PUBLICIS GROUPE

THE SUPERVISORY BOARD'S SPECIAL REPORT
TO THE GENERAL SHAREHOLDERS' MEETING

Publicis Groupe "Say on Pay"

At its meeting of November 27, 2012, Publicis Groupe's Supervisory Board decided to submit its compensation policy for the group's main executives to the opinion of the ordinary general shareholders' meeting, in the aim of aligning its policy with the practices currently in place in various countries, and Anglo-Saxon countries in particular, which are also used by our main competitors.

With this in mind, at the Compensation Committee's recommendation, the Supervisory Board decided to seek the shareholders' opinion on the compensation of the Chair of the Supervisory Board and the Chairman of the Management Board, the two executive officers of the group whose compensation is tied solely to the exercise of their duties. Any changes in the methods used to determine their compensation will be submitted by the Supervisory Board for the opinion of the general shareholders' meeting.

A. Description of the elements of compensation received by Mrs. Élisabeth Badinter, Chair of the Supervisory Board

Mrs. Badinter's compensation was set by the Supervisory Board (pursuant to article 17 of the articles of incorporation and bylaws). It is comprised of directors' fees (as is the case for all members of the Supervisory Board) and base pay.

With regard to the total maximum amount of directors' fees set by the general shareholders' meeting, the Supervisory Board decided to distribute directors' fees according to members' participation on the Supervisory Board and individual committees.

In 2012, each member of the Supervisory Board received 5,000 euros for each Board or committee meeting they actually attended. Accordingly, Mrs. Badinter received this sum for each of her participations in sessions of the Supervisory Board and the Appointment Committee, which she chairs, and the Strategy and Risk Committee, of which she is a member.

In addition, in her capacity as Chair of the Supervisory Board, Mrs. Elisabeth Badinter ensures ongoing and regular interfacing with the Management Board to prepare work relating to the oversight of Company management by the Management Board. In particular, she oversees the preparation of Supervisory Board meetings, ensures that its members receive all relevant information and follows up on the Board's decisions. In this respect, she receives fixed compensation which has not changed since she was first appointed as Chair of the Supervisory Board in 1996 with compensation of €182,939 per year. When her term was renewed in 2012, the Compensation Committee compared Mrs. Badinter's compensation against that paid at companies with similar profiles and proposed a reevaluation. The Supervisory Board then set her compensation at €240,000 per year as of November 1, 2012.

Mrs. Badinter does not receive any other element of compensation, upfront or deferred, or any benefit, in kind or otherwise, and does not benefit from any share-based incentive plan. Moreover, she is not bound by any employment contract with the Group.

B. Description of the elements of compensation received by Mr. Maurice Lévy, Chairman of the Management Board

As of January 1, 2012, Mr. Maurice Lévy is no longer bound by an employment contract with the Group. Since that date, on his own proposal, Mr. Lévy's compensation has been based solely on performance. It does not include any fixed compensation, stock-option plans, performance shares or deferred conditional compensation.

Mr. Lévy's compensation is dependent on both quantitative performance criteria, which essentially rely on benchmarking against Publicis Groupe's main competitors (a reference group comprised of Omnicom, WPP and IPG), and qualitative performance criteria, which are determined by the Supervisory Board on an annual basis, on the proposal of the Compensation Committee, according to the objectives identified as being key for the Group's future.

Mr. Lévy's compensation was set by the Supervisory Board pursuant to article 10 of the articles of incorporation and bylaws, on the basis of the recommendations of the Compensation Committee. In this respect, the Compensation Committee met several times in 2011 and 2012 to address complete dossiers pertaining, in particular, to the relevant performance criteria. The Committee thus issued its recommendations through substantiated reports which were relied on by the Supervisory Board to reach a unanimous determination regarding the new terms and conditions of Mr. Lévy's compensation.

These terms and conditions, which were determined as described above for all of Mr. Lévy's positions and offices at the Group as of January 1, 2012 and for his entire term of office as Chairman of the Management Board, are set out below.

1. Gross total compensation

Since 2012, Mr. Lévy's gross total compensation has been entirely variable. It is determined each year on the basis of four quantitative performance criteria, which are given substantial weighting in the calculation of his compensation (two thirds), and qualitative criteria (one third). In all cases, Mr. Lévy's gross total annual compensation is capped, as a whole, at 5 million euros.

(i) Quantitative performance criteria

Together, the four quantitative performance criteria set out below account for two-thirds of Mr. Lévy's compensation:

1. The group's organic revenue growth, compared with that of the reference group. No compensation is paid in respect of this criterion if Publicis Groupe's organic growth rate does not reach 80% of the average growth rate of the reference group. If the rate of organic revenue growth exceeds 80% of the average rate of the reference group, this criterion provides for gradually increasing compensation, up to a maximum that is obtained when organic growth reaches 120% of the reference group average.

2. Total consolidated net income as a percentage of revenue, compared to the highest rate obtained within the reference group. No compensation is paid in respect of this criterion if Publicis Groupe's net income does not reach 80% of the highest rate obtained by the reference group. If the rate in question exceeds 80% of the highest rate obtained by the reference group, this criterion provides

for gradually increasing compensation, up to a maximum that is obtained when the net income rate equals or exceeds the highest rate obtained by the reference group.

3. The rate of change in the group's diluted earnings per share (EPS), comparing EPS for the year in question and average EPS for the two previous years. This rate is then compared with the reference group average. No compensation is paid if the rate of change does not reach 80% of the reference group average. If the rate of change exceeds 80% of the average rate observed in the reference group, this criterion provides for gradually increasing compensation, up to a maximum that is obtained when the rate of change equals or exceeds the average rate of change in the reference group.
4. Total Shareholder Return (TSR), which refers to the change in the trading price of Publicis Groupe shares between the start and the end of the fiscal year in question (based on the average opening price over the last twenty trading days of the year, compared with the average opening price over the first twenty trading days of the year), plus the amount of dividends paid during the year. No compensation is paid in respect of this criterion if TSR is zero or negative.

These four criteria were chosen by the Supervisory Board, on the proposal of the Compensation Committee, because they best reflect the quality of the company's performance.

Measured in comparison with the reference group, they leave substantial room for overperformance in respect of the first two criteria, which together (each given equal weighting) account for three-quarters of the variable compensation determined on the basis of quantitative criteria. The other two criteria are given equal weighting for the remainder of the variable compensation based on quantitative criteria. The third criteria was chosen in order to ensure that the executive's compensation does not depend on performances measured over a single fiscal year and the fourth criteria incorporates market performance to ensure that shareholder interests are also taken into consideration.

(ii) Qualitative performance criteria

Publicis Groupe's Supervisory Board decided to assign the implementation of key actions whose impact will be reflected in the long term one-third of the total weight of the performance criteria. Each year, the Board determines qualitative objectives which are assigned to Mr. Lévy in the strategic interest of the company.

2. Other elements of compensation

Mr. Lévy does not receive any other element of compensation. He declined to participate in the performance share programs, stock options or options on similar compensation instruments that will be put in place for group executives after 2012. He of course retains any rights vested under earlier plans.

3. Benefits on termination

Publicis Groupe has not entered into any specific retirement contract in respect of Mr. Maurice Lévy. In the same vein, no severance pay has been anticipated for Mr. Lévy.

4. Non-compete compensation

It should be noted that a non-compete agreement, which remains in force and unchanged, was put to a vote of the shareholders at the general shareholders' meeting held on June 3, 2008 and was approved by a very large majority (99.85%).

The Supervisory Board