

[Unofficial translation for information purposes only]

**PUBLICIS GROUPE S.A.**

French *Société Anonyme* with a share capital of 85,204,188€.  
Registered Office : 133, avenue des Champs-Élysées, 75008 Paris  
542 080 601 R.C.S. Paris

**CONVENING NOTICE OF ORANE HOLDERS**

The holders (the “Bondholders”) of the 1,562,129 outstanding bonds redeemable into new or existing shares (the “ORANE”) of nominal value 274.50 euros each, ISIN Code : FR0000187783 issued on 24 September 2002 by Publicis Groupe S.A. (the “Company”), the terms and conditions of which are contained in an information memorandum (*note d’opération*) which received the visa number 02-564 issued by the *Commission des Opérations de Bourse* on 16 May 2002 and a notice published in the *Bulletin des Annonces Légales Obligatoires* on 17 May 2002, are convened to the general meeting of Bondholders by the Management Board on 10 October 2013 at 10 am, at Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris, France, in order to deliberate on the following agenda :

*Agenda*

- 1) *Approval, in accordance with the ORANE issuance agreement as described in the information memorandum with the COB visa number 02-564 dated 16 May 2002 (the “Agreement”) and with the provisions of article L. 228-65 of the French commercial code (code de commerce), of the proposed merger by way of absorption of the Company by Publicis Omnicom Group NV, pursuant to the conditions and procedures as stipulated in the agreement called the Business Combination Agreement;*
- 2) *Approval of the amendment to paragraph 6.3 “ Amortization – Redemption of bonds in shares of Publicis” of the Agreement in order to provide for the mandatory early redemption of all outstanding ORANE in contemplation of the merger between the Company and the company Omnicom Group Inc;*
- 3) *Approval of the clarification of paragraphs 6.2.6.2 and 6.2.6.3 of the Agreement in order to determine how to calculate the accrued coupon in certain early redemption cases; and*
- 4) *Authorization to comply with all formalities and filing requirements in connection with this meeting.*

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**DRAFT RESOLUTIONS**

***First resolution***

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, after having heard the report of the Management Board describing the proposed merger between the Company and the company Omnicom Group Inc, such merger to occur by way of

absorption of the Company by Publicis Omnicom Group NV, a company newly-constituted under Dutch law, which will concomitantly absorb Omnicom Group Inc by way of a transaction known as a ‘reverse triangular merger’, entirely in accordance with the agreement known as the Business Combination Agreement dated 27 July 2013 entered into between the Company and Omnicom Group Inc, hereby resolve to authorize, pursuant to paragraph 6.3.4.3 (6) of the information memorandum with the COB visa number 02-564 dated 16 May 2002 (the “Agreement”) and article L. 228-101, 1<sup>st</sup> sub-paragraph, of the French commercial code (*code de commerce*), the merger between the Company and Publicis Omnicom Group NV under the conditions set out in the Business Combination Agreement.

### ***Second resolution***

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, after having heard the report of the Management Board, hereby resolve to authorize the following modifications to the Agreement in order to introduce a mandatory early redemption event in the case of merger with Publicis Omnicom Group NV. Such modifications will take effect as soon as they will have been authorized by the shareholders of the Company in extraordinary meeting and will remain subject to such approval.

It is hereby established, in addition to the cases of early redemption at the option of the issuer under paragraph 6.3.2 of the Agreement and cases of early redemption at the option of the Bondholders under paragraph 6.3.3 of the Agreement, a case of mandatory early redemption for the Company and the Bondholders as follows.

The redemption of ORANE will occur in advance and mandatorily in respect of all outstanding ORANE held by the Bondholders, on a date to be decided upon by the Company, such date not being later than (i) the tenth working day following the date of the extraordinary general meeting of the shareholders of the Company approving the merger of the Company with the Dutch company that will be called Publicis Omnicom Group NV, pursuant to the agreement called the Business Combination Agreement entered into on 27 July 2013 between the Company and Omnicom Group Inc nor (ii) the day preceding the record date for payment of the special dividend of 1 euro per share which will be paid prior to the merger pursuant to such Business Combination Agreement.

The early redemption will result in the award of such number of shares of the Company remaining due at such date pursuant to paragraph 6.3.1.2 of the Agreement (as adjusted to take account of the portion of dividends paid out of premium since the issuance of the ORANE, such adjustment leading to the delivery of 9.135 shares per ORANE instead of 9 shares) and the payment of the coupon accrued as of the redemption date pursuant to paragraphs 6.2.6.2 et 6.2.6.3 of the Agreement, as modified according to the third resolution. Pursuant to paragraph 6.5 of the Agreement, the shares issued in redemption of the ORANE will be immediately assimilated to the existing shares.

The mandatory early redemption mentioned in the present resolution does not call into question the right of the Bondholders to demand the optional early redemption of their ORANE, pursuant to paragraph 6.3.3.1 (iii) of the Agreement.

### ***Third resolution***

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, after having heard the report of the Management Board, hereby resolve to approve

certain amendments to the Agreement in order to clarify the calculation methodology of the coupon accrued in certain cases of early redemption. Such clarifications will have immediate effect.

Regarding the calculation of coupon in the event of optional early redemption (in accordance with paragraph 6.3.3.1 (iii) of the Agreement) or mandatory early redemption (in accordance with the second resolution of this general meeting) occurring in the context of the merger between the Company and the Dutch company that will be called Publicis Omnicom Group NV, pursuant to the agreement called the Business Combination Agreement entered into on 27 July 2013 between the Company and Omnicom Group Inc, then the coupon due on the date of early redemption of the ORANE will be calculated *prorata temporis* on the basis of a flat annual rate of 3.2946% calculated based on the nominal value of ORANE, such rate taking account of the adjustment of the ORANE in respect of the portion of dividends paid out of premium since the issuance of the ORANE.

It is additionally noted that the provisions of paragraph 6.2.6.3 of the Agreement will apply in the event of mandatory early redemption mentioned in the second resolution submitted to this general meeting.

#### ***Fourth resolution***

The general meeting of Bondholders, deliberating under the quorum and majority conditions provided for by article L. 225-96 of the French commercial code (*code de commerce*), referred to in article L.228-103 of the same code, hereby authorizes and grants all powers to the holder of a copy or excerpt of the minutes of this meeting to make any submissions, publications and formalities provided for by law or as may be necessary.

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To attend or be represented at this meeting, the Bondholders whose securities are held in bearer form must send to the establishment in charge of the service of debt securities (see contact details below), at least three business days prior to the date fixed of the meeting, that is by no later than 7 October 2013, a certificate by the qualified intermediary maintaining the bondholder's account, acknowledging the non-transferability of the ORANE registered in the account until the date fixed for the meeting.

If the Bondholder does not attend the meeting personally, he/she may choose between one of the three following options:

— to authorize the Chairman of the meeting to vote on his/her behalf, in which case the Bondholder must fill out a proxy form but without any indication of the proxy ; or

— to appoint a proxy of his/her choice, in which case the Bondholder must fill out a proxy form indicating the name of the proxy selected; or

— to vote by post.

There is in principle freedom of choice with regards to proxy appointment. However, this freedom is limited by certain restrictions on proxy set out in articles L. 228-62 and L. 228-63 of the French commercial code (*code de commerce*). It should be noted in particular that members of the Management Board, the Supervisory Board, directors, employees and statutory auditors of the Company may not represent Bondholders at bondholders' meetings.

The proxy form must be submitted in writing, signed by the Bondholder appointing the proxy and must indicate the last name, first name(s) and residential address of such Bondholder.

Votes cast by proxy or by post will be taken into account only if the forms are duly completed, signed and accompanied by the certificate of ownership of the securities.

Admission cards to the meeting and a proxy form and postal voting form are available to Bondholders, upon request from CACEIS Corporate Trust – Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux CEDEX 09. The duly completed proxy and postal voting forms must be received by the Company or its agent CACEIS Corporate Trust at least three business days prior to the date fixed for the meeting, that is by no later than 7 October 2013. The duly submitted proxy and postal voting forms will be valid for any subsequent meeting convened to deliberate on the same agenda.

The draft resolutions to be tabled and the report of the Management Board to be presented at the meeting are available to the Bondholders at the registered office of the Company, 133, avenue des Champs-Elysées, 75008 Paris, to the attention of M. Jean-Michel Etienne, on the Company's website at the address [www.publicisgroupe.com/Investorrelations/regulatorydocuments](http://www.publicisgroupe.com/Investorrelations/regulatorydocuments), as well as from the establishment in charge of financial services relating to ORANE: CACEIS Corporate Trust – Service Assemblée Générale, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux CEDEX 09.

*The Management Board*