



Press Release

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PUBLICIS GROUPE ANNOUNCES BUY-BACK OF 18 MILLION OF ITS OWN SHARES FROM DENTSU

“The partnership with Dentsu over the past 10 years has been amicable and exemplary. Dentsu’s stake in the share capital of Publicis has furthered the development of the Groupe. I wish to express my gratitude for the elegance and professionalism with which this partnership has been carried out, and to all the Dentsu executives who have taken part in this adventure...”
said Maurice Lévy

Following Dentsu’s offer of February 13, 2012, Publicis Groupe has purchased a block of 18 million of its own shares from Dentsu for a total price of 644.4 million euros, or 35.80 euros per share. The transaction was completed before the opening of the Paris stock market on February 17, 2012.

At a meeting held on February 14, 2012, the Supervisory Board of Publicis Groupe examined the Management Board's proposal to proceed with the buy-back, and concluded that the acquisition of 18 million shares and immediate cancellation of 10,759,813 shares, within the framework of the buy-back program approved at the general meeting of shareholders of the Groupe on June 7, 2011, was in the interests of Publicis Groupe and its shareholders as a whole. The Board therefore unanimously approved the transaction. Parties interested in the transaction did not take part in the vote.

The buy-back involved a discount of 13.35% from Publicis Groupe's closing share price on February 16, 2012. It will have a positive effect on diluted earnings per share of approximately 6% in 2012 and 7% on a full year basis.

Of the 18 million shares purchased, Publicis Groupe has cancelled 10,759,813 shares, which is the maximum number that the Groupe was permitted to cancel given its cancellation of shares on May 10, 2010. Thus a total 10% of the Groupe's shares (the maximum permitted by law) has been cancelled over the past 24 months.

The remaining 7,240,187 treasury shares will be kept for use to cover incentive plans for retention shares, performance shares, stock options and acquisitions.

The purchase was fully financed from Publicis Groupe's available cash.

To permit the transaction to take place, Mrs. Elisabeth Badinter waived her rights under the shareholders' agreement entered into by Mrs. Badinter and Dentsu after Dentsu became a shareholder of Publicis Groupe S.A. in 2002. The transaction ends that shareholders' agreement as well as the concerted action that resulted from that agreement and the SEP Dentsu-Badinter, which is dissolved.

In addition, the buy-back resulted in termination of the shareholders' agreement and the Strategic Alliance Agreement that Dentsu and Publicis Groupe entered into in 2003. As a result, Messrs. Takashima and Ishii have resigned from Publicis Groupe's Supervisory Board.

The friendly relationship and collaboration between the two groups will continue. Firstly, Dentsu holds 2.12% of the shares of Publicis Groupe S.A. (following the share cancellation). Secondly, the two joint ventures between Dentsu and Publicis Groupe will continue in the same form and with the same shareholdings as previously (Beacon Communications and Dentsu Razorfish owned respectively 66% and 19.35% by Publicis Groupe). Moreover, partnerships related to specific clients that the two groups have in common will continue, in the clients' interests.

Following this transaction, Mrs. Badinter holds 10.99% of the shares and 19.92% of the voting rights of Publicis Groupe S.A. (on the basis of the total voting rights of the company on January 31, 2012).

As of today, the resigning members of the Supervisory Board will not be replaced.

Tadashi Ishii, President & CEO of Dentsu stated: *"Today marks the close of a chapter in our 10-year partnership with Publicis. I would like to express my sincere gratitude to Madame Elisabeth Badinter, Chair of the Supervisory Board of Publicis Groupe, Mr. Maurice Lévy, Chairman of the Management Board and CEO of Publicis Groupe, and all the members of the Publicis Groupe for their support during our amicable partnership over the past 10 years. I look forward to continuing our friendly relationship with Publicis as we work toward furthering the mutual growth of our clients and developing our businesses."*

Maurice Lévy, Chairman of the Management Board and CEO of Publicis Groupe, added: *"The partnership with Dentsu over the past 10 years has been amicable and exemplary. Dentsu's stake in the share capital of Publicis has furthered the development of the*

Groupe. I wish to express my gratitude for the elegance and professionalism with which this partnership has been carried out, and to all the Dentsu executives who have taken part in this adventure, particularly the late Mr. Narita, who was at the origin of our relationship, and Messrs. Mataka, Takashima and Ishii. I am certain that we will continue our professional relationship in a fruitful manner via specific commercial agreements and our two joint ventures: Beacon Communications and Dentsu Razorfish.”

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, part of the CAC 40 index] is the third largest communications group in the world, offering the full range of services and skills: digital and traditional advertising, public affairs and events, media buying and specialized communication. Its major networks are Leo Burnett, MSLGROUP, PHCG (Publicis Healthcare Communications Group), Publicis Worldwide, Rosetta and Saatchi & Saatchi. VivaKi, the Groupe's media and digital accelerator, includes Digitas, Razorfish, Starcom MediaVest Group and ZenithOptimedia. Present in 104 countries, the Groupe employs 53,000 professionals.

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