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Publicis Groupe S.A.

Combined Annual General Meeting of May 31, 2023

Twentieth resolution

Statutory auditors' report on the issuance of ordinary shares and/or securities reserved for employees who are members of a company savings scheme

MAZARS
Tour Exaltis
61, rue Henri Regnault
92075 Paris-La Défense cedex
S.A. à directoire et conseil de surveillance
au capital de € 8 320 000
784 824 153 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG et Autres
Tour First
TSA 14444
92037 Paris-La Défense cedex
S.A.S. à capital variable
438 476 913 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

Publicis Groupe S.A.

Combined Annual General Meeting of May 31, 2023
Twentieth resolution

Statutory auditors' report on the issuance of ordinary shares and/or securities reserved for employees who are members of a company savings scheme

To the Annual General Meeting of Publicis Groupe S.A.,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize the Executive Board to decide whether to proceed with the issue of ordinary shares and/or securities in accordance with Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code (*Code de commerce*), giving access by all means, immediately or in the future, at any time or at a predetermined date, by subscription, conversion, exchange, redemption, presentation of a warrant or by any other means to ordinary shares to be issued by your Company or one of its direct or indirect subsidiaries, without cancellation of preferential subscription rights, reserved for employees of one or more company savings schemes, for a maximum amount of € 2,800,00, an operation upon which you are called to vote. The maximum nominal amount of the increase in capital that may result from this issue amounts to € 2,800,000, it being specified that this maximum amount applies to the increases in capital that may be carried out pursuant to this resolution and under the twenty-first resolution.

The maximum nominal amount of the increases in capital that may be carried out pursuant to this resolution will be set against the total maximum amount of € 30,000,000 provided for in paragraph 2 of the eighteenth resolution put before the Combined General Shareholders' Meeting of May 25, 2022 or, if applicable, set against any total maximum amount stipulated in a resolution of similar nature that might succeed the aforesaid resolution whilst this delegation of authority remains in force.

This operation is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*).

Your Executive Board proposes that, on the basis of its report, it be authorized for a period of twenty-six months, to decide on whether to proceed with an issue and proposes to cancel your preferential subscription rights to the securities to be issued. If applicable, it shall determine the final issuing conditions of this operation.

It is the responsibility of the Executive Board to prepare a report in accordance with Articles R. 225-113 *and seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial

statements, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Executive Board's report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Executive Board's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Management Board has exercised this authorization.

Paris-La Défense, May 9, 2023

The Statutory Auditors
French original signed by

MAZARS

ERNST & YOUNG et Autres

Olivier Lenel

Ariane Mignon

Nicolas Pfeuty

Claire Cesari-Walch