ADDITIONAL INFORMATION ON FREE SHARE PLANS

The Management Board considers it appropriate to provide the following additional information concerning the 25th resolution, - which proposes that authorization be granted to the Management Board for the purposes of allotting performance-based shares in the Company, free of charge, to employees and corporate officers of the Groupe - before the aforesaid resolution is put to a vote by the shareholders of Publicis Groupe SA at their Combined shareholders' meeting on, May 25, 2016.

This additional information completes the information set forth on pages 28 and 29 of the Notice of Meeting sent to all registered shareholders, to any shareholder on demand, and which is also available on the website of Publicis Groupe SA.

PLANS SUBJECT TO PERFORMANCE STANDARDS

For many years now, annual free share and stock option plans have been subject to the satisfaction of two performance standards:

- The organic growth rate of Publicis Groupe's consolidated revenue, and
- The percentage consolidated operating margin of Publicis Groupe

Both criteria are compared with a reference group comprising Omnicom, WPP, IPG, and Publicis Groupe.

Performance standards	**Organic growth rate of Publicis Groupe**	**Percentage operating margin of Publicis Groupe**
Weighting	50% of shares attributed	50% of shares attributed
Vesting criteria	✓ ≥ the average of the reference group: 100% of shares delivered ✓ ≤ 80% of the average of the reference group: 0 ✓ Between 80% and 100%: number of shares granted reduced by 5% for each percentage point below 100% of the average of the reference group	✓ Highest percentage margin of the reference group: 100% of shares delivered ✓ Second highest percentage margin: 50% ✓ Third highest percentage margin: 15% ✓ Fourth highest percentage margin: 0
Performance period	✓ Employees other than corporate officers: every year for annual LTIPs; ✓ Corporate officers: performance assessed at the end of each year over a three-year period in the case of the Management Board's 2013/2015 LTIP.	

For the purposes of these plans, up to now shares have been delivered to beneficiaries upon expiry of a four-year period from the date of attribution in the case of beneficiaries in Publicis Groupe's non-French entities, and upon expiry of a three-year period in the case of French entities.

From 2016 onwards, the attribution of shares shall only be final upon expiry of a minimum three-year vesting period.

CO-INVESTMENT PLAN

Every three years, the top 200 employees are invited to take part in a co-investment plan. For every share purchased, they receive a free share on the sole condition that they remain with the group (thus anchoring the loyalty of talent) and an equivalent amount in stock options subject to continued employment with the Groupe and performance standards based on the usual performance criteria applied in the Groupe as described above. In the case of corporate officers, shares and stock options are all conditional upon the satisfaction of performance standards.

DEMANDING STANDARDS OF PERFORMANCE

The Groupe's performance in terms of organic growth and percentage operating margin by comparison with the reference group has been rated as follows for the last five free share plans:

Plan	2013 LTIP	2014 LTIP	2015 LTIP	2013-2015 Co-investment	2013-2015 Management Board LTIP
Rating	59.7%	50%	50%	50 %	53.2%

The rate of achievement over the last three years shows how ambitious our plans are. The performance standards applied are both appropriate and demanding, while ensuring that these plans continue to motivate and retain Publicis Groupe's most talented people. We operate in an extremely competitive sector and retaining talent is an issue of strategic importance that our shareholders fully understand. This situation requires constant attention on the part of the Groupe's management and Supervisory Board, as well as the implementation of suitable and efficient mechanisms in order to attract and retain top talent.

Furthermore, the rate of achievement in the past shows that share attributions are based on criteria that are difficult to achieve but that are aligned with the long-term interests of all our shareholders.

For future LTIPs, we will continue to apply these two criteria of growth and percentage margin as before.

A third criterion will be added for a new three-year plan specifically reserved to a small number of beneficiaries who will have previously invested directly in Publicis Groupe shares. By its very nature, this personal investment ensures even greater alignment of the interests of the beneficiaries (who have personally incurred a financial risk) with those of the shareholders. For this plan, the new criterion that will be added to the two long-standing criteria will be the level of operating margin achieved by comparison with the budget target for each of the financial periods covered by the plan.

Every year, the budget progresses. It is drawn up by the Management Board and presented to the Supervisory Board as one of the Groupe's strategic objectives, particularly by comparison with our main competitors.

For corporate officers and members of the *Directoire+*, this new criterion will be measured on an aggregate basis over a period of three years.

The objective of the third criterion in this new plan is to balance the structure of the plan by adding an internal performance standard (measured in absolute terms) to the two existing standards of relative performance, but more importantly to very actively involve the beneficiaries in achieving the Groupe's internal performance objectives in the broader context of the Groupe's transformation. Publicis Groupe was keen to have the beneficiaries of this plan heavily involved in delivering the Groupe's objectives, while actively and personally helping enhance margins and growth by comparison with our competitors.

SPECIFIC THREE-YEAR PLAN SUBJECT TO THREE PERFORMANCE CRITERIA

Performance standards	**Organic growth rate of Publicis Groupe versus reference group**	**Percentage operating margin of Publicis Groupe versus reference group**	**Operating margin (EUR million) versus the Publicis Groupe budget**
Type of performance standards	Relative performance (by comparison with the reference group)		Absolute performance (internal)
Weighting	50% of shares attributed		50% of shares attributed
Vesting criteria	✓ ≥ the average of the reference group: 100% of shares granted ✓ ≤ 80% of the average of the reference group: 0 ✓ Between 80% and 100%: number of shares granted reduced by 5% for each percentage point below 100% of the average of the reference group	✓ Highest percentage margin of the reference group: 100% of shares granted ✓ Second highest percentage margin: 50% ✓ Third highest percentage margin: 15% ✓ Fourth highest percentage margin: 0	✓ Target margin reached: 100% of shares granted ✓ No shares attributed if the margin is EUR 50 million or more below the target ✓ If the margin is less than 50 million below the target, the attribution of shares is calculated on a linear basis ✓ If > the target margin (capped at EUR +150 million): shares attributed for outperforming the target
Performance period	Every year for employees other than corporate officers. Three-year aggregate for corporate officers and members of the *Directoire+*.		

OTHER LTIP PLANS

Performance standards	**Organic growth rate of Publicis Groupe**	**Percentage operating margin of Publicis Groupe**
Weighting	50% of shares attributed	50% of shares attributed
Vesting criteria	✓ ≥ the average of the reference group: 100% of shares granted ✓ ≤ 80% of the average of the reference group: 0 ✓ Between 80% and 100%: number of shares granted reduced by 5% for each percentage point below 100% of the average of the reference group	✓ Highest percentage margin of the reference group: 100% of shares granted ✓ Second highest percentage margin: 50% ✓ Third highest percentage margin: 15% ✓ Fourth highest percentage margin: 0
Performance period	✓ Employees other than corporate officers: every year; ✓ Corporate officers and members of the *Directoire*+: average over a three-year period.	