



**Severance payment and non-compete agreements
of Arthur Sadoun, Chairman of the Management Board, and Steve King, member of
the Management Board, as of June 1, 2017**

(Publication pursuant to Articles L. 225-90-1 paragraph 3
and R. 225-60-1 of the French Commercial Code)

The Supervisory Board of Publicis Groupe S.A., in its meeting on March 1, 2017 and on the recommendation of the Compensation Committee, decided to award a severance payment or a non-compete compensation to Arthur Sadoun and a severance payment to Steve King, as of June 1, 2017, upon taking up their duties, respectively, as Chairman and Member of the Management Board of Publicis Groupe S.A.

The Supervisory Board considers that these undertakings are likely to encourage Arthur Sadoun and Steve King to be completely involved in their duties to the benefit of the Group and to ensure their loyalty in the service of the Company. Furthermore, these undertakings appear as a counterpart to the dedication expected in the performance of their duties.

Arthur Sadoun

Severance payment

The Supervisory Board has decided that in the event of a forced departure or due to a change in control or strategy and other than in the case of serious or gross misconduct, Arthur Sadoun would be entitled to severance payment.

The amount of the payment would equal one year of total gross compensation (fixed and targeted variable portions) calculated using the average of the latest 24 months of compensation.

He would also have the right to exercise the options to subscribe to and/or to purchase the shares that have been awarded to him, and to retain on a prorated basis the bonus shares already granted to him more than two years prior, subject to the performance conditions set out in the regulations for the plan in question being satisfied.

This benefit would be subject to a performance condition: the termination benefit would only be due in its full amount if the average annual amount of the bonus acquired by Arthur Sadoun for the three years prior to the termination of his duties is equal to at least 75% of his “target bonus”. If the average annual amount is less than 25% of the “target bonus”, no sum or benefits will be due. If the average amount is between 25% and 75% of the “target bonus”, the payments and benefits will be calculated on a proportional basis between 0% and 100% using the rule of three.

The termination benefit may only be paid after the determination by the Supervisory Board that the performance conditions had been achieved at the date on which his term as a member of the Management Board ended.

In the event of a forced departure or one related to a change in control or strategy, Arthur Sadoun will not be subject to a non-compete commitment or to non-solicitation.

This severance compensation has been approved by the General Shareholders' Meeting on May 31, 2017 in the twenty first resolution.

Non-compete agreement

The Supervisory Board voted to require from Arthur Sadoun in the event of his resignation a non-compete agreement and an agreement not to solicit during the two years following the end of his Chairmanship of the Publicis Groupe S.A. Management Board.

In consideration of his observance of this non-compete agreement, Mr. Sadoun will receive monetary compensation (payable monthly in advance) in an amount equal to two years of total gross compensation (fixed and targeted variable portions) calculated using the average of the latest 24 months of compensation.

The Supervisory Board may waive this clause.

Arthur Sadoun will not be held to a non-compete obligation in the event of a forced departure.

This non-compete compensation has been approved by the General Shareholders' Meeting on May 31, 2017 in the twenty first resolution.

Steve King

Severance payment and non-compete agreement

The Supervisory Board kept in place the amount of severance payment and the terms of the non-compete agreement of Steve King as they appear in his employment contract with one of the Group's subsidiaries in the United Kingdom. No other compensation will be due.

The Supervisory Board has decided that in the event of a forced departure due to a change in control or strategy and other than in the case of serious or gross misconduct, Steve King would be entitled to this single severance payment.

Provided that Steve King does not continue to be employed by Publicis Groupe, the amount of the benefit would be equal to one year total gross compensation (fixed compensation and target variable component). He would also have the right to exercise the options to subscribe to and/or to purchase the shares that have been awarded to him, and to retain the free shares already granted to him, subject to the performance conditions set out in the regulations for the plan being satisfied.

This severance payment would be subject to a performance condition. The severance payment would only be due in its full amount if the average annual amount of the bonus acquired by Steve King for the three years prior to the termination of his duties is equal to at least 75% of his “target bonus”. If the average annual amount is less than 25% of the “target bonus”, no sum or benefits will be due. If the average amount is between 25% and 75% of the “target bonus”, the payments and benefits will be calculated on a proportional basis between 0% and 100% using the rule of three.

The severance payment may only be paid after the determination by the Supervisory Board that the performance conditions had been achieved at the date on which his term as a member of the Management Board ended.

Steve King is subject to a non-compete obligation in his employment contract with a British subsidiary of the Group. This obligation does not give rise to financial consideration as permitted by local regulations.

The Supervisory Board reaffirmed that this severance payment and any compensation for a non-compete obligation may not exceed 12 months of total compensation (fixed and targeted variable remuneration).

This severance payment has been approved by the General Shareholders’ Meeting on May 31, 2017 in the twenty first resolution.