

Free translation : the original reports were presented in French and are available at the headquarter

Publicis Groupe SA

Siège Social : 133, Avenue des Champs Elysées - 75008 Paris

Société Anonyme au capital de 78 843 604 €

N°Siret : 542 080 601 00017

Auditors' Report on the Capital Decrease by Cancellation of Shares

**Combined Annual and Special Shareholders' Meeting on
June 7, 2006
(13th resolution)**

ERNST & YOUNG AUDIT

MAZARS & GUERARD

ERNST & YOUNG

MAZARS

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**Publicis Groupe SA
Shareholders' meeting
resolution 13th**

Auditors' Report on the Capital Decrease by Cancellation of Shares

Ladies and Gentlemen:

As the auditors for Publicis Groupe S.A. and in keeping with our duties under Article L. 225-209, paragraph 7 of the French Commercial Code when capital is decreased by cancelling purchased shares, we have prepared this report to inform you of our opinion on the reasons for and terms of the capital reduction being contemplated.

We performed our work in accordance with professional standards applicable in France. These standards require us to use due care in examining whether the reasons for and terms of the capital reduction being contemplated are in order.

This transaction is part of the purchase by your Company of its own shares, up to the limit of 10% of its capital, on the terms provided for by Article L. 225-209, paragraphs 4 and 7, of the French Commercial Code. This authorization to purchase the shares is also subject to approval by the shareholders at your annual meeting and would be given for a period of eighteen months.

Your Management Board is asking you to delegate to it the authority to have your Company purchase its own shares, for a period of twenty-six months, as well as the authority to cancel such shares, up to a limit of 10% of its capital, over a period of twenty-four months.

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We have no comments to make on the reasons for and the terms of the capital decrease being contemplated, and would remind you that the transaction can only be carried out if the shareholders' meeting approves the purchase by your Company of its own shares.

Paris-La Défense, March 14, 2006

The auditors

ERNST & YOUNG AUDIT

Bruno Perrin

Valérie Desclève

MAZARS & GUERARD

Philippe Castagnac

Isabelle Massa