

Vested performance shares in 2019
Supplemental information

Publicis Groupe is specifying information related to shares acquired by the Chairman and members of the Management Board during the year 2019 under the LionLead3 and LTIP 2016-2018 plans for the Management Board.

Summary table of the shares acquired in 2019:

	Description of plan	Date of grant	Number of shares held in the plan	Maximum number of shares which could be granted (per year)	Maximum number of shares which could be granted (during the vesting period)	Number of vested shares in 2019, after performance conditions
Arthur Sadoun	LionLead 3 D/D+ ⁽¹⁾	16 juin 2016	4 500	57 915	173 745	36 630
	LTIP 2016-2018 ⁽¹⁾	23 juin 2016	n/a	10 000	30 000	15 000
	Total			67 915		51 630
Jean-Michel Etienne	LionLead 3 D/D+	16 juin 2016	4 500	57 915	173 745	36 630
	LTIP 2016-2018	23 juin 2016	n/a	10 000	30 000	15 000
	Total			67 915		51 630
Anne-Gabrielle Heilbronner	LionLead 3 D/D+	16 juin 2016	1 800	23 166	69 498	14 652
	LTIP 2016-2018	23 juin 2016	n/a	5 000	15 000	7 500
	Total			28 166		22 152
Steve King	LionLead 3 D/D+ ⁽¹⁾	16 juin 2016	4 500	57 915	173 745	36 630
	LTIP 2016-2018 ⁽¹⁾	23 juin 2016	n/a	10 000	30 000	15 000
	LTIP 2015 ⁽¹⁾	17 avril 2015	n/a	-	7 000	3 500
	Total			67 915		55 130

⁽¹⁾ Granted prior to appointment as a member of the Management Board.

LionLead3 D/D+:

As indicated in the Registration Document 2016, under this plan, shareholding members of the Management Board are awarded free shares, subject to two conditions:

- Employment must continue throughout the three-year vesting period.
- The free shares are subject to non-market performance criteria over the three-year period, namely achieving – or exceeding – cumulative objectives relating to the operating margin set in the annual budget for each of the three years, as well as achieving a certain rate of organic growth and an average operating margin compared to a reference group. Furthermore, a portion of these shares is subject to a supplementary performance criterion (Publicis Groupe share price at the end of the final year of the 2018 plan). As a result, the total number of shares received will depend on the level of attainment of all of these criteria for the 2016-2018 period.

The performance achieved at the end of the LionLead3 plan for the Management Board is 75%, according to the following results of the three performance criteria of the plan and the share price variation:

2016-2018	LionLead3 for the Management Board
Organic growth 2016-2018	0 %
Operating margin rate 2016-2018	25 %
Achievement of the operating margin rate in value 2016-2018	50 %
Achievement rate of the performance conditions	75 %
Over-performance compared to the <i>commitment</i> 2016-2018	96 millions €

The Management Board determined that the average price of the Publicis Groupe SA share amounted to € 48.67 and exceeded 80% of the 2018 initial price (€ 59.3) and, consequently, performance results gave right to receive **8.14 shares per share held**.

LTIP 2016-2018:

As indicated in the Registration Document 2016, the performance shares awarded to Management Board members under the LTIP 2016-2018 plan are definitively acquired (contingent upon three years of continued employment) depending on Publicis Groupe's relative performance on organic growth and operating margin criteria compared to the benchmark group (Omnicom, WPP, IPG, Publicis Groupe). 100% of the shares are awarded if Publicis Groupe achieves organic growth greater than the benchmark group's average, and the highest operating margin rate. No shares are awarded if Publicis Groupe achieves less than or equal to 80% of the benchmark group's average organic growth and the lowest operating margin rate. The result is measured as an average over the period 2016-2018.

The performance of the LTIP 2016-2018 plan is **50%** considering the following results of the two performance criteria of the plan:

- The organic growth compared to the peers : not achieved (0%)
- The operating margin rate compared to the peers : achieved (100%)

Performance results of the LionLead3 and LTIP 2016-2018 plans have been validated by an independent expert for all participants in the plans (Management Board and other participants).