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Overview of the share buyback program authorized by shareholders at their Combined Ordinary and Extraordinary General Meeting of May 29, 2012

Pursuant to Article L.451-3 of the French Monetary and Financial Code and Articles 241-1 *et seq.* of the General Regulation of the French financial markets authority (*Autorité des Marchés Financiers*), this overview contains information on the objectives and terms of the Publicis share buyback program in accordance with the authorization granted by shareholders under the 12th resolution adopted at their Combined General Meeting of May 29, 2012.

Issuer: Publicis Groupe SA, a French corporation with a Management Board and a Supervisory Board, with stated capital of € 73,599,221.60 and its principal office at 133 Avenue des Champs Elysées, 75008 Paris, registered with the Paris Trade and Companies Registry under number 542 080 601.

Stock Exchange: Euronext Paris; ISIN: FR0000130577.

Number of shares and fraction of capital held directly or indirectly by the issuer

On May 29, 2012, the company's capital was made up of 183,998,054 shares of which 12,056,943 (or 6.55% of its capital) were held by Publicis.

Allocation of equity held on May 29, 2012 according to objectives

- 0 shares held within the scope of a liquidity agreement in compliance with the code of ethics recognized by the French financial markets authority;
- 5,089,265 shares allocated for payments or exchanges in connection with external growth transactions;
- 6,967,678 shares allocated to honor obligations in connection with instruments or securities that confer equity rights or to allow the allotment or sale of shares to employees and/or corporate officers of the Company and/or its Group.

Characteristics of the 2012-2013 buyback program

Buyback program objectives

The objectives of the program authorized by shareholders at their General Meeting of May 29, 2012 are as follows:

- Allotting or selling shares to employees and/or corporate officers of the Company and/or its Group, in accordance with the requirements and procedures prescribed by applicable statutes and regulations, in particular as part of a plan for sharing in the Company's expansion, by allotting bonus shares or granting options to buy shares, or through company saving plans or inter-company saving plans.
- Delivering shares to honor obligations in connection with instruments or securities that confer equity rights.
- Keeping and subsequently delivering shares (as an exchange, payment or otherwise) in connection with external growth transactions, up to a maximum of 5% of stated capital.
- Encouraging the secondary market in or liquidity of Publicis shares through the actions of an investment services provider acting in the name and on behalf of the Company with complete independence and without being influenced by the Company, pursuant to a liquidity agreement in compliance with the code of ethics recognized by the French financial markets authority or with any other applicable provision.
- Cancelling shares thus acquired pursuant to authorization by shareholders at an extraordinary general meeting.
- Implementing any market practice that is permissible or may be permitted in the future by the market authorities.

This program is also intended to enable the Company to act for any other purpose that is currently authorized or may be authorized in the future by the statutes and regulations in force. In such case, the Company shall inform its shareholders by issuing a press release.

Maximum number of shares that may be acquired

The maximum number of shares that can be purchased shall not exceed 10% of the number of shares that make up the stated capital and the total maximum amount of this authorization is set at €900 million. In accordance with the provisions of Article L.225-209 of the French Commercial Code, if the shares are redeemed to promote liquidity in accordance with the requirements prescribed by the French financial markets authority's General Regulation, the number of shares taken into account to calculate the 10% limit would be equal to the number of shares purchased, less the number of shares resold during the authorization period.

Maximum purchase price

The maximum unit purchase price shall be fifty euros (€50). However, this price shall not apply to share redemptions used to enable the Company to allot bonus shares to employees or to comply with its obligations when options are exercised.

In the event of a change in the par value of the shares, a capital increase carried out by capitalizing reserves, an allotment of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, a capital redemption or any other transaction with an impact on shareholders' equity, the purchase price may be adjusted in order to take into account the impact of such transactions on the share price.

Redemption terms and conditions

The Company shall be entitled to redeem shares, to sell redeemed shares or to transfer them, at any time and by any means, in compliance with the statutes and regulations in force, in particular by buying or selling them on the stock market or over the counter, and including by buying or selling blocks of shares (without limitation on the portion of the program that may be carried out in this way), through takeover bids, public offerings or securities exchange bids, by using option mechanisms, by using derivatives traded on a regulated market or over the counter and repurchase agreements, in all cases acting either directly or indirectly through an investment services provider. The Company may also retain and/or cancel redeemed shares, provided authorization is granted by shareholders at an extraordinary general meeting, in compliance with applicable statutes and regulations. According to the 11th resolution adopted by shareholders at their General Meeting of June 7, 2011, shareholders authorized the Management Board, for a period of 26 months, to reduce the capital should the need arise, by cancelling some or all of the treasury shares held by the Company in connection with share buyback programs.

Program term

The program was authorized for a period of eighteen (18) months from May 29, 2012, i.e., until November 28, 2013.

Review of the previous share buyback program and status as of May 29, 2012

The previous share buyback program took effect on June 7, 2011. It ended when shareholders approved this buyback program at their General Meeting of May 29, 2012.

Transactions carried out by Publicis involving its own shares within the scope of previous buyback programs up to May 29, 2012:

| Status as of May 29, 2012 | |
|--|---------------------|
| Percentage of stated capital held by Publicis | 6.55% |
| Number of shares cancelled over the last 24 months | 10,759,813 |
| Number of shares in portfolio | 12,056,943 |
| Book value of portfolio | €384,436,034 |

The following treasury share transactions were carried out in connection with the buyback program authorized by shareholders at the combined general meeting of June 7, 2011:

| | Total transaction amount (gross) | | Positions open as of May 29, 2012 | | | | | |
|--------------------------------------|-------------------------------------|-----------------|-----------------------------------|-------------------------|--------------------------|--------------------------|------------------------------|----------------------|
| | Purchases | Sales/transfers | Long | | | Short | | |
| Number of shares | 19,373,934 | 1,373,934 | <i>Call options purchased</i> | <i>Put options sold</i> | <i>Forward purchases</i> | <i>Call options sold</i> | <i>Put options purchased</i> | <i>Forward sales</i> |
| Average time limit | N/A | N/A | 0 | 0 | 0 | 0 | 0 | 0 |
| Average transaction price (in euros) | 35.90 | 37.33 | 0 | 0 | 0 | 0 | 0 | 0 |
| Average strike price (in euros) | N/A | N/A | 0 | 0 | 0 | 0 | 0 | 0 |
| Amounts (in euros) | | | | | | | | |

About Publicis Groupe

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