

PRESS RELEASE



PUBLICIS GROUPE CONSEIL DE SURVEILLANCE ANNOUNCES:

- STRATEGIC DIRECTIONS FOR 2018
- CREATION OF THE “*DIRECTOIRE+*”
- NEW PROMOTIONS AND NOMINATIONS

A meeting of the *Conseil de Surveillance* (Supervisory Board) of Publicis Groupe [**Euronext Paris: FR0000130577, CAC 40**] was held on September 15, 2014, chaired by Elisabeth Badinter. After discussing the strategic directions set out by Maurice Lévy, Chairman & CEO, Publicis Groupe, and the report and proposals of the Nomination Committee, the *Conseil de Surveillance* approved the following decisions:

1- Advertisers are grappling with the accelerating pace of technological innovation and the inevitable transformation to a digital world. This transformation is not confined to the fields of marketing or communications, but affects every area of a business. Taking all the changes into account, Publicis Groupe will extend its leadership in the digital sphere and enrich its offerings by creating new services, either by organic growth or acquisitions, notably in the realm of technology. These decisions are in line with the Groupe’s 2018 growth and margin targets. A presentation will be made to investors before the end of October.

2- On the joint proposal of the Chairman of the *Directoire* (Management Board) and of the Nomination Committee, the *Conseil de Surveillance* decided to appoint a new management team to implement these strategic directions over time. The terms of office of the current *Directoire* (members include: Maurice Lévy, Chairman, Jean-Yves Naouri, Jean-Michel Etienne and Kevin Roberts) are to end with immediate effect. The *Conseil de Surveillance* also approved a number of organizational changes, promotions of senior executives and nominations of new leaders.

The new *Directoire* is appointed for a period of four years. It is comprised of additional senior executives of the Groupe, to form the “*Directoire+*” who will have strictly identical responsibilities. The aim is to involve an expanded team in the management of the Groupe at the highest level and in the preparation for its future. With regret, Jean-Yves Naouri will not be part of the new management structure.

The *Directoire* consists of Maurice Lévy, Chairman, Anne-Gabrielle Heilbronner, Kevin Roberts and Jean-Michel Etienne.

It will be complemented with the addition of Laura Desmond, CEO of Starcom MediaVest Group, Steve King, CEO of ZenithOptimedia, Arthur Sadoun, CEO of Publicis Worldwide and Rishad Tobaccowala, Chief Strategist of Publicis Groupe to form the “*Directoire+*.” These initiatives will lead the way for a new generation at the helm of the Groupe. Its mission will be the seamless implementation of the changes required to optimize the use of Groupe resources and its transformation into a hybrid company of the new era: an alchemy of talents offering advertisers the strategic, creative and technological solutions they need to progress, both in terms of image and of growth, in a world of constant upheaval generated by technological innovations.

The terms of office of Maurice Lévy and Kevin Roberts will end at the General Assembly meeting convened to approve the consolidated financial statements for the 2016 fiscal year.

With effect as of January 1, 2015, Kevin Roberts, CEO of Saatchi & Saatchi Worldwide, is appointed Executive Chairman of Saatchi & Saatchi/Fallon and takes on the role of Head Coach of Publicis Groupe, with the task of inspiring and motivating the Groupe's top leaders (P1000). His widely recognized qualities will help Publicis Groupe's many talents to fulfill their potential and prepare to meet the challenges that lie ahead for our industry. At the same date, Robert Senior will be appointed as Chief Executive Officer and Chris Foster as Chief Operating Officer of the Saatchi & Saatchi/Fallon network. Both have proved their weight in their previous responsibilities, and will be instrumental in ensuring the development of this major Groupe subsidiary.

Axel Duroux is to join Publicis Groupe on October 1, 2014, to take over strategy, development, performance and optimization of the Groupe's presence in emerging and fast-growing markets.

3- The Razorfish and Rosetta agencies, along with certain Nurun assets, will come together under the new Razorfish Global brand, under the responsibility of Tom Adamski, CEO of the new entity. Luke Taylor, CEO of DigitasLBi, and Tom Adamski, CEO of Razorfish Global, will report directly to the Groupe Chairman and CEO.

Rishad Tobaccowala is appointed Chief Strategist of Publicis Groupe, with responsibility for strategic thinking in regards to the digital future of the Groupe.

4- Frank Voris, CEO of VivaKi, is promoted to CEO of Re:sources and will have overall responsibility for the Groupe's Shared Service Centers and internal IT. He will also supervise Prodigious, the Groupe's production platforms.

5- VivaKi will continue its aggressive development through two divisions: VivaKi Exchange, under CEO Simon Pardon, who will deploy trading, negotiation and execution operations worldwide, and VivaKi Data under CEO Stephan Beringer, who will be responsible for the development of AOD and of technology platforms, particularly in the field of data. The position of Chair will alternate yearly between Laura Desmond, who is to serve the initial term, followed by Steve King.

6- Prodigious, the Groupe's production platform, will undergo accelerated development under CEO Jean-François Valent, to meet the ever more demanding needs of advertisers and respond to advances in technology, as well as an offering independent of other Groupe services.

7- The highly satisfactory performance of our healthcare communications network under CEO Nicholas Colucci, particularly in the digital sector, has led us to consider new developments in digital platforms at PHCG.

8- A working group chaired by Tom Bernardin, CEO of Leo Burnett, will reflect upon geographic coverage and optimization of our network of creative agencies, the steering of integrated communications for our clients, and will produce an action plan to be implemented over the course of 2015.

9- Anne-Gabrielle Heilbronner, General Secretary, currently in charge of the Groupe's auditing, legal and HR functions takes on the additional responsibility of the Purchasing and Insurance functions. Charlotte Duthoo, formerly Chief Procurement Officer of Publicis Groupe, joins Publicis Worldwide as Executive Vice-President, Talent and Transformation.

10- Jean-Michel Etienne, Executive Vice-President and CFO, will be given the additional task of optimizing Publicis Groupe's operations management.

11- The strategic communications, events and public relations businesses of MSLGROUP under the responsibility of CEO Olivier Fleurot will be reinforced. Further information will be released before the end of the year.

12- Tom Adamski, Axel Duroux, Robert Senior, Luke Taylor, Mark Tutssel, Chief Creative Officer at Leo Burnett, and Jean-François Valent will join the current members of P12, the Groupe's strategic consulting and operational coordination committee. Furthermore, a release will be published soon regarding the enhancement of the Strategic Leadership Team (SLT).

The Conseil de Surveillance also approved the following proposals:

- Investment decisions designed to strengthen the Groupe's position in sectors offering the best future prospects and potential for growth. Further consideration will be given to the nature and pace of such investments, which will depend on the opportunities that arise. Information will be released as and when appropriate.

- Confirmation of the targets for growth (100bp above market average) and margin (minimum of +200bp) for 2018.

- A proposal for the early redemption of Orane bonds to be submitted to the assembly of Orane bondholders and Publicis Groupe shareholders in 2015.

- A share buyback program under the terms of authorizations granted by the Annual General Meeting of shareholders.

- Dividend policy comprising a distribution rate of 35% in 2015 (2014 financial results) and a gradual increase over the coming years to bring the Groupe into alignment with the industry average (around 42%) by 2018.

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is one of the world's leading communications groups. The Groupe offers a full range of services and skills: digital (DigitasLBi, Razorfish, Rosetta, VivaKi, Nurun), advertising (BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi), public affairs, corporate communications and events (MSLGROUP), media strategy, planning and buying (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 63,000 professionals.

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