue from advertising, specialized agencies and media do not include digital activities.

#### - 2014 revenue by region

(EUR million)	Reported revenue		Reported revenue	Organic growth
	2014	2013	2014 / 2013	2014
Europe*	2,154	2,060	+4.6%	-0.6%
North America	3,490	3,303	+5.7%	+2.3%
BRIC+MISSAT**	938	918	+2.2%	+3.5%
Rest of the world	673	672	+0.1%	+6.7%
<b>Total</b>	<b>7,255</b>	<b>6,953</b>	<b>+4.3%</b>	<b>+2.0%</b>

\* Europe excluding Russia and Turkey

\*\* MISSAT: Mexico, Indonesia, Singapore, South Africa, Turkey

Growth in Europe (excluding Russia and Turkey) remained negative in 2014 but with contrasting situations. France posted organic growth of +2.0%, a good improvement over 2013 (-0.4%). The UK improved in the second half-year but still recorded negative growth at -3.6% (mainly as a result of Razorfish UK). Central Europe showed positive +3.2% growth with Russia up +6.8%.

Southern European countries although improving are still struggling (-1.1%).

The very good growth in Healthcare was, however, not sufficient to offset the temporary difficulties encountered at Razorfish and weak performance at MSLGROUP in North America where organic growth was +2.3%.

Growth in the BRIC and MISSAT countries has improved since the second half (up +3.5%), with India improving at +3.4%, and Mexico up +10.7%. Greater China returned relatively weak growth of +2.9%.

Organic growth in the rest of the world was +6.7%.

➤ **Operating margin: 16.4%**

**- Operating margin and Operating income**

*It should be noted that the figures below exclude merger-related costs (for both 2013 and 2014), and the costs of the Sapiient acquisition in 2014. These costs totaled 7 million euro (6 million after taxes) in 2014 and 38 million euro (24 million after taxes) in 2013.*

The Operating margin before depreciation and amortization came to 1,314 million euro in 2014, up 3.9% from 1,265 million in 2013 (reported figures: 1,307 million for 2014 and 1,227 million in 2013).

Operating margin was 1,189 million euro (1,182 million reported), up 3.8% from 1,145 million euro in 2013 (1,107 million as reported).

Personnel costs increased to 4,506 million euro in 2014, up 4.1% from 4,330 million euro for the same period in 2013, corresponding to 62.1% of consolidated revenue (62.3% in 2013). Freelance costs totaled 295 million euro, a slight decrease of -1.0%, while restructuring costs amounted to 69 million euro (versus 79 million in 2013).

The Groupe intends to continue its policy priority of allocating investments in talent to growing activities or regions. The development of several on-going programs (ERP roll-out, production platforms, continuing regionalization of Shared Services Centers and technological developments) and a simplification of the organization will allow a reduction of these charges in the medium term.

Other operating charges excluding depreciation and amortization amounted to 1,435 million euro (1,442 million euro as reported), accounting for 19.8% of total revenue (19.5% in 2013). Commercial expenses rose to 326 million euro, i.e. 4.5% of revenue (versus 4.1% in 2013). Administrative costs continued to recede thanks to the optimization of various operating expenses through the regionalization of Shared Services Centers. Acquisition-related costs (excluding Sapiient) totaled 10 million euro. Depreciation and amortization totaled 125 million euro in 2014, versus 120 million in 2013.

Excluding merger - and Sapiient acquisition - related costs, the percentage operating margin was 16.4% for the period, which is appreciable given the weak growth recorded for the period.

Percentage operating margin by major geographical region was: 11.5% for Europe, 20.5% for North America, 13.4% for Asia-Pacific, 13.5% for South and Central America and 18.4% for Africa and the Middle East.

Amortization of intangibles arising from acquisitions amounted to 51 million euro in 2014, compared with 49 million euro in 2013. An impairment charge of 72 million euro was carried (versus 4 million the previous year), essentially concerning the MSL and BBH networks.

Other non-recurring income and expenses came to a positive 10 million euro, mainly reflecting capital gains and losses on asset sales, after 69 million euro in 2013 (this figure included a capital gain of 47 million euro on the sale of the Groupe's 1.1% equity interest in Interpublic Group).

Operating income totaled 1,076 million euro in 2014, excluding M&A costs, down from 1,161 million euro in 2013.

Financial income (expense) was a 28 million euro expense in 2014 (after 21 million in 2013). Income tax totaled 311 million euro (up from 298 million in 2013). The Associates share of profit was 4 million euro (after 5 million in 2013). Minority interests for the period totaled 14 million euro, compared with 17 million in 2013.

➤ **Net income attributable to the Groupe: +720M€**

Net income attributable to the Groupe stood at 720 million euro (726 million excluding non-recurring costs relating to the Omnicom merger and the Sapient acquisition) for 2014, after 792 million euro in 2013

(816 million excluding merger-related costs).

➤ **Headline net income: 829M€**

Headline net income excludes impairment losses, amortization of intangibles arising from acquisitions, capital gains (or losses) on disposals, revaluation of earn-outs, Publicis/Omnicom merger costs and Sapient acquisition costs.

➤ **Free cash flow: +836 millions**

The Groupe's free cash flow for the period was 836 million euro before changes in working capital requirements (versus 901 million in 2013).

➤ **Net financial debt**

Year-end 2014 saw a marked improvement in the Groupe's cash situation, i.e. a cash positive of 985 million euro (versus a cash-positive 593 million euro in 2013).

This improvement was all the more notable that the Groupe's average cash position over the year was a surplus of 93 million euro, after an average net debt of 490 million euro in 2013.

➤ **Shareholders' equity**

The Groupe's share of shareholders' equity rose from 5,095 million euro at December 31, 2013 to 6,086 million euro at December 31, 2014. This increase was mainly due to earnings for the period.

➤ **Dividend**

A dividend of 1.20 euro per share, i.e. a 9.1% increase, will be proposed to the shareholders at their AGM on May 27, 2015. This represents a payout ratio of 37.3%. Subject to approval by the shareholders, the dividend will be payable as of July 2, 2015, in cash or in shares, at shareholders' discretion.

## HIGHLIGHTS FROM 2014

### ➤ *Management*

The Supervisory Board decided to modify the composition of the Management Board, and Maurice Lévy (Chairman), Anne-Gabrielle Heilbronner, Kevin Roberts and Jean-Michel Etienne have been the statutory members of the Management Board since September 15, 2014.

As proposed by the Chairman of the Management Board, the Supervisory Board has approved the creation of an additional body, an enlarged management board called “*Directoire+*” which comprises Laura Desmond (CEO, Starcom MediaVest Group), Steve King (CEO, ZenithOptimedia), Arthur Sadoun (CEO, Publicis Worldwide), and Rishad Tobaccowala (Chief Strategist, Publicis Groupe). The idea is to associate a new generation of managers with the group’s inner mechanisms and decision-making processes. The P12 Executive Committee has also been reinforced with the addition of Tom Adamski, Axel Duroux, Robert Senior, Luke Taylor, Mark Tutssel and Jean-François Valent.

### ➤ *Distinctions / Creativity*

At the **61st annual Cannes Lions Festival in 2014**, Publicis Groupe took an outstanding 208 Lions (153 in 2013), notably including one Network of the Year award, two Creative Effectiveness awards, as well as 27 Gold, 86 Silver and 92 Bronze Lions.

At the inaugural **Lions Health**, Publicis Groupe won 16 Health Lions, including one Grand Prix for Good, one Network of the Year, and 2 Gold, 8 Silver and 4 Bronze Lions.

At the **2014 North American EFFIE Awards**, Publicis Groupe was named the Most Effective Holding Company of the year. RECMA’s 2013 Overall Activity Billings Rankings shows Publicis Groupe as the No.1 group in North America and No.2 in the world.

Over and beyond these examples, Publicis Groupe agencies are regularly awarded hundreds of prizes throughout the world and in various specialty areas. These distinctions bear witness to the quality of our people, their commitment and their talent which are all essential to the Groupe’s future development. Mention should also be made of the excellent performance of the Leo Burnett network which was ranked the world’s #3 most awarded agency network by the Gunn Report.

### ➤ *Groupe CSR Policy (Corporate Social Responsibility)*

In 2014, the Groupe continued to integrate CSR issues with its strategy, the agencies’ operational concerns, and customers’ and staff’s expectations. While Publicis Groupe moves forward with an eye to continuing progress, the networks and agencies are more and more involved, particularly in social and society issues – fundamental issues given the Groupe’s businesses, while keeping environmental matters at the forefront.

The year marked the end of a second three-year work cycle (2009-2011: structuring and internal roll-out of the CSR strategy, 2012-2014: consolidation and improvement of indicators, independent review). We can cite positive trends in the four main areas and the determination to pursue new paths (the four main areas are Social issues: with and for Groupe staff; Society issues: with and for communities; the Company: Governance and Ethics, operating modes and challenges for Publicis Groupe; and the Environment: our impact).



2014 was the third year of CSR reporting, audited and verified by an independent body (SGS), with 54 agencies audited on site (representing about 30% of employees in 2014), and a precise review of all consolidated data at corporate level, including more than 98% of Groupe entities.

The 2014 CSR Report can be viewed at [www.publicisgroupe.com](http://www.publicisgroupe.com).

### ➤ **External growth**

2014 saw the Groupe invest in targeted acquisitions, in keeping with its development strategy. Virtually all these acquisitions were made with a view to enriching its capabilities in areas undergoing constant change. These acquisitions were in the field of digital: agencies specialized in social networks, social media, on-line content, real-time data analysis, e-commerce, digital solutions applied to marketing and multichannel programming. For instance, of the various acquisitions made, special mention must be made of the following:

- **the strategic partnership entered into with the Matomy Media Group Ltd**, a world leader in performance-based digital communications, one of the most complex techniques in digital marketing that requires an in-depth understanding of consumer behavior and on-line purchasing habits in the digital era;
- **the acquisition of RUN**, a real-time data management and multi-channel programmatic buying platform. Through its advanced and mainly mobile-based data management platform (DMP), RUN collects, crosses and analyzes consumer data from multiple sources, including cell phone operators and internet service providers (ISPs);
- **the acquisition of Nurun**, a global consulting agency specialized in technology was also crucial. Nurun's expertise in integrating and maintaining innovative information technologies extends to several areas: design research, digital products, services design, transaction platforms, user interfaces and post-PC ecosystems.

**The most significant transaction of the year was undeniably the acquisition of Sapient.** This acquisition, announced on November 3, 2014, will ultimately transform Publicis Groupe. This is also the biggest and most strategic acquisition ever made in this sector. In an environment characterized by an ever-increasing degree of convergence, clients need a partner with a service offering well geared to the digital world in order to help them develop as power shifts to a new breed of deeply changed, connected consumers. The addition of Sapient, combined with Publicis Groupe's capabilities in digital, creative, media and brand communications, will generate unparalleled expertise in marketing, omni-channel commerce and consulting services, underpinned by deep technology know-how.

Sapient is a unique company and world player in the area of connected services that helps clients capitalize on technology-driven market disruption. The company was founded in 1990 with the idea that technology would fundamentally change the way the world works and that businesses would therefore need to increasingly leverage it in order to preempt client's needs. Sapient is unique in its ability to blend business, marketing and technology to help clients solve the increasingly complex and interconnected problems they face in a technology-driven environment where change is both rapid and constant. Sapient's unique model has seen it grow to 13,000 people with 37 offices across the world. The company has three primary areas of focus: marketing, multichannel commerce, and consulting. Each area is deployed through Sapient's unique, highly connected and collaboration-driven Global Distributed Delivery model, which leverages its significant presence in India. Sapient has a unique model, and the above-mentioned areas of expertise are only made possible through highly collaborative multidisciplinary teams that distribute work across a connected delivery ecosystem.

The acquisition of Sapient gives birth to the Publicis.Sapient platform, encompassing the global leaders in digital – SapientNitro, Razorfish Global, Rosetta and DigitasLBI, and the deep industry expertise of Sapient Global Markets and Sapient Government Services. Publicis.Sapient is now the world's most forward-leaning and largest digitally-centered platform focused exclusively on digital transformation and the dynamics of an always-on world. Moreover, the platform will help clients alter their ways of working, given the daunting new reality of empowered consumers.

➤ **Other financial transactions**

▪ **2018 Oceane bonds**

Of the 559,278 Oceane bonds (2018) in existence at December 31, 2013, 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 euro, also in January 2014.

▪ **Equity warrants**

The equity warrants issued in 2002 have been exercisable since September 24, 2013. A total of 674,652 equity warrants were exercised in 2014, giving rise to the issuance of 684,773 new shares. At December 31, 2014, the total number of equity warrants still in circulation was 2,170,476 and they can be exercised up until 2022.

▪ **Successful 1.3-billion euro bond issue in two tranches**

On December 9, 2014, Publicis Groupe, announced the successful pricing of its 1.3 billion euro bond issue in two tranches:

- 700 million euro issue due December 16, 2021, with an annual coupon of 1.125%, i.e. a spread of mid-swap + 60 basis points ;
- 600 million euro issue due December 16, 2024, with an annual coupon of 1.625% corresponding to a spread of mid-swap +75 basis points.

Publicis has used the net proceeds from this issue, swapped in dollars, to fund the acquisition of Sapient Corporation Inc.

## RECENT EVENTS

### ➤ *Completion of the Sapiant acquisition*

On January 23, Publicis Groupe announced the extension of its tender offer period for the acquisition of Sapiant until February 5, 2015 in order to obtain the needed authorizations from the US authorities. On February 4, all the conditions had been fulfilled and authorizations obtained, thus enabling the deal to be completed on February 6, 2015.

Following its acceptance of the tendered shares, Publicis completed its acquisition of Sapiant through the merger of its subsidiary 1926 Merger Sub Inc. with and into Sapiant on February 6. As a result of the completed merger, Sapiant became a wholly-owned subsidiary of Publicis, and as such, Sapiant shares will cease to be traded on NASDAQ.

Alan J. Herrick, Sapiant's Chief Executive Officer and Co-Chairman of the Board of Directors, will lead Publicis.Sapiant, as CEO. He will also serve as a member of Publicis Groupe's "Directoire+". Jerry A. Greenberg, Sapiant founder and Board Co-Chairman will join Publicis Groupe's Supervisory Board as an independent member. His election will be subject to approval at the AGM.

Alan Wexler, President, SapiantNitro, and Chip Register, Executive Vice President & Managing Director, Sapiant Global Markets, will join Publicis Groupe's P12 "Executive Committee."

Publicis.Sapiant will maximize the Groupe's global footprint, accelerating its objective to be the business transformation leader and will have a highly positive impact on Publicis Groupe's growth profile, with combined revenue in excess of 8 billion euro and over 75,000 employees worldwide.

### ➤ *Other financial transactions*

The 3.5-billion dollar facility set up on December 16, 2014 to fund the acquisition of Sapiant – though this amount was subsequently reduced to 1,890 million dollar after the successful Eurobond issue for 1,300 million euro in two tranches of 600 and 700 million euro – was completely cancelled on January 20, 2015 and replaced by a 1,600 million dollar syndicated medium-term loan due 2018, 2019 and 2020.

**Anticipated reimbursement of Orane (Euronext Paris-FR0000187783):** subject to the next AGM approval, Publicis Groupe will reimburse the Orane 2022. Reimbursement will take place in July 2015 through treasury shares and share buy-back (50/50).

## OUTLOOK

Media observatory ZenithOptimedia expects the global advertising market (media) to grow by 4.9% in 2015, which correlates to agency revenue growth of 3% to 3.5%.

Notwithstanding the upswing in performance in the fourth quarter, growth was weak in 2014. However all the Groupe's other indicators are positive.

2015 should see the Groupe gradually returning to better growth levels, with a more marked pick-up in the second half-year.

The big challenge of the year will be the integration of Sapiient, but Publicis Groupe is renowned for its ability to successfully integrate acquisitions and deliver synergies. The Groupe is confident about the roll-out of its various projects in 2015 and about the building of the Publicis.Sapiient platform which will reposition it in forward-looking markets.

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### About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is a global leader in marketing, communication, and business transformation. In a world marked by increased convergence and consumers empowerment, Publicis Groupe offers a full range of services and skills: digital, technology & consulting with Publicis.Sapiient (Sapiient.Nitro, Sapiient Global Markets, Sapiient Government Services, Razorfish Global, DigitasLBI, Rosetta) - the world's largest most forward-thinking digitally centered platform focused exclusively on digital transformation in an always-on world - as well as creative networks such as BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi, public affairs, corporate communications and events with MSLGROUP, ad tech solutions with VivaKi, media strategy, planning and buying through Starcom MediaVest Group and ZenithOptimedia, healthcare communications, with Publicis Healthcare Communications Group (PHCG), and finally, brand asset production with Prodigious. Present in 108 countries, the Groupe employs more than 75,000 professionals.

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# **Appendix**

## **New Business 2014**

### **Main accounts awarded**

#### **BBH/NEOGAMA**

Ladbrokes (Royaume-Uni), Rugby World Cup (Royaume-Uni), Piaggio/Vespa (Royaume-Uni), Clipper Teas (Royaume-Uni), British Airways (Royaume-Uni), Viber (Inde), Piaggio Vehicles Pvt.Ltd. – Vespa (Inde), Samsung (Chine), Santher (Brésil).

#### **Digitas/LBi**

Puma (Etats-Unis), Kao Worldwide (Etats-Unis), AstraZeneca (Etats-Unis), NYSE Euronext (Etats-Unis), Aetna (Etats-Unis), American Express (Etats-Unis), Children's Healthcare of Atlanta (Etats-Unis), Memorial Sloan Kettering (Etats-Unis), Pitney Bowes (Etats-Unis), Renault (Royaume-Uni), Nissan (Royaume-Uni), WorldPay (Royaume-Uni), Clarins (Singapour), Arte (France), The Glenlivet (Royaume-Uni), Boston Properties (Etats-Unis), Klepierre (France), Lenovo (Chine), UGG (Royaume-Uni), Baxter (Etats-Unis), EMDC (Etats-Unis), Merial (Etats-Unis), Pitney Bowes (Etats-Unis), Teladoc (Etats-Unis).

#### **Fallon**

SKODA Auto (Royaume-Uni), Alzheimer's Society (Royaume-Uni).

#### **Leo Burnett**

Honda (Australie), MBT Footwear (Singapour), Diesel & Motor Engineering Co - Tata e-Xeta (Sri Lanka), Kelsey Developers (Sri Lanka), Diesel & Motor Engineering Co - Mercedes Service Center (Sri Lanka), Woolworths (Australie), Chartered Accountants of Sri Lanka (Sri Lanka), Sri Lanka Neurologists Association (Sri Lanka), Banco Security (Chine), Indofood Pomme Noodles and Chitato Chips (Indonésie), Bank of the Philippine Islands (BPI) (Philippines), President Coffee (Taiwan), Unibet (Australie), Diageo Brand Consolidation (Australie), MAA TV (Inde), Maxis (Malaisie), Cotton Collection (Sri Lanka), Etisalat Telecommunications (Sri Lanka), Diageo Media Strategy (Australie), Ajinomoto Foods (Brésil), Lumala Group - Solid Solar Bicycles (Sri Lanka), NSPCC (Royaume-Uni), McDonald's Brand Refresh (Etats-Unis), Detroit Institute of Arts (Etats-Unis), Ukrtelecom (Ukraine), Arla Foods Lurpak Butter (Royaume-Uni), Samsung (Global), Camil - All Brands (Brésil), McDonald's (Allemagne), Cairn Energy (Inde), Sri Lanka Airlines - Launch of A330-300 (Sri Lanka), Pastificio Rana (Italie), Dept. of Health (Sri Lanka), Wow.lk Online Shopping Mall (Sri Lanka), FindMyFare.com (Sri Lanka), Tetra Pack (Sri Lanka), Kraft Foods (Etats-Unis), PayUMoney Payment Solution (Mumbai), OSN Media (Dubai).

#### **MSLGROUP**

Huawei Mobile (Chine), True Green (Etats-Unis), Deezer, (Brésil), Friends Provident International (Hong Kong), Toshiba Semiconductor (Taiwan), PricewaterhouseCoopers (Taiwan), Pfizer (Inde), Trident - Concorrência de fee (Brésil), Sanofi (Singapour), United Technologies Corporation (Singapour), Générale de Santé (France), Amplificação (Brésil), Credit Foncier (France), Lidl (France), Staples (France), GSK (Pologne), Pernod Ricard (Pologne), ING (Pologne), Cathay Pacific (Hong-Kong), Marina Bay Sands (Singapour), Hong Kong Land (Hong-Kong), Como Hotel and Resorts (Hong-Kong).

#### **Publicis Worldwide**

Aviano Jewels GmbH (Allemagne), Bongrain (Italie), Akzonobel (Italie), Nestle (Turquie, Mexique, Brésil, Philippines), TOKSOZ GIDA (Turquie), Boehringer (Mexique), Azul Airlines (Brésil), Belupo (Croatie), Zewa

(Croatie), Amstel (Croatie), Young Care (Australie), Stream Co (Australie), Asia Brewery (Philippines), Intel (Malaisie), IP (Italie), KKB (Turquie), Sanofi (Turquie, Indonésie), SAT – Hacienda (Mexique), BMW (Mexique), Toyota (Brésil), FK Gardner & Sons (Australie), National Tiles (Australie), ING (Turquie), Barcel (Mexique), Rogers (Canada), SiMobil (Slovénie), Battery World (Australie), QTAFE (Australie), Sydney Airport (Australie), Pfanner (République Tchèque), Kofola (République Tchèque), Fast Retailing (France), Samsung (France), Patura KG (Allemagne), Bund für Umwelt & Naturschutz (Allemagne), Sheltered Housing (Azriely) (Israël), Alkaloid (Macédoine), Ergo Hestia (Pologne), Nestle Waters Naęczowianka (Pologne), Las Vegas Sands (Etats-Unis), Nestle Beneful (Etats-Unis), Macaé City Hall (Brésil), Pet Center Marginal (Brésil), Clalit HMO (Israël), IDEA (Institute for the Energy saving and diversification) (Espagne), Canada Goose (Royaume-Uni), Vale.com (Brésil), Reckitt Benckiser (France), Umweltarena (Suisse), Cuauhtemoc/Sol (Mexique), Orange (Suisse), Nestlé/Baby Food (Mexique), Nestlé/Maggi (Mexico) Nestlé/PPP (Mexico), Barcel (Mexique), ANZ (Australie), Asteron (Australie), Baker's Delight (Australie), Beck (Australie), Fairfax (Australie), Federation University Australia (Australie), Guild Super (Australie), Melbourne City Mission (Australie), Stroke Foundation (Australie), Thankful (Australie), Winephoria (Australie), British Gas (Australie), BPCE (France), Microsoft (Italie), State Lottery (Espagne), Ferrero Rocher (Royaume-Uni), Red Lobster (Etas-Unis), Australia Zoo (Australie), Cooper Tires (Australie), Barangaroo (Australie), BRF (Brésil), Linde AG (CC) (Allemagne), Boehringer/Lonol (Mexique), Heineken (Suisse), '22seven (Afrique du Sud), Nestlé/Purina (Argentine), Radio Frequency Systems (Australie), National Stroke Foundation (Australie), The Song Room (Australie), NSW Govt Dept of Planning (Australie), Nestlé (Brésil), Tbooth Wireless (Canada), MACOON GmbH (Allemagne), Grupo Modelo (Mexique), Government (Pays-Bas), AGL (Australie), Energy Connections NSW (Australie), ESPN (Australie), Tabcorp (Australie), Telstra (Australie), Zurich (Australie), Aus Gov (Australie), Burleigh Brewing (Australie), Buymyphotos (Australie), Flight centre (Australie), Footlocker Goodlife (Australie), GSK (Australie), Hollard (Australie), iFly (Australie), Ivy Institute (Australie), Mantra Group (Australie), Nickelodeon (Australie), QLD Cricket (Australie), RSPCA QLD (Australie), Santos GLNG (Australie), Street Furniture (Australie), Surfstich (Australie), Think Education Group (Australie), Upskilled Education (Australie), Virgin Australia (Australie), Volvo (Australie), Wonder White (Australie), World Travel (Australie), AXA (Chine), Ministry of Tourism Malaysia (Malaisie), Nestlé (Mexique), Accor (Singapour), Dimension Data (Afrique du Sud), Hyundai (Afrique du Sud), Cadillac (Etats-Unis).

## **Razorfish**

Patron Spirits (Etats-Unis), Car2Go (Etats-Unis).

## **Saatchi & Saatchi**

Peroni (Italie), Mamee Double Decker (Malaisie), Ferrarelle (Italie), Roominate (Etats-Unis), Direct Line (Royaume-Uni), FCA (Royaume-Uni), Virgin Active (Thaïlande), Caesars Entertainment - CSR Brief (Etats-Unis), Fincantieri (Italie), Mondelez International – Cadbury consolidation (Australie), Garena Gaming: Fifa Online 3 / 555 / Café Thai (Thaïlande), Huawei: Honor 3C (first project) (Thaïlande), Mutti - Cooking sauces (Italie), Booja Booja (SSX Royaume-Uni), Merck (SSX Royaume-Uni), SKODA Auto (Fallon Royaume-Uni), Alzheimer's Society (Fallon Royaume-Uni), AA digital (Saatchi & Saatchi Synergize Afrique du Sud), Clickatell digital (Saatchi & Saatchi Synergize Afrique du Sud), Marie Curie (Royaume-Uni), CODA Energy (Etats-Unis), Jackson Family Wines (Etats-Unis), Petra Foods - SilverQueen & Top (Singapour/Asie du Sud-Est), Vita Coco (Etats-Unis), Rekorderlig (UK/Global), Heineken – Tecate (Etats-Unis), KP SABMiller – Tyskie (Pologne), Sands China (Greater Chine), Philippine Airlines (Corée), Schott Ceran (Corée), Thomas Cook (Inde), Total Elf (Inde), Schott Ceran (Corée), Club Med (Afrique du Sud), Service NSW (Australie), SK Planet (Japon), Mondelez - Sour Patch & Natural Confectionery Co. (Australie), Fast Track – project (Inde).

## **Starcom MediaVest Group**

Acromas (AA and SAGA) (Royaume-Uni), Cartoon Network (France), GEMB (République Tchèque), McCormick (EMEA), SkyScanner (Royaume-Uni), Tripple Three (Thaïlande), Warner Music (Royaume-Uni), Wing Tai Limited (Singapour), Autobutler (Suède), Leroy Merlin (Pologne), Muller / Lisner (Pologne), Quiksilver (Global), Statoil Fuel & Retail (Nordics, Europe de l'Est & EMEA), AIA (Hong Kong), Bokadirekt.se (Suède), Mondelez (Canada), Tourism Trentino (Italie), Choose Chicago (Etats-Unis), Coca Cola (Argentine), Humanitas (Italie), Medtronic (Australie), Tous (Italie), Yoox (Italie), Ministry of Defense (Pays-Bas), Ministry of Finance / Tax Authority (Pays-Bas), Valeant - Polfa Rzeszow (Pologne), Asics (Global), Starbucks (Etats-Unis), Acromas (AA and SAGA) (Royaume-Uni), Idea Bank / Lion's Bank (Pologne), King.com (New Markets), McCormick (New Markets), SkyScanner (Royaume-Uni), Sunbullah (Emirats Arabes Unis), Warner (Royaume-Uni), Wing Tai Limited (Singapour), Autobutler (Suède), Heineken (New Market) (Emirats Arabes Unis), Hyundai (Mexique), Leroy Merlin (Pologne), Muller / Lisner (Pologne), Statoil Fuel & Retail (Europe du Nord), Walmart (Amérique Centrale), AIA (Hong-Kong), Bokadirekt.se (Suède), Tourism Trentino (Italie), Choose Chicago (Etats-Unis), Heineken (New Market) (Chine), medtronic (Australie), Electronic Arts (NAM), Fincantieri (Italie), Ministry of Defense (Pays-Bas),

Valeant - Polfa Rzeszow (Pologne), Asics (Global), AIA (Malaisie), Air New Zealand (Singapour), Diageo (Australie), Primark (Allemagne), Procter & Gamble (Turquie), Starbucks (Etats-Unis), Guitar Center (Etats-Unis), Haribo (Etats-Unis), Heineken (New Market) (Hong Kong), P&O Ferries (EMEA), Pitney Bowes (Global), Procter & Gamble (Caucase), Procter & Gamble (Russie), Procter & Gamble (Ukraine), Car2Go (Nordics), Desigual (Global), Treasury Wines (Australie), Airbnb (Global), Belcorp (Colombie), Belcorp (Pérou), Seek (Australie), WWF (Pologne), BELCORP (République Dominicaine), Deutsche Bank GBC (Allemagne), Irish League of Credit Union (Irlande, Pologne) Standard Platnosci "Blik" (Pologne), Bloomin' Brands (Etats-Unis), Brown-Forman (Global), Coca Cola (Equateur), Mars (France), Nickelodeon (Etats-Unis), Tourism Malaysia Oceania (Malaisie).

## **ZenithOptimedia**

Nestle (Philippines), Rabobank (Australie), Scoot (Asie - Régional), Majid Al Futtaim Properties (Emirats Arabes Unis), Wyeth (Philippines), PUIG (France), Velvet Care (Pologne), Zabka (Pologne), Wawel (Pologne), The European Commission (Arménie), SCA (Croatie, Géorgie, Arménie), Niko (Ukraine), KIA (Biélorussie), Agro Sevilla Aceitunas (Arménie), Ipek Kagit (Arménie), Sands (Chine), Reckitt Benckiser (Emirats Arabes Unis), Deoleo (Espagne), Hunan Mobile (Chine), Triodos Bank (Espagne), Union Pay (Hong Kong), Famisanar (Colombie), Promotora Karmairi (Colombie), Ulker (Géorgie), Ergopack (Biélorussie), Caracol Tv (Colombie), Telefónica (Royaume-Uni, Allemagne, Espagne, Argentine), Metro PCS (Etats-Unis), Electrolux (Etats-Unis), Molson Coors (Royaume-Uni), Crédit Foncier (France), ADAC e.V. (Allemagne), Pakmaya (Turquie), Aksa Elektrik (Turquie), Mogo.ge (Géorgie), Nestlé (Royaume-Uni), L'Oréal (Russie), Perfetti Van Melle (Chine), Directv (Argentine), BMW Group Middle East (MENA), L'Oréal (Panama, Costa Rica, Guatemala, El Salvador, République Dominicaine, Paraguay, Equateur, Bolivie), Postbank/Deutsche Bank Retail (Allemagne), The European Commission (Arménie), Heineken (Colombie), La Région Rhône-Alpes (France), PKP Intercity (Pologne), KRKA (Arménie).

## 2014 Press Releases

- 01-09-2014 Publicis Groupe and Omnicom receive unconditional clearance from the European Commission
- 01-10-2014 Publicis Groupe half-year financial statement liquidity contract
- 01-10-2014 Publicis Groupe acquires Qorvis Communications
- 01-21-2014 Publicis Groupe acquires leading South African media agency AML
- 01-30-2014 Publicis Groupe acquires 51% of leading independent Indian advertising agency Law & Kenneth
- 02-13-2014 2013 Full Year Results
- 02-25-2014 Publicis Groupe acquires Lighthouse Digital, digital media agency in South Africa
- 03-06-2014 Publicis Groupe acquires Hawkeye, a data driven integrated digital agency in the US
- 03-20-2014 Publicis Groupe receives Randstad Award for "Most attractive employer" in the service sector in France
- 04-23-2014 Precision about Omnicom and Publicis's merger
- 05-09-2014 Supervisory Board of May 8, 2014
- 05-09-2014 Publicis and Omnicom agree to terminate proposed merger of equals
- 05-28-2014 Publicis Groupe Combined General Shareholder's meeting 2014
- 06-09-2014 Overview of the share buyback program authorized by shareholders at their Combined Ordinary and Extraordinary General Meeting of May 28, 2014
- 06-12-2014 Publicis Groupe sells its stake in royalties to its founders
- 06-26-2014 Publicis Groupe launches Roar, a full-service digital agency
- 07-01-2014 Publicis Groupe acquires leading eBusiness firm Crown Partners
- 07-03-2014 Publicis Groupe acquires UK-based Salterbaxter
- 07-07-2014 Publicis Groupe half-year financial statement liquidity contract
- 07-08-2014 Publicis Groupe creates a leading European digital communications hub with acquisition of Proximedia
- 07-10-2014 Publicis Worldwide expands its digital expertise in the Latin American and African markets with three key moves
- 08-11-2014 Publicis Groupe files its 2014 Half-Year Financial Report
- 09-02-2014 Publicis Groupe acquires Nurun, global design and technology consultancy, subsidiary of Quebecor Media
- 09-08-2014 Publicis Groupe acquires Turner Duckworth
- 09-10-2014 Adobe and Publicis Groupe team up to deliver first always-on global marketing platform
- 09-16-2014 Publicis Groupe *Conseil de Surveillance* announces
- 09-26-2014 Publicis Groupe acquires Zweimaleins to create « Saatchi & Saatchi Pro », a new B2B agency in Germany
- 09-29-2014 AOL and Publicis Groupe to expand global advertising partnership into programmatic video and linear TV
- 09-30-2014 Publicis Groupe acquires Italy's leading social media agency, Ambito5
- 08-10-2014 Publicis Groupe Continues Expansion in the South African Market with Three New Acquisitions
- 13-10-2014 Publicis Groupe Propels into the Future of Performance-Based Advertising with a Strategic Investment in Matomy, the World Leader in "Pure" Performance Based Advertising
- 15-10-2014 Publicis Groupe Acquires 3|SHARE, Adobe Digital Marketing Experts
- 23-10-2014 Publicis Groupe: Q3 2014 Revenue



28-10-2014 Publicis Groupe Acquires RUN and Reinforces Expertise in Programmatic. Real-Time Data Management and Multi-Channel Programmatic Buying Platform to Become Part of Vivaki And Starcom MediaVest Group

03-11-2014 Publicis Groupe to Acquire Sapient in \$3.7 Billion Allcash Transaction

17-11-2014 Publicis Groupe to Integrate Nurun into Razorfish Global and Publicis Worldwide Networks

04-12-2014 From a Digital Leader to a Business, Marketing and Communication Transformation Leader, Growth Objectives Upgraded, Margin Improvement Confirmed

09/12/2014 Publicis Groupe Extends Tender Offer to Acquire Sapient

09-12-2014 Publicis successfully prices eur 1.3 billion bond issue

11-12-2014 Publicis Groupe Acquires Relevant24

24-12-2014 Publicis Groupe Extends Tender Offer to Acquire Sapient

## 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 net debt:** 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 2014	Q4	Sept 30 (9 months)	Currency Impact (EUR million)			
					FY 2014	Q4	Sept 30 (9 months)
2013 Revenue	6,953	1,927	5,026				
Currency impact	(80)	72	(152)	GBP	31	10	21
2013 Revenue at 2014 exchange rate (a)	6,873	1,999	4,874	USD	2	68	(66)
2014 revenue before acquisitions <sup>(1)</sup> (b)	7,010	2,062	4,948	Others	(113)	(6)	(107)
Revenue from acquisitions <sup>(1)</sup>	245	87	158	<b>Total</b>	<b>(80)</b>	<b>72</b>	<b>(152)</b>
2014 revenue	7,255	2,149	5,106				
<b>Organic growth (b/a)</b>	<b>+2.0%</b>	<b>+3.2%</b>	<b>+1.5%</b>				

1. Acquisitions (Lbi, Convonix, Netalk, Neev, BosZ, Espalhe, Engauge, Poke, TPM, ZO Romania, Interactive Solutions, ETO, Heartbeat, Verilogue, Synergize, Walker Media, Beehive, Prima, ZO South Africa, Lighthouse, Polarix, Owen Kessel, Qorvis, L&K India, Hawkeye, Lead 2 Action, Salter Baxter, Crown, Proximedia, Ambito 5, Liquorice, Nurun, Turner Duckworth, Tangerine, Run, ZME, Machine, BrandsRock, 3Share, Relevant 24, Monkees, ZO Puerto Rico, AKM3) net of disposals

2. 2014: 1 EUR = 1.3267 USD      2013: 1 EUR = 1.3277 USD  
       1 EUR = 0.8061 GBP         1 EUR = 0.8491 GBP

## Consolidated income statement

(in millions of euros)

	2014	2013	2012
<b>Revenue</b>	<b>7,255</b>	<b>6,953</b>	<b>6,610</b>
Personnel expenses	(4,506)	(4,330)	(4,078)
Other operating expenses	(1,442)	(1,396)	(1,344)
<b>Operating margin before depreciation and amortization</b>	<b>1,307</b>	<b>1,227</b>	<b>1,188</b>
Depreciation and amortization expense (excluding intangibles arising from acquisitions)	(125)	(120)	(126)
<b>Operating margin</b>	<b>1,182</b>	<b>1,107</b>	<b>1,062</b>
Amortization of intangibles arising from acquisitions	(51)	(49)	(45)
Impairment loss	(72)	(4)	(11)
Non-current income and expenses	10	69	39
<b>Operating income</b>	<b>1,069</b>	<b>1,123</b>	<b>1,045</b>
Financial expenses	(48)	(46)	(71)
Financial income	25	20	41
<b>Cost of net financial debt</b>	<b>(23)</b>	<b>(26)</b>	<b>(30)</b>
Other financial income and expenses	(5)	5	(2)
<b>Pre-tax income of consolidated companies</b>	<b>1 041</b>	<b>1 102</b>	<b>1 013</b>
Income taxes	(311)	(298)	(279)
<b>Net income of consolidated companies</b>	<b>730</b>	<b>804</b>	<b>734</b>
Share of profit of associates	4	5	25
<b>Net income</b>	<b>734</b>	<b>809</b>	<b>759</b>

Of which:

- Net income attributable to non-controlling interests	14	17	27
<b>- Net income attributable to equity holders of the parent company</b>	<b>720</b>	<b>792</b>	<b>732</b>

### Per share data (in euros) - Net income attributable to equity holders of the parent company

Number of shares	223,868,360	215,516,919	201,032,235
Earnings per share	3.22	3.67	3.64
Number of diluted shares	227,772,479	224,430,805	224,143,700
Diluted earnings per share	3.16	3.54	3.34

## Consolidated statement of comprehensive income

(in millions of euros)

	2014	2013	2012
<b>Net income for the period (a)</b>	<b>734</b>	<b>809</b>	<b>759</b>
<b>Comprehensive income that will not be reclassified to profit or loss</b>			
- Actuarial gains (and losses) on defined benefit plans	(43)	26	(30)
- Deferred taxes on comprehensive income that will not be reclassified to profit or loss	(17)	(12)	6
<b>Comprehensive income that may be reclassified to profit or loss</b>			
- Revaluation of available-for-sale investments	5	(26)	4
- Consolidation translation adjustments	338	(249)	(61)
- Deferred taxes on comprehensive income that may be reclassified to profit or loss	(1)	3	-
<b>Total other comprehensive income (b)</b>	<b>282</b>	<b>(258)</b>	<b>(81)</b>
<b>Total comprehensive income for the period (a) + (b)</b>	<b>1,016</b>	<b>551</b>	<b>678</b>
<b>Of which:</b>			
- Total comprehensive income attributable to non-controlling interests	11	11	24
- Total comprehensive income attributable to equity holders of the parent company	1,005	540	654

## Consolidated balance sheet

(in millions of euros)

December 31, 2014

December 31, 2013\*

December 31, 2012\*

	December 31, 2014	December 31, 2013*	December 31, 2012*
<b>Assets</b>			
Goodwill, net	7,006	6,123	5,667
Intangible assets, net	955	939	982
Property, plant and equipment	552	513	506
Deferred tax assets	133	126	96
Investments in associates	36	28	23
Other financial assets	195	121	242
<b>Non-current assets</b>	<b>8,877</b>	<b>7,850</b>	<b>7,516</b>
Inventories and work in progress	320	307	342
Trade receivables	7,676	6,994	6,841
Other current receivables and assets	595	517	591
Cash and cash equivalents	3,158	1,442	1,314
<b>Current assets</b>	<b>11,749</b>	<b>9,260</b>	<b>9,088</b>
<b>Total assets</b>	<b>20,626</b>	<b>17,110</b>	<b>16,604</b>
<b>Equity and liabilities</b>			
Share capital	88	86	84
Additional paid-in capital and retained earnings, Group share	5,998	5,009	4,531
<b>Equity attributable to holders of the parent company</b>	<b>6,086</b>	<b>5,095</b>	<b>4,615</b>
Non-controlling interests	29	38	44
<b>Total Equity</b>	<b>6,115</b>	<b>5,133</b>	<b>4,659</b>
Long-term borrowings	1,627	538	730
Deferred tax liabilities	360	295	238
Long-term provisions	442	368	464
<b>Non-current liabilities</b>	<b>2,429</b>	<b>1,201</b>	<b>1,432</b>
Trade payables	9,640	8,636	8,249
Short-term borrowings	533	322	379
Income taxes payable	72	31	65
Short-term provisions	125	139	166
Other creditors and current liabilities	1,712	1,648	1,654
<b>Current liabilities</b>	<b>12,082</b>	<b>10,776</b>	<b>10,513</b>
<b>Total equity and liabilities</b>	<b>20,626</b>	<b>17,110</b>	<b>16,604</b>

\* Figures have been restated as explained in Note 1 « Accounting policies » in accordance with IFRIC 21 amended.

## Consolidated statement of cash flows

(in millions of euros)

	2014	2013	2012
<b>Cash flows from operating activities</b>			
Net income	734	809	759
Neutralization of non-cash income and expenses:			
Income taxes	311	298	279
Cost of net financial debt	23	26	30
Capital (gains) losses on disposals (before tax)	(9)	(68)	(38)
Depreciation, amortization and impairment loss on property, plant and equipment and intangible assets	248	173	182
Non-cash expenses on stock options and similar items	34	40	26
Other non-cash income and expenses	(4)	2	(1)
Share of profit of associates	(4)	(5)	(25)
Dividends received from associates	1	4	8
Taxes paid	(321)	(244)	(306)
Interest paid	(70)	(42)	(61)
Interest received	24	31	24
Change in working capital requirements <sup>(1)</sup>	66	355	155
<b>Net cash flows generated by (used in) operating activities (I)</b>	<b>1,033</b>	<b>1,379</b>	<b>1,032</b>
<b>Cash flows from investing activities</b>			
Purchases of property, plant and equipment and intangible assets	(135)	(126)	(123)
Disposals of property, plant and equipment and intangible assets	4	3	3
Purchases of investments and other financial assets, net	(52)	49	(120)
Acquisitions of subsidiaries	(403)	(686)	(369)
Disposals of subsidiaries	1	7	-
<b>Net cash flows generated by (used in) investing activities (II)</b>	<b>(585)</b>	<b>(753)</b>	<b>(609)</b>
<b>Cash flows from financing activities</b>			
Dividends paid to holders of the parent company	(111)	(108)	(119)
Dividends paid to non-controlling interests	(15)	(22)	(31)
Proceeds from borrowings	1 349	1	16
Repayment of borrowings	(23)	(102)	(546)
Net purchases of non-controlling interests	(76)	(102)	(30)
Net (purchases)/sales of treasury shares and warrants	45	(72)	(566)
<b>Net cash flows generated by (used in) financing activities (III)</b>	<b>1,169</b>	<b>(405)</b>	<b>(1,276)</b>
<b>Impact of exchange rate fluctuations (IV)</b>	<b>133</b>	<b>(125)</b>	<b>(7)</b>
<b>Change in consolidated cash and cash equivalents (I + II + III + IV)</b>	<b>1,750</b>	<b>96</b>	<b>(860)</b>
Cash and cash equivalents on January 1	1,442	1,314	2,174
Bank overdrafts on January 1	(60)	(28)	(28)
<b>Net cash and cash equivalents at beginning of year (V)</b>	<b>1,382</b>	<b>1,286</b>	<b>2,146</b>
Cash and cash equivalents on December 31 (Note 18)	3,158	1,442	1,314
Bank overdrafts on December 31 (Note 22)	(26)	(60)	(28)
<b>Net cash and cash equivalents at end of year (VI)</b>	<b>3,132</b>	<b>1,382</b>	<b>1,286</b>
<b>Change in consolidated cash and cash equivalents (VI - V)</b>	<b>1,750</b>	<b>96</b>	<b>(860)</b>
<i>(1) Breakdown of change in working capital requirements</i>			
Change in inventory and work in progress	10	34	41
Change in accounts receivable and other receivables	(65)	(305)	(426)
Change in accounts payable, other payables and provisions	121	626	540
<b>Change in working capital requirements</b>	<b>66</b>	<b>355</b>	<b>155</b>

## Consolidated statement of change 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
185 996 063	December 31, 2011*	77	2,479	1,254	(39)	130	3,901	33	3,934
	Net income			732			732	27	759
	Other comprehensive income, net of tax			(24)	(58)	4	(78)	(3)	(81)
	<b>Total income and expenses for the period</b>	-	-	<b>708</b>	<b>(58)</b>	<b>4</b>	<b>654</b>	<b>24</b>	<b>678</b>
(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	1,643	(97)	134	4,615	44	4,659
	Net income			792			792	17	809
	Other comprehensive income, net of tax			14	(240)	(26)	(252)	(6)	(258)
	<b>Total income and expenses for the period</b>			<b>806</b>	<b>(240)</b>	<b>(26)</b>	<b>540</b>	<b>11</b>	<b>551</b>
1 562 129	Publicis Groupe SA capital increase	1	47	(48)			-		-
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	3,051	2,187	(337)	108	5,095	38	5,133
	Net income			720			720	14	734
	Other comprehensive income, net of tax			(60)	340	5	285	(3)	282
	<b>Total income and expenses for the period</b>			<b>660</b>	<b>340</b>	<b>5</b>	<b>1,005</b>	<b>11</b>	<b>1,016</b>
1 585 411	Publicis Groupe SA capital increase	1	47	(48)			-		-
2 094 672	Dividends	1	118	(230)			(111)	(15)	(126)
815 623	Share-based compensation, net of tax			34			34		34
	Effect of acquisitions and commitments to buy out non-controlling interests			(9)			(9)	(5)	(14)
684 773	Equity warrant conversion		20				20		20
562 921	Océane 2018 conversion			27			27		27
977 829	Purchases/sales of treasury shares			25			25		25
213 308 491	December 31, 2014	88	3,236	2,646	3	113	6,086	29	6,115

\* Figures have been restated as explained in Note 1 « Accounting policies » in accordance with IFRIC 21 amended.

## Earnings per share

### Earnings per share and diluted earnings per share

<i>(in millions of euros, except for share data)</i>		<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Net income used for the calculation of earnings per share</b>				
Group net income	a	720	792	732
<i>Impact of dilutive instruments:</i>				
- Savings in financial expenses related to the conversion of debt instruments, net of tax <sup>(2)</sup>		0	2	17
Group net income – diluted	b	720	794	749
<b>Number of shares used to calculate earnings per share</b>				
Average number of shares that make up the share capital		217,773,672	211,342,272	195,194,484
Treasury shares to be deducted (average for the year)		(8,175,360)	(11,774,690)	(11,345,668)
Shares to be issued to redeem the Orane		14,270,048	15,949,337	17,183,419
Average number of shares used for the calculation	c	223,868,360	215,516,919	201,032,235
<i>Impact of dilutive instruments:</i>				
- Free shares and dilutive stock options <sup>(1)</sup>		2,780,749	3,224,111	4,489,716
- Warrants <sup>(1)</sup>		1,103,921	3,146,474	1,390,663
- Shares resulting from the conversion of convertible bonds <sup>(2)</sup>		19,449	2,543,301	17,231,086
Number of diluted shares	d	227,772,479	224,430,805	224,143,700

*(in euros)*

<b>Earnings per share</b>	a/c	<b>3.22</b>	<b>3.67</b>	<b>3.64</b>
<b>Diluted earnings per share</b>	b/d	<b>3.16</b>	<b>3.54</b>	<b>3.34</b>

(1) 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 2014, all the stock options and warrants not yet exercised at the year-end had a dilutive effect.

(2) Over the three years 2014, 2013 and 2012, all of the Oceanes had a dilutive impact and are therefore factored into the calculation of diluted EPS.

For informational purposes, the 2014 EPS, calculated on a €726 million net income excluding the merger related costs reversal and excluding Sapient acquisition costs (representing a €6 million net costs elimination), and the 2013 EPS, calculated on a €816 million net income excluding merger related costs (€38 million in pre-tax merger costs, i.e., €24 million, net of taxes), obtained the following:

<b>Earnings per share, excluding merger costs and Sapient acquisition costs</b>	<b>3.24</b>	<b>3.79</b>
<b>Diluted earnings per share – diluted, excluding merger costs and Sapient acquisition costs</b>	<b>3.19</b>	<b>3.64</b>



## Headline earnings per share (basic and diluted)

(in millions of euros, except for share data)

		2014	2013	2012
<b>Net income used to calculate headline earnings per share<sup>1</sup></b>				
Group net income		720	792	732
<i>Items excluded:</i>				
- Amortization of intangibles from acquisitions, net of tax		33	30	28
- Impairment, net of tax		71	3	8
- Net capital gains (losses) on disposal of assets and fair value remeasurement at takeover date, net of tax		0	(52)	(58)
- Revaluation of earn-out payments		(1)	(5)	(9)
- Publicis/Omnicom merger costs and Sapient acquisition costs, net of tax		6	24	
Headline Group net income	e	829	792	701
<i>Impact of dilutive instruments:</i>				
- Savings in financial expenses related to the conversion of debt instruments, net of tax		0	2	17
Headline Group net income, diluted	f	829	794	718
<b>Number of shares used to calculate earnings per share</b>				
Average number of shares that make up the share capital		217,773,672	211,342,272	195,194,484
Treasury shares to be deducted (average for the year)		(8,175,360)	(11,774,690)	(11,345,668)
Shares to be issued to redeem the Orane		14,270,048	15,949,337	17,183,419
Average number of shares used for the calculation	c	223,868,360	215,516,919	201,032,235
<i>Impact of dilutive instruments:</i>				
- Free shares and dilutive stock options		2,780,749	3,224,111	4,489,716
- Warrants		1,103,921	3,146,474	1,390,663
- Shares resulting from the conversion of the convertible bonds		19,449	2,543,301	17,231,086
Number of diluted shares	d	227,772,479	224,430,805	224,143,700

(in euros)

<b>Headline Earnings Per Share<sup>(1)</sup></b>	e/c	<b>3.70</b>	<b>3.67</b>	<b>3.49</b>
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<b>Headline Earnings Per Share – Diluted<sup>(1)</sup></b>	f/d	<b>3.64</b>	<b>3.54</b>	<b>3.20</b>
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1. 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, the Sapient acquisition costs and the Publicis/Omnicom merger costs.