May 30, 2018

10:00 AM

PublicisCinémas

133, avenue des Champs-Élysées

75008 Paris

NOTICE OF MEETING

COMBINED GENERAL SHAREHOLDERS' MEETING

PUBLICIS GROUPE

PROFILE

PUBLICIS GROUPE

THE 3RD LARGEST GLOBAL COMMUNICATIONS GROUPE

The Publicis Groupe is a world leader in marketing, communications and digital business transformation.

Present at every stage of the consumer experience, thanks to an integrated offering combining creation, data analysis, consulting and technology, Publicis Groupe serves its clients through a cross-functionnal unified and fluid organization that facilitates access to all its expertise worldwide.

- REVENUE:
  €9,690 M
- OPERATING MARGIN:
  €1,505 M
- OPERATING MARGIN RATE:
  15.5%
- HEADLINE GROUPE NET INCOME:
  €1,037 M
- HEADLINE DILUTED EARNINGS PER SHARE:
  €4.50
- OPERATIONS IN OVER
  100 COUNTRIES
- EMPLOYEES:
  80,000

CONTENTS

This document is a free translation from the French language and is supplied solely for information purposes. Only the original version in the French language has legal force.

MAURICE LÉVY
CHAIRMAN
OF THE SUPERVISORY BOARD

DEAR SHAREHOLDER,

It's fair to say that 2017 was a pivotal year for Publicis. As for all companies, the passing of the baton from one CEO to the next is necessarily an important step; a fortiori with only two bosses in 91 years of existence. At the start of the year, the choice to succeed me as Chairman of the Management Board fell on Arthur Sadoun and seven months into this role will have been amply sufficient to confirm that he was the right choice: our clients, who honor us with their trust over the years, have given all their support to the new team, and where some feared friction, the transition took place in excellent conditions.

Arthur Sadoun's qualities have been widely evoked: dedication, the right sensitivity towards our clients, almost intuitive understanding of the world to come, unmatched professional know-how and recognized leadership, to mention just a few. We have worked together almost every day over the last ten years, and I know by experience that it was the right choice. I am pleased that his appointment was approved by the Supervisory Board and that the facts have shown the successful smooth succession.

To tell the truth, it couldn't have been otherwise for someone who understands the values and functioning of the Groupe founded by Marcel Bleustein-Blanchet. I would firstly like to pay a heartfelt tribute to Elisabeth Badinter who, for twenty years as Chairperson of the Supervisory Board, has played a leading role in the success of this transition as in all the Groupe's successes.

"I WOULD FIRSTLY LIKE TO PAY A HEARTFELT TRIBUTE TO ELISABETH BADINTER WHO, FOR TWENTY YEARS AS CHAIRPERSON OF THE SUPERVISORY BOARD, HAS PLAYED A LEADING ROLE IN THE SUCCESS OF THIS TRANSITION AS IN ALL THE GROUPE'S SUCCESSES."

With considerable finesse, intelligence and skill, she has steered the Groupe's essential directions over two decades and has always defended the interests of its stakeholders, while jealously preserving the independence and fundamental values of the Groupe created and developed by her father. She was able to take courageous – and sometimes difficult – strategic decisions in the interest of the future of the company, its clients and its employees. She accepted dilutions to the share capital, favoring the company's development over the conservative management of its assets. Together, we formed an exemplary tandem, based on trust and transparency; and the success of this handover is, of course, due to the tandem that we formed during those twenty years.

I might as well say it openly, particularly as I have never hidden it: I consider that Elisabeth Badinter is the most legitimate to chair the Supervisory Board whose support and opinions are essential for the enlightened steering of the Management Board. Elisabeth Badinter, however, wanted our shareholders to grant me the Chairmanship in order to ensure a smooth transition, and continuity in this handover to Arthur Sadoun. Despite initial reticence associated with private projects, I decided to accept this position and to carry out this task – as for everything I do – fully, with determination and passion. In my heart and head, I aim to provide my experience, my knowledge, my professional relations and my know-how to the Management Board – and in particular to its Chairman. I can count on two elements to successfully carry out this new task: the clarity of responsibilities and the active support from the Board.

Clarity of responsibilities: because I had to abandon my managerial reflexes, and because there can only be one captain on the bridge. After the first five months of the year which were largely dedicated to the successful succession, by ensuring that all decisions on the future were made by common agreement, the strength of the new tandem with Arthur Sadoun was immediately demonstrated, and I am convinced that the collaboration between the Groupe's two management bodies is encouraging for the future of our Groupe.

Active support from the Board: because the Management Board must be able to count on the entire Supervisory

"THE TRANSFORMATION IS NOT A CHOICE, IT IS NOT EVEN A QUESTION TO BE ASKED, IT IS A SOLUTION THAT IS IMPOSED ON EVERYONE – TO OUR CLIENTS AND TO OURSELVES."

Board, with its talented individuals that can express themselves openly and transparently, and where issues are dealt with frankly and warmly. I admire the time spent by all Board members in the rigorous, committed study of all the Groupe's key issues. This expertise will be precious to help the Management Board stay on course in an ever faster changing environment.

The Supervisory Board and I know that we can count on Arthur Sadoun to tackle the current changes, for the benefit of Publicis Groupe. He has constituted his team, redefined in the greatest detail the Groupe's positioning and committed all Publicis' forces on the ground to the transformation – whether it be the still more demanding application of The Power of One, the acceleration of the People Cloud or the ambitious project for the Marcel collaborative platform, in the name of Publicis' founder. All of these initiatives have been taken at a pace that could give vertigo, but which have turned out to be essential in a doubting market. Speed and quality of execution will be the benchmarks for future success in the face of the challenges that we have known for several years.

The transformation is not a choice, it is not even a question to be asked, it is a solution that is imposed on everyone – to our clients and to ourselves. Publicis began its transformation by changing from a holding company into a connected company. By accelerating this movement into a sprint we shall complete the transformation of the company into a full platform of services for marketing, communication, consulting and technology applied to the transformation of our clients. Those clients, precisely, who have supported us by their loyalty and honored us with their trust and who, for the most part, appreciate the enormous efforts we have imposed upon ourselves so that they can succeed in tomorrow's digital world with its multiple forms of competition, often new, sometimes unexpected, always fierce. By resolutely placing the company at the heart of our clients' needs and concerns I am certain that the new management under Arthur Sadoun will create for Publicis an abiding position in the forefront of its sector.

Such a transformation involves questions, sometimes raises doubts and requires proof through results. It is precisely such results that have been shown with some of the great victories accumulated recently. I am pleased about this, as they not only show the relevance of our efforts, but also the commitment and adaptation of our teams. The success of such a project is always the result of the men and women involved, and I would like to express my heartfelt thanks to all our talented employees that have not spared their time or efforts in this crucial period. Nothing can or will be accomplished without their intelligence, creativity, sensitivity, inventiveness and commitment – thank you for your work and unwavering support for the new team.

"THE SUPERVISORY BOARD AND I KNOW THAT WE CAN COUNT ON ARTHUR SADOUN TO TACKLE THE CURRENT CHANGES, FOR THE BENEFIT OF PUBLICIS GROUPE."

In this rapidly changing world, where we see that even the most powerful groups or most modern platforms are weakened, and even contested, we need to continue our efforts in a constant and determined way. This requires the necessary transformation of our organization, our way of functioning, the role and responsibilities of each person – with a consequence: the commitment, thanks to unprecedented efforts in training, to preparing each one of our talents for the complexity of the coming world. Technology, digital, artificial intelligence, tomorrow the blockchain, will bring many positive things. But they require knowing how to rethink the practices and processes built up over the years, to be in harmony with the world of the future and avoid the dictatorship of technology and the dehumanization of society.

It is an immense task for our clients. They know that they can count on us, and our willingness to go the extra mile. Our own transformation is just beginning and we still need to commit to significant efforts. Under the leadership of Arthur Sadoun, and building on the rare alchemy of creativity and technology, I know that Publicis will be able to become the world leader in marketing transformation and also business transformation for the benefit of all our stakeholders: our clients, employees and shareholders.

Along with the entire Supervisory Board, we would like to express our great confidence in the new team to achieve the Groupe's transformation and reap the benefits through stronger growth and improved margins, guaranteeing Publicis' development and independence.

MAURICE LÉVY
Chairman of the Supervisory Board

ARTHUR SADOUN
CHAIRMAN AND CEO
OF THE MANAGEMENT BOARD

2017 was the year of my first months as Chairman of the Management Board of Publicis Groupe. At the time of writing these lines, my thoughts go out to Elisabeth Badinter, Maurice Lévy, and the Supervisory Board who I wish to sincerely thank for their confidence. It is with determination and humility that I will strive to fulfill the mission that they have entrusted to me.

Following in the footsteps of Marcel Bleustein-Blanchet and Maurice Lévy is a great honor and also a great challenge. Thanks to them, over 90 years, Publicis has gone from being a family agency in Montmartre to being one of the world leaders in advertising and communications. I am aware of the opportunity and responsibility I have to continue their work and carry Publicis towards new heights.

I have worked in Advertising for 20 years, and with Publicis for eleven years now, because I am convinced that an idea can change a company's future. I still believe it. It is this ambition that I want to bring to the head of the Management Board.

"THE GROUPE CAN, THEREFORE, BUILD ON THREE INCOMPARABLE STRENGTHS IN ORDER TO ADVANCE IN AN UNCERTAIN WORLD: THESE VALUES FORGED YEAR AFTER YEAR, THE DIVERSITY OF THE GROUPE'S TALENTS, AND THE TRUSTED RELATIONSHIP THAT WE HAVE BUILT WITH OUR CLIENTS."

Our *raison d'être* has always been and will always be to serve our clients best, by providing them with great ideas to enable them to continue to win in a changing world. To achieve this, we have a decisive advantage: the trust that they place in us, sometimes over decades.

Over all these years, Publicis' success has been ensured by the values that have made the Groupe's DNA: audacity, loyalty, transparency, and of course, creativity. These principles, enriched by the Groupe's talents, are an essential compass to overcome the challenges that Publicis, and agencies in general, encounter today. They are the link between the past, present and future, bringing together the Groupe's generations, talents and activities, and making up our most precious asset.

The Groupe can, therefore, build on three incomparable strengths in order to advance in an uncertain world: these values forged year after year, the diversity of the Groupe's talents, and the trusted relationship that we have built with our clients. It is no coincidence that 2017 once again illustrates the Groupe's remarkable financial solidity. We have extremely robust foundations, that allow us to calmly face the challenges ahead of us. In a rapidly changing environment, we are all convinced of the necessity to change our model. Thanks to the vision of Maurice Lévy, Publicis has not waited to reinvent itself once again. *"If you wait for things to change, they will change without you"*, said Marcel Bleustein-Blanchet. We are going to continue and accelerate this transformation.

We are working with the Management Board and the Executive Committee on a three-year program, with the aims to reach a solid growth and an improvement to margins. As repeatedly stressed over the last few years, it is the perfect harmony with continuous and constructive dialog between the Management Board and the Supervisory Board, and more precisely their respective Chairmen, that have forged the Groupe's success. I am very happy to be able to continue this tradition with Maurice Lévy. His support and advice at all stages of our transformation and the collective momentum that we have created together are a decisive strength for Publicis' present and future.

We have already said that this transformation begins with our relationship with our clients. Today, more than ever, they must reinvent themselves as they are faced with a triple challenge: to find growth in often sluggish markets, to become more competitive in the presence of new competition, and to restore confidence in their brands.

The threats to their historical businesses are multiplying. The arrival of technological platforms, new purchasing behaviors, increasingly demanding consumers,

"IN A RAPIDLY CHANGING ENVIRONMENT, WE ARE ALL CONVINCED OF THE NECESSITY TO CHANGE OUR MODEL."

the importance of social networks and lastly, the opportunities offered by large-scale data analysis are examples of an environment that has never changed as rapidly and as profoundly. Those with the tools to adapt will take advantage of it, while the others will meet considerable difficulties.

Building on our long-term relationships with our clients, we are convinced that to succeed, they will need to build a customized relationship with each consumer, on a wide scale. The aim is to deliver the right message, to the right person, at the right time, *via* the right support and at all stages of the path for a very large number of consumers. What was for decades the "Holy Grail" of clients, is today at hand. And while certain of our clients have started to reallocate their investments to reach it, Publicis Groupe is today a unique partner in this quest. By positioning ourselves at the crossroads of marketing and the digital transformation, the Groupe now makes this interactivity at each moment with each consumer possible and tangible, by connecting technology, content and data.

Technology, because it is the essential tool that will allow our clients to overcome their challenges. Digital technologies have revolutionized the way they interact with their consumers. Since the acquisition of Sapient, we are able to offer our clients the technology and consulting solutions that they expect to reorganize their businesses and adapt to the new digital economies.

This acquisition shows its relevance day after day for our clients, and confirms that our strategic choice was the right one.

Content, because creativity has always been the main tool our clients use to differentiate themselves. This creative content goes hand in hand with technology as it is necessary to constantly adapt it to its audience. In a world where consumer experience is at the heart of all concerns, each contact with a brand, well before and well after the purchase act, is essential for convincing the consumer. And more widely, to found a community that will become the privileged way to promote loyalty.

Lastly, data because it plays an essential role in this race to increase consumer engagement. Publicis Groupe has recognized expertise in this area. We intend to develop it still further, and make the daily demonstration of the rigorous way we treat data confidentiality and respect for private life. Our new platform, Publicis People Cloud, fed by individual identifiers built by the Groupe, is at the heart of our clients' needs, offering them the possibility of making better marketing and sales decisions.

Our ability to combine these three areas of expertise – technology, content and data – is a decisive and differentiating strength. We were our clients' partner for their communications, we now intend to be the essential partner in their transformation. We will do our best to continue to merit their trust in our original businesses and acquire it in transformation expertise. 2017 has seen the initial results of this new model, with emblematic gains: P&G UK, McDonald's, Southwest Airlines, Lionsgate and L'Oréal. These victories are extremely encouraging for the next steps of our transformation.

But renewing our offer, while relevant, will not be sufficient if we wish to succeed over the long term. We must also transform our organization to meet our clients' needs, be focused on execution, and become even more efficient. Therefore, in a world of agencies still organized in holding companies, we are transforming Publicis into a platform.

Firstly, we have placed our clients at the heart of our model, and have not hesitated to break existing silos. In a functional way, 35 Global Client Leaders – and this figure will naturally increase – are today responsible for the relationship between Publicis and each of our major clients. Through this dedicated point of entry, these clients now have access to the whole range of the Groupe's skills. We intend to accelerate the development of this model, which has already shown its first results.

"WE WERE OUR CLIENTS' PARTNER FOR THEIR COMMUNICATIONS, WE NOW INTEND TO BE THE ESSENTIAL PARTNER IN THEIR TRANSFORMATION."

Using a geographical approach, we are also breaking the silos in our more significant markets. The management teams in these countries bring together the members of each Solution within the Groupe, to present an integrated offer to our existing clients and in on-going competitions, to maximize synergies and to manage resources more effectively. This proximity between our talents and their know-how has led to new ideas and innovative solutions that will enable us to continue to help our clients win in the future.

Next, we have brought together all our data, technology and content skills under the same roof, in order to develop world-class expertise in each of these areas, and help each of our clients.

"WE WANT TO REINVENT THE WAY OUR TALENTED EMPLOYEES WORK EVERY DAY AND HELP THEM INCREASE THEIR POTENTIAL."

Lastly, and this is surely the most important item, we have placed our talents at the heart of our strategy and actions. Let's call a spade a spade: Publicis is a People business and nothing would be possible without the daily commitment and generosity of our talents. This transformation is carried by the Groupe's men and women, and I want to thank them sincerely for all their efforts. Our success will be collective. And because our talents are our most precious asset in this race to innovation and reinvention through ideas, we must be even more attentive to them and constantly monitor their well-being. Therefore, this year, we have appointed a Chief Talent Officer, and over the coming months, we will redefine our training programs in an ambitious way for the benefit of all.

But we have an even greater ambition for all those who make Publicis a success every day. We want to reinvent the way our talented employees work every day and help them increase their potential by giving them the power to learn more, create more and exchange more at Publicis. For this reason, we have launched the development of Marcel, the platform serving the Groupe's employees, which will use artificial intelligence to bring our employees closer, develop their skills and better serve our clients.

Its name was chosen to honor Publicis' founder, Marcel Bleustein-Blanchet, to inject the major ideas that have built our success into our organization on a daily basis, and to attempt modestly to pursue our ambition. Could we find a better example to illustrate our desire to forge this link between our talents, our clients and our history?

ARTHUR SADOUN
Chairman and CEO of the Management Board

PUBLICIS 2020

SPRINT TO THE FUTURE

Founded in 1926, Publicis Groupe is today the third largest communications group in the world. Throughout its history and its many changes, Publicis Groupe has been guided by one absolute priority, one obsession: its clients!

Clients' needs are at the core of the Publicis business model. Companies today are faced with enormous challenges and tremendous opportunities: new technologies have transferred power to consumers, redefining ways of communicating, disrupting the landscape and the role of media, and facilitating the emergence of new competitors. Against this backdrop, Publicis is positioning itself as the partner of its clients' transformation through their communications and marketing, through their strategy and media deployment, as well as through the digital reshaping of their activities and operations.

Since 2014 and the acquisition of Sapient, the Groupe has been implementing a profound transformation and is now uniquely positioned thanks to three key differentiation points:

▶ The vision: the technology provided by Publicis.Sapient gives the Groupe the expertise to combine marketing and digital business transformation, connected with data. Thanks to its unparalleled assets, Publicis Groupe is able to engage with both chief marketing officers (CMO) and chief information officers (CIO) to help clients transform marketing and business at scale to face disruptive digital challenges.

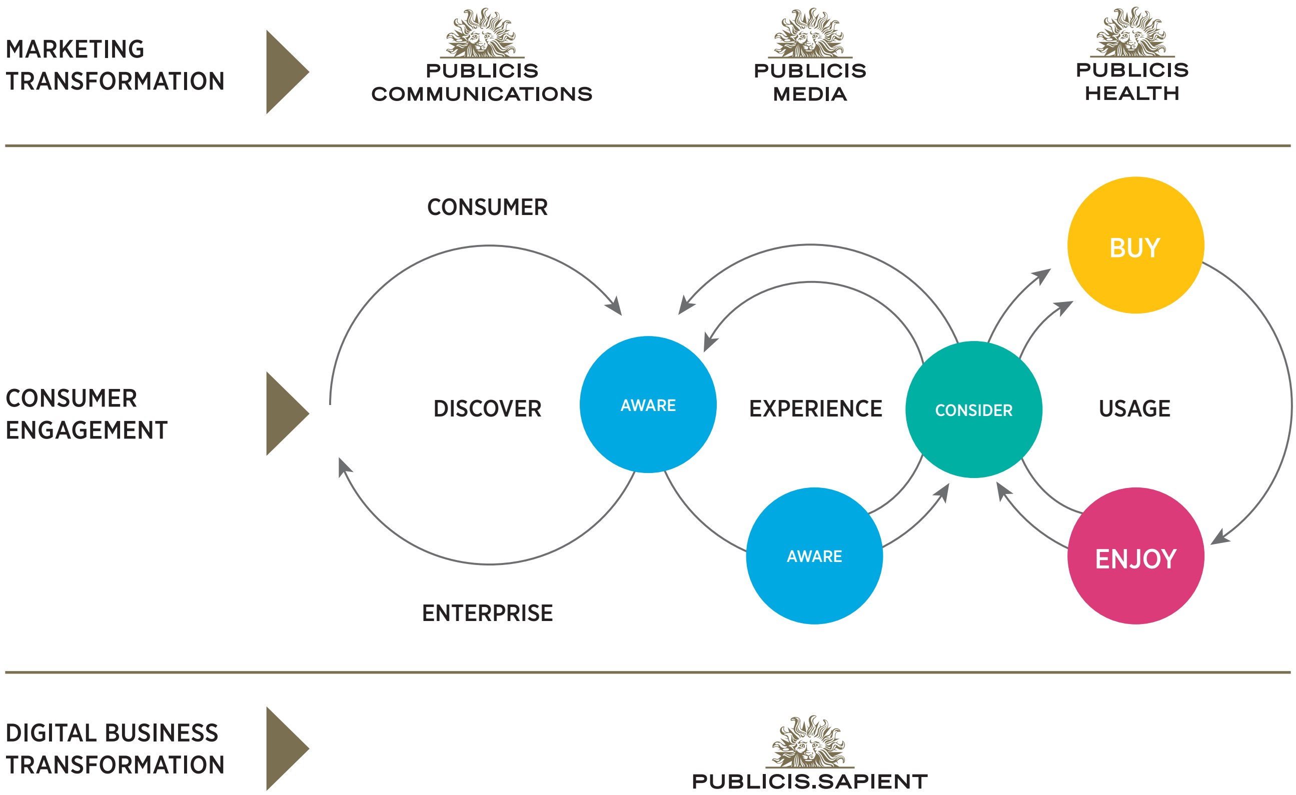
▶ The model: the Power of One gathers all the capabilities of the Groupe under one roof, putting clients at the core of the organization. It has led to the deployment of Global Client Leaders (GCL) and the implementation of the country model with one leadership and a unified executive team from all the expertise of the Groupe to break down silos and increase efficiency.

▶ The governance: the Groupe has successfully completed its management succession and has reinforced its decision-making committees, with a strong focus on executing its strategy.

The Publicis Groupe is in a position to offer a whole range of solutions to clients in its main countries: creative solutions with "Publicis Communications", media solutions with "Publicis Media", digital solutions with "Publicis.Sapient" and healthcare sector solutions with "Publicis Health". In other countries, a single structure called “Publicis One” combines all of these solutions (creative, media, digital and healthcare).

Thanks to a powerful alchemy of creativity and technology, the Groupe steers company transformations across the value chain. Publicis is there at every stage of the consumer experience to enhance its client's image and appeal: from brand discovery, which is often digital, through to the act of purchasing, online or in real stores. Digital has turned the way in which consumers and brands interact upside down: it has brought consumers closer to brands by removing the gap between image and experience. Nowadays, our clients' success lies in the harmony that they are able to create all the way along the consumer journey: all brand communications must be backed up by business excellence (quality product, distribution channel, etc.) and each business activity, particularly online, needs to have emotional added value to set it apart from its competitors.

More than ever, the transformation of companies' marketing is bound up with their digital transformation. Publicis is currently in the best possible position to become the leader of the new market born out of this convergence.



Publicis is capable of bringing its expertise to bear on all points of contact between a company's products or services and its customers. Thanks to its integrated offering (content, data analysis, technology), it can provide its clients with the Groupe's whole range of expertise as standard.

The Groupe puts its clients first. Each of its major clients, accounting for one third of the Groupe's revenue, is assigned a Global Client Leader, and has a separate income statement to help relations with different players within the Publicis Groupe flow more easily. This innovative organization enables the teams' work and use of the Groupe's know-how to be adapted to meet a client's specific requirements, with the aim of providing it with great ideas that will revolutionize its brands and its business.

The Groupe's resources are organized by country, to offer our clients the Groupe's entire range of expertise in a given market and break down walls to offer new, innovative solutions, born out of the alchemy between creativity, data and technology. The Groupe's main countries are now steered by a single Executive Committee bringing together the members of several solutions, and are managed or supervised by a single person.

WHAT YOU NEED TO KNOW...

KEY FIGURES 2017

Publicis Groupe's revenue rose to 9,690 million euro in 2017. Organic growth was +0.8%, a slight improvement on 2016. The operating margin rate represented 15.5% of the revenue, up 40 basis points over the last 12 months at constant restructuring costs. It reached to 1,505 million euro. The headline Group net income was 1,037 million euro up 2.2%.

REVENUE AND ORGANIC GROWTH

€9,601 M	€9,733 M	€9,690 M
2015 revenue	2016 revenue	2017 revenue
+1.5%	**+0.7%**	**+0.8%**

OPERATING MARGIN

Euro million and % of revenue

2017	**15.5%**	**1,505**
2016	15.6%	1,516
2015	15.5%	1,487

HEADLINE GROUP NET INCOME

Euro million

2017	**1,037**
2016	1,015
2015	992

FREE CASH-FLOW BEFORE CHANGE IN WCR

Euro million

2017	**1,287**
2016	1,261
2015	1,097

PAYOUT RATIO

In %

2017	**44.4%**
2016	41.5%
2015	36.4%

HEADLINE DILUTED EARNINGS PER SHARE

Euro

4.36	4.46	4.50
2015	2016	**2017**

Headline diluted earnings per share was 4.50 euros up 0.9%.

DIVIDEND PER SHARE

Euro

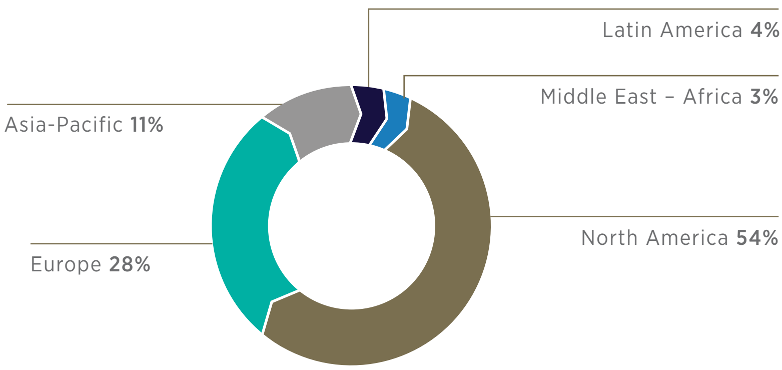
1.60	1.85	2.00
2015	2016	**2017***

The proposed dividend of 2 euros per share represents an increase of 8.1% and a 44.4% payout ratio.

** (Subject to shareholders' meeting approval of May 30, 2018)*

REVENUE BY GEOGRAPHY

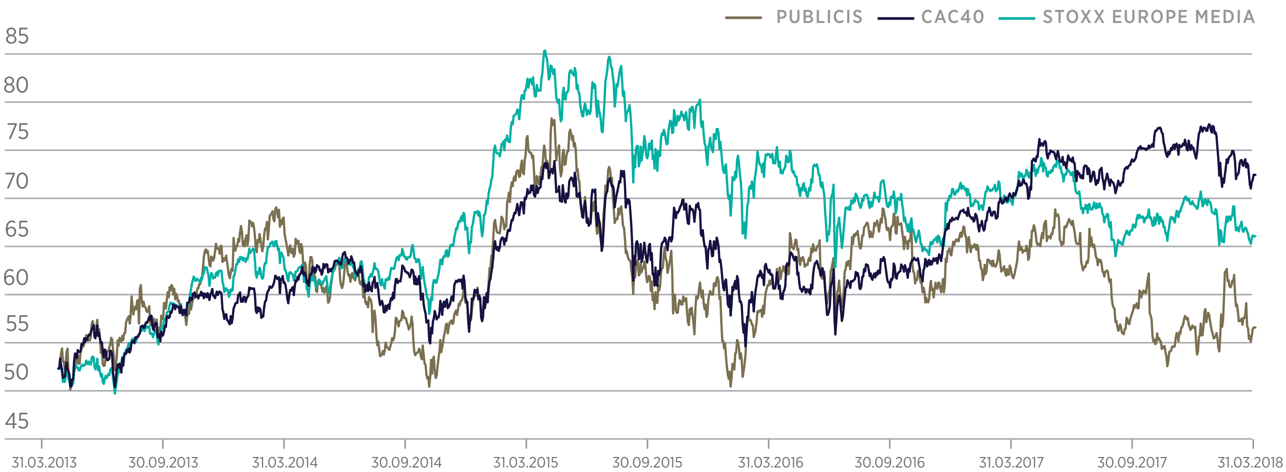
In %



In 2017, Europe organic growth stood at +1.3%. Mention should be made of the very good momentum in the UK and Italy (respectively +5.5% and +4.0%). France grew by 1.1%. However, Germany recorded negative growth of -6.9% against a very unfavorable comparable period and because of the difficult advertising market. North America organic growth was +0.5% given account losses which penalized organic growth in the first half-year. Indeed, North America shows organic growth in continuous improvement throughout the year by achieving +4.4% in Q4, with growth accelerating after +0.2% and +3.0% in Q2 and Q3 respectively. Asia-Pacific reported organic growth of -1.5%. China was down to the difficulties encountered by an agency whose sale was agreed in late 2017. The activity in Singapore and India remains strong. Latin America rose by +4.8% on an organic basis, led by Brazil and Mexico. The Middle East & Africa reported organic growth of +4.4%.

COMPARATIVE CHANGES IN SHARE PRICE OVER THE LAST FIVE YEARS

Euro



Over the last five years, Publicis Groupe shares rose by 8.2% versus +38.5% for the CAC40 Index and +26.3% for the Stoxx Europe Media Index. The last 18 months have been marked by a significant slowdown in the organic growth of all the groups in the agency sector compared to historical average growth. This slowdown reflects the difficulties advertisers are facing: a low growth environment, very high pressures on costs and a lack of brand trust. New consumer behavior and the impact of digital on the media landscape make it more difficult than ever to engage with consumers. In this context, the performance gap between Publicis Groupe – and more broadly all advertising agencies – and the CAC40 and Stoxx Europe Media indices has accelerated sharply in the last 12 months. The "Power of One" strategy and the uniqueness of Publicis Groupe's offering, based on the marketing transformation and digital business transformation connected by data, position Publicis Groupe as the best-equipped among its competitors to help its clients to face their challenges. The success of the implementation of this strategy should guarantee the creation of future value for the shareholders. The Groupe has all the assets to achieve this.

WHAT YOU NEED TO KNOW...

ABOUT GOVERNANCE AND HOW IT HAS CHANGED

On June 1, 2017, major changes occurred in the governance structure of Publicis:
- Maurice Lévy was elected Chair of the Supervisory Board.
- Elisabeth Badinter was appointed Vice-Chair of the Supervisory Board.
- Arthur Sadoun succeeded Maurice Lévy as Chair of the Management Board.

SUPERVISORY BOARD

MAURICE LÉVY
Chair of the Supervisory Board
Member of the Compensation Committee – Member of the Strategy and Risk Committee – Member of the Nominating Committee

ELISABETH BADINTER
Vice-Chair of the Supervisory Board
Chair of the Nominating Committee
Member of the Strategy and Risk Committee

SIMON BADINTER
Member of the Supervisory Board

CLAUDINE BIENAIMÉ
Member of the Audit Committee
Member of the Compensation Committee

JEAN CHAREST
Chair of the Audit Committee
Member of the Nominating Committee

MICHEL CICUREL
Chair of the Compensation Committee
Member of the Nominating Committee

SOPHIE DULAC
Member of the Supervisory Board

THOMAS H. GLOCER
Member of the Compensation Committee
Member of the Strategy and Risk Committee

MARIE-JOSÉE KRAVIS
Chair of the Strategy and Risk Committee
Member of the Nominating Committee

ANDRÉ KUDELSKI
Member of the Audit Committee

MARIE-CLAUDE MAYER
Member of the Strategy and Risk Committee

VÉRONIQUE MORALI
Member of the Compensation Committee
Member of the Audit Committee

PIERRE PÉNICAUD
Member of the Supervisory Board representing the employees
Member of the Strategy and Risk Committee

The Supervisory Board is composed of 13 members (including one member representing employees) of whom 50% are women (6/12), 50% are independent members (6/12), and 33% are foreign nationals (4/12).*

It met 6 times in 2017, with a participation rate of 96% among its members.

Detailed information concerning the members of the Supervisory Board is provided in the 2017 Registration Document in section 2.1.1.1., "Composition of the Supervisory Board on December 31, 2017".

** Pursuant to the law, the members of the Board representing employees are not taken into account for the calculation of percentages.*

CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD

The terms of office as members of the Supervisory Board of Elisabeth Badinter, Claudine Bienaimé and Michel Cicurel will expire at the end of the general shareholders' meeting of May 30, 2018.

You will be asked to vote on the re-appointment of Elisabeth Badinter, Vice-Chair of the Board.

The Board has expressed its warmest thanks to Claudine Bienaimé and Michel Cicurel for their contribution to the work of the Board and its committees.

We shall also ask you to vote on the appointment of a new independent member, Cherie Nursalim, of Indonesian nationality, Vice-Chair of GITI Group.

Publicis is constantly seeking to improve the composition of its Supervisory Board, a policy that has led to considerable changes in recent years. **The Board is determined to continue to enrich and diversify its composition so as to increase the number of independent members, and will propose new appointments at forthcoming general shareholders' meetings.**

PROPOSED RENEWAL OF APPOINTMENT

▷ RESOLUTION 6

Reappointment of Elisabeth Badinter for a 4-year term of office

Elisabeth Badinter became a member of the Supervisory Board in 1987. For more than two decades and as Chair of the Board she guided the fundamental strategic orientations of the Groupe, with the overall interests of Publicis as her priority. Elisabeth Badinter has been Vice-Chair of the Supervisory Board since June 1, 2017.

▶ We propose that you approve the reappointment of Elisabeth Badinter, Vice-Chair of the Board.

NUMBER OF SHARES HELD: 5,834,820 SHARES IN FULL OWNERSHIP AND 10,866,147 IN BARE OWNERSHIP

Elisabeth Badinter is the daughter of Marcel Bleustein-Blanchet, Publicis Groupe's founder. She is a qualified philosophy teacher, specializing in the 18th century, and has also lectured at the École Polytechnique. She keeps a close watch on changing mentalities and morals, and has authored numerous essays. She is a member of the sponsorship committee of the *Coordination pour l'éducation à la non-violence et à la paix* (Coordination for education of non-violence and peace). Elisabeth Badinter joined the Supervisory Board in 1987 and has chaired from 1996 to 2017. Elisabeth Badinter has been Vice-Chair of the Supervisory Board since June 1, 2017.

PROPOSED APPOINTMENT

▷ RESOLUTION 7

Appointment of Cherie Nursalim for a 4-year term of office

The considerable changes that have occurred in the Supervisory Board in recent years reflect the determination of Publicis Groupe to improve its governance by increasing the diversity of skills and nationalities represented on the Board.

The Board also intends to increase the number of independent members.

The appointment of Cherie Nursalim is perfectly aligned with these goals. Her expertise concerning societal and environmental responsibility and her experience in Asia and the United States will be important assets for Publicis in the context of the Groupe's transformation.

▶ We propose that you approve the appointment of Cherie Nursalim as a member of the Supervisory Board.

Born on August, 1st 1967, of Indonesian nationality, Cherie Nursalim is Chairperson of Three on the Bund and Vice-Chair of GITI Group. She was formerly a research associate at the Harvard Business School. She serves on the International and Asia Advisory Boards of Columbia University and MIT Sloan School of Management. She chairs the United Nation Global Initiative for a Sustainable Development Solutions Network for South-East Asia. She is a member of the management boards of the University of Indonesia Research Center for Climate Change and the Singapore Science Center, and also the executive board of the International Chamber of Commerce. She is a founder member of the Global Philanthropic Circle of the Synergos Institute in New York and of the United in Diversity Forum.

If you approve the 6th and 7th resolutions, the Supervisory Board will, following the general shareholders' meeting of May 30, 2018, be composed of 12 members (including an employee representative) of whom 55% will be women (6/11), 45% independent members (5/11) and 45% foreign nationals (5/11).* The Board is determined to continue to enrich and diversify its composition so as to increase the number of independent members, and will propose new appointments at forthcoming general shareholders' meetings.

** Pursuant to the law, the members of the Board representing employees are not taken into account for the calculation of percentages.*

WHAT YOU NEED TO KNOW...

ABOUT GOVERNANCE AND HOW IT HAS CHANGED

On June 1, 2017, Arthur Sadoun succeeded Maurice Lévy as Chair of the Management Board of the Groupe.

MANAGEMENT BOARD

ARTHUR SADOUN
Chair of the Management Board

ANNE-GABRIELLE HEILBRONNER
Secretary General

JEAN-MICHEL ÉTIENNE
Executive Vice-President
Groupe Chief Financial Officer

STEVE KING
CEO Publicis Media

The Management Board met 15 times in 2017.
It is assisted in its operations by 2 other comittees:

- **the Executive Committee (Management Board + 4 members).**
  It is responsible for managing the Groupe’s transformation and meets every month.
- **the Management Committee (Executive Committee + 13 members).**
  It meets on a quarterly basis and is responsible for Groupe's operations and execution of its strategy.

Detailed information concerning the members of the Management Board is provided in the 2017 Registration Document in section 2.1.1.2., “Composition of the Management Board on December 31, 2017”.

The detailed composition of the Executive Committee and Management Committee is indicated on pages 46 and 47 hereinafter among the yearly highlights.

WHAT YOU NEED TO KNOW...

RESOLUTIONS RELATING TO THE COMPENSATION OF CORPORATE OFFICERS

MODIFICATIONS TO THE LAW GOVERNING THE COMPENSATION OF CORPORATE OFFICERS

This year, the compensations paid to corporate officers are subject to a double binding vote.

Article L. 225-100 II of the French Commercial Code, derived from the so-called "Loi Sapin II", superseded the recommendations of the Afep-Medef code. While the Afep-Medef code stipulated a consultative vote, the law now requires a binding vote on compensation paid or awarded in respect of the preceding fiscal year. Moreover, the law requires a binding vote on the principles and criteria governing compensation for the current year.

▷ RESOLUTIONS 8 TO 14

VOTE ON THE ELEMENTS OF COMPENSATION AND VARIOUS BENEFITS PAID OR AWARDED IN RESPECT OF THE 2017 FISCAL YEAR (*EX-POST* VOTE)

By way of these resolutions you will be asked to approve the elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year by virtue of their office to the Chair of the Supervisory Board and the members of the Management Board, that is to:

▷ **RESOLUTION 8:** Elisabeth Badinter, Chair of the Supervisory Board until May 31, 2017.

▷ **RESOLUTION 9:** Maurice Lévy, Chair of the Management Board until May 31, 2017.

▷ **RESOLUTION 10:** Maurice Lévy, Chair of the Supervisory Board since June 1, 2017.

▷ **RESOLUTION 11:** Arthur Sadoun, Chair of the Management Board since June 1, 2017.

▷ **RESOLUTION 12:** Jean-Michel Étienne, Member of the Management Board.

▷ **RESOLUTION 13:** Anne-Gabrielle Heilbronner, Member of the Management Board.

▷ **RESOLUTION 14:** Steve King, Member of the Management Board since June 1, 2017.

These elements of compensation are set out in detail in the 2017 Registration Document in section 2.2.4.2. entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

These elements of compensation have been paid or awarded pursuant to the compensation policy approved by the general shareholders' meeting of May 31, 2017.

If the general shareholders' meeting decided not to approve these resolutions, it will not be possible to pay the variable or exceptional elements of compensation to the corporate officer concerned.

▷ RESOLUTIONS 15 TO 18

VOTE ON THE PRINCIPLES AND CRITERIA GOVERNING COMPENSATION IN RESPECT OF FISCAL YEAR 2018 (*EX-ANTE* VOTE)

By way of these resolutions you will be asked to approve the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional compensation comprising the total compensation and various benefits attributable in respect of fiscal year 2018 by virtue of their offices to the Chair and the members of the Supervisory Board as well as the Chair and the members of the Management Board, that is to:

▷ **RESOLUTION 15:** the Chair of the Supervisory Board.

▷ **RESOLUTION 16:** the other members of the Supervisory Board.

▷ **RESOLUTION 17:** the Chair of the Management Board.

▷ **RESOLUTION 18:** the other members of the Management Board.

These principles and criteria are set out in the 2017 Registration Document in sections 2.2.1.2. entitled "Principles and criteria governing the compensation of the Chair of the Supervisory Board", 2.2.1.1. entitled "Principles and criteria governing the compensation of the members of the Supervisory Board" and 2.2.3.1. entitled "Principles and criteria governing the compensation of the members of the Management Board". If a new Management Board were to be appointed or if a new member joined the Management Board, the principles and criteria laid down in the compensation policy for the Management Board (see section 2.2.3.1) would be applicable.

If the general shareholders' meeting decided not to approve these resolutions, compensation would be determined on the basis of compensation attributed for the previous fiscal year.

WHAT YOU NEED TO KNOW...

ATTENDING THE GENERAL MEETING

All shareholders, regardless of the number of shares held and the way in which they are held (as registered or bearer shares) are entitled to participate in the General Meeting, provided that their shares have been registered in an account in their name by the second working day before the General Meeting, i.e. by **May 28, 2018 at 0:00** (Paris time).

▶ IF YOU WISH TO ATTEND THE GENERAL MEETING IN PERSON

SHAREHOLDERS HOLDING REGISTERED SHARES:

You will be admitted to the General Meeting on presentation of your admission card, obtained from CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, or go to the "Shareholders without cards" counter.

SHAREHOLDERS HOLDING BEARER SHARES:

Ask your authorized financial intermediary to issue a certificate of participation *(attestation de participation)* and to send it with the request for an admission card to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France. It needs to receive this request, duly completed, by **May 23, 2018 at the latest.**

If you have not received an admission card, you must go to the "Shareholders without cards" counter on the day of the General Meeting and present your investment certificate issued on **May 28, 2018 at the latest.** You will need to request this certificate from your financial intermediary in advance.

▶ IF YOU ARE UNABLE TO ATTEND THE GENERAL MEETING (IN PERSON)

Two options are avalaible:

Vote using the paper voting form

SHAREHOLDERS HOLDING REGISTERED SHARES:

You will automatically receive this form with the notice of the meeting sent by CACEIS Corporate Trust.

SHAREHOLDERS HOLDING BEARER SHARES:

You will need to request this form from your financial intermediary or CACEIS Corporate Trust.

Please return it, duly completed and signed, to be received by CACEIS Corporate Trust by **May 27, 2018 at the latest.**

Vote by Internet

The secure website, VOTACCESS, allowing you to vote prior to the General Meeting, will be open from **May 9, 2018 at 8 a.m.** Paris time.

You may vote or appoint a proxy by Internet prior to the General Meeting until **May 29, 2018 at 3 p.m.** Paris time. However, we recommend that you do not wait until the last minute to log in to the website, due to the time needed to receive certain pieces of information required for the login procedure.

SHAREHOLDERS HOLDING REGISTERED SHARES:

If you wish to vote by Internet, request an admission card or appoint or remove a proxy online prior to the General Meeting, please visit the dedicated secure website for the General Meeting and log in to the OLIS Shareholder website, at: https://www.nomi.olisnet.com.

- if you have already created an account: click on "Access my account";
- if it is your first visit: click on "First-time log in".

Follow the on-screen instructions to connect to the dedicated secure website for the General Meeting, VOTACCESS, then vote or appoint or remove a proxy. You will need to use the ID code found in the top right hand corner of the paper voting form sent to you, located below the box reserved for the Company's use only.

SHAREHOLDERS HOLDING BEARER SHARES:

Not all shareholders holding bearer shares may vote online. Your account manager must have signed up to the dedicated secure website for the General Meeting, VOTACCESS. If your account manager has not signed up for the VOTACCESS service, you must vote using the paper form or attend the meeting in person.

If your account manager is connected to the dedicated secure website for the General Meeting, VOTACCESS, log in to your account manager's Internet portal using your normal access codes. Click on the icon that appears on the line for Publicis Groupe S.A. shares and follow the on-screen instructions to access the dedicated secure website for the General Meeting, VOTACCESS.

COMBINED ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF MAY 30, 2018

▶ ORDINARY GENERAL SHAREHOLDERS' MEETING:

▷ Approval of the corporate financial statements for fiscal year 2017 (1st resolution);

▷ Approval of the consolidated financial statements for fiscal year 2017 (2nd resolution);

▷ Allocation of net income for fiscal year 2017 and declaration of dividend (3rd resolution);

▷ Option for payment of dividend in cash or shares (4th resolution);

▷ Special report of the Statutory Auditors on related-party agreements referred to in Article L. 225-86 of the French Commercial Code (5th resolution);

▷ Reappointment of Elisabeth Badinter to the Supervisory Board (6th resolution);

▷ Appointment of Cherie Nursalim to the Supervisory Board (7th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Elisabeth Badinter, Chair of the Supervisory Board until May 31, 2017 (8th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, Chair of the Management Board until May 31, 2017 (9th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, Chair of the Supervisory Board since June 1, 2017 (10th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Arthur Sadoun, Chair of the Management Board since June 1, 2017 (11th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Jean-Michel Étienne, member of the Management Board (12th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Anne-Gabrielle Heilbronner, member of the Management Board (13th resolution);

▷ Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Steve King, member of the Management Board since June 1, 2017 (14th resolution);

▷ Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Supervisory Board in respect of the 2018 fiscal year (15th resolution);

▷ Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to members of the Supervisory Board in respect of the 2018 fiscal year (16th resolution);

▷ Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Management Board in respect of the 2018 fiscal year (17th resolution);

▷ Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to members of the Management Board in respect of the 2018 fiscal year (18th resolution);

▷ Authorization to be granted to the Management Board entitling the Company to trade in its own shares (19th resolution).

▶ EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING:

▷ Delegation of authority to be granted to the Management Board to decide to issue ordinary shares in the Company, and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, with preferential subscription rights maintained (20th resolution);

▷ Delegation of authority to be granted to the Management Board to decide to issue, in the form of a public offering, ordinary shares in the Company and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights (21st resolution);

▷ Delegation of authority to be granted to the Management Board to decide to issue, in the form of a private placement, ordinary shares in the Company, and/or securities governed by Articles L. 228-92 paragraph 1 and L.228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights (22nd resolution);

▷ Delegation of authority to be granted to the Management Board to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, by up to 15% of the original issue carried out in pursuance of the 20th to 22nd resolutions put before this general shareholders' meeting (23rd resolution);

▷ Authorization to be granted to the Management Board to determine the issue price of securities to be issued, in the case of capital increases without preferential subscription rights, by public offering or by private placement, within the limit of 10% of the capital *per annum* (24th resolution);

▷ Delegation of authority to be granted to the Management Board to decide to increase the share capital by capitalizing reserves, net income, premiums or other funds (25th resolution);

▷ Delegation of authority to be granted to the Management Board to decide to issue ordinary shares in the Company and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in the event of a public offering initiated by the Company (26th resolution);

▷ Authorization to be granted to the Management Board for the purpose of allotting new or existing shares, free of charge, to eligible employees and/or corporate officers of the Company, or of companies in the Group, entailing a waiver of shareholders' preferential subscription rights to the shares to be issued (27th resolution);

▷ Delegation of authority to be granted to the Management Board to decide to issue ordinary shares in the Company or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in favor of members of a Company savings plan (28th resolution);

▷ Delegation of authority to be granted to the Management Board to decide to issue ordinary shares in the Company or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in favor of certain categories of beneficiaries (29th resolution).

▶ ORDINARY GENERAL SHAREHOLDERS' MEETING:

▷ Powers to carry out formalities (30th resolution).

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

RESOLUTIONS 1 AND 2

Approval of the financial statements for the 2017 financial year

PURPOSE

The 1st and 2nd resolutions ask you to approve the corporate financial statements showing a net profit of 82,349,248.98 euro, and the consolidated financial statements which show a net income of 862 million euro.

▷ RESOLUTION 1

(Approval of the corporate financial statements for fiscal year 2017)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the reports of the Management Board *(Directoire)* and Supervisory Board *(Conseil de surveillance)*, as well as the Statutory Auditors' report and the financial statements for the fiscal year ended December 31, 2017, the general shareholders' meeting approves the 2017 financial statements, which show a net income of 82,349,248.98 euro, as well as the transactions reflected in such financial statements or summarized in such reports.

▷ RESOLUTION 2

(Approval of the consolidated financial statements for fiscal year 2017)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the reports of the Management Board and Supervisory Board, as well as the Statutory Auditors' report and the consolidated financial statements for the fiscal year ended December 31, 2017, the general shareholders' meeting approves the 2017 consolidated financial statements, as submitted, which show net income of 862 million euro, as well as the transactions reflected in such financial statements or summarized in such reports.

RESOLUTION 3

Allocation of net income and declaration of dividend for the 2017 financial year

PURPOSE

In the 3rd resolution, the Management Board proposes that net income for fiscal 2017 be allocated and that you approve the payment of a dividend of 2 euros per share, i.e. an increase of 8.1% over the previous period and a payout ratio of 44.4% of headline net earnings per share (diluted). The ex-dividend date will be June 6, 2018 and the dividend will be paid on July 4, 2018. During the past three fiscal years, the dividend per share was 1.20 euro in 2014, 1.60 euro in 2015 and 1.85 euro in 2016.

▷ RESOLUTION 3

(Allocation of net income for fiscal year 2017 and declaration of dividend)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings and pursuant to the proposal of the Management Board, the general shareholders' meeting resolves:

▷ To appropriate from the income of the 2017 fiscal year amounting to 82,349,248.98 euro an amount of 187,293.52 euro for funding of the legal reserve. Following this appropriation the net remainder amounts to an amount of 82,161,955.46 euro. With the addition of retained earnings of 198,681,835.39 euro as of December 31, 2017 the distributable income amounts to an amount of 280,843,790.85 euro;

▷ To add to this distributable income an amount of 180,411,659.15 euros from the "Premium Account". The distributable total thus amounts to 461,255,450 euro;

▷ To attribute these 461,255,450 euro to dividend payments on the basis of a dividend of 2 euro per share for a total of 230,627,725 shares including treasury shares as of December 31, 2017.

The ex-dividend date shall be June 6, 2018 and the dividend shall be paid on July 4, 2018.

The amount of the dividend to which treasury shares held on the ex-dividend date are entitled shall be allocated to "Retained Earnings".

The dividend is eligible for the 40% tax reduction referred to in Article 158-3 2° of the French Tax Code *(Code général des impôts)*, for those shareholders entitled to the reduction.

The general shareholders' meeting acknowledges that the Management Board reported on the dividends paid for the past three fiscal years, as follows:

- ▷ 2014: 1.20 euro* per share with a par value of 0.40 euro each;
- ▷ 2015: 1.60 euro* per share with a par value of 0.40 euro each;
- ▷ 2016: 1.85 euro* per share with a par value of 0.40 euro each.

** Eligible for the 40% tax deduction to which individuals who are tax residents in France are entitled in pursuance of Article 158-3 2° of the French Tax Code.*

RESOLUTION 4

Option for payment of the dividend in cash or shares

PURPOSE

By adopting the 4th resolution shareholders will have the possibility of choosing between payment of the dividend in cash or in new shares. The issue price of new shares distributed as payment of the dividend shall be equal to 95% of the average closing price of Publicis Groupe S.A. shares on the Euronext regulated market in Paris over the twenty trading days preceding the date of this general shareholders' meeting, less the net amount of the dividend proposed in the 3rd resolution. Options for payment of the dividend in shares must be exercised between June 6 and June 26, 2018 inclusive. After that period, the dividend shall be paid only in cash. For shareholders opting for payment of the dividend in shares, new shares shall be delivered on the date dividends are paid in cash, i.e. July 4, 2018.

▷ RESOLUTION 4

(Option for payment of dividend in cash or shares)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the Management Board's report and found that the share capital is fully paid up, the general shareholders' meeting resolves, in accordance with Articles L. 232-18 *et seq.* of the French Commercial Code and Article 29 of the Company's Articles of Incorporation, to grant each shareholder, for the entire dividend paid out and in respect of the securities held by the shareholder, the possibility of receiving payment of the dividend either in cash or in new shares, at the shareholder's discretion.

New shares shall be fully fungible with old shares as from the date of issue and will thus confer rights to any distribution decided upon as from this date.

The issue price of shares distributed as payment of the dividend shall be set at 95% of the average closing price of Publicis Groupe S.A. shares on the Euronext Paris regulated market over the twenty trading days preceding the date of this shareholders' meeting, less the net amount of the dividend proposed in the third resolution, rounded up to the next euro cent.

Each shareholder may opt for either dividend payment method, but whichever option is chosen shall apply to the total amount of the dividend in question. Options for payment of the dividend in shares must be exercised between June 6, the ex-dividend date, and June 26, 2018, inclusive, by placing a request with the financial intermediaries authorized to pay this dividend. After that period, the dividend will be paid only in cash.

If the amount of the dividend to be paid in shares does not correspond to a whole number of shares, the shareholder may receive the next highest whole number of shares by paying the difference in cash as of the date the option is exercised, or the shareholder may receive the next lowest whole number of shares plus the difference paid by the Company in cash.

For shareholders who opt for payment of the dividend in shares, the new shares will be delivered to them on the date dividends are paid in cash, i.e. July 4, 2018.

The shareholders' meeting grants the Management Board all powers, including the right to sub-delegate its authority to all authorized persons as permitted by laws and regulations, to take the necessary measures to implement and carry out this resolution and, in particular, to set the issue price of the shares as specified above, to record the number of shares issued and the resulting capital increase, to make the corresponding amendments to the Company's Articles of Incorporation, to take all measures required to successfully complete the operation, and, more generally, to take all useful and necessary measures.

RESOLUTION 5

Statutory Auditors' special report on related-party agreements

PURPOSE

As required by law, the Supervisory Board conducted its annual review of related–party agreements entered into and authorized during previous periods and that remained in force in financial 2017. No new related-party agreement was put before the Supervisory Board in 2017. The 5th resolution asks you to acknowledge that the Statutory Auditors' special report on related-party agreements and commitments does not refer to any new agreement entered into in 2017 and not previously voted on by the shareholders' general meeting.

▷ **RESOLUTION 5**

(Special report of the Statutory Auditors on related-party agreements referred to in Article L. 225-86 of the French Commercial Code)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings and having reviewed the Statutory Auditors' special report on related-party agreements referred to in Article L. 225-86 *et seq.* of the French Commercial Code, the general shareholders' meeting approves this report which does not include any new agreement within the scope of the above-mentioned Article L. 225-86 that was not already put before the general shareholders' meeting and entered into during the 2017 fiscal year.

RESOLUTION 6

Reappointment of Elisabeth Badinter to the Supervisory Board

PURPOSE

The 6th resolution proposes that Elisabeth Badinter, whose current tenure expires at the end of this general shareholders' meeting, be reappointed to the Supervisory Board for a four-year term of office.

▷ **RESOLUTION 6**

(Reappointment of Elisabeth Badinter to the Supervisory Board)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings and having reviewed the reports of the Management Board and Supervisory Board, the general shareholders' meeting decides to reappoint Elisabeth Badinter to the Supervisory Board for a four-year term of office expiring at the end of the ordinary general shareholders' meeting convened to vote on the financial statements for fiscal year 2021.

RESOLUTION 7

Appointment of Cherie Nursalim to the Supervisory Board

PURPOSE

The 7th resolution asks you to appoint Cherie Nursalim independent member to the Supervisory Board for a four-year term of office expiring at the end of the general shareholders' meeting convened to vote on the financial statements for financial year 2021.

▷ **RESOLUTION 7**

(Appointment of Cherie Nursalim to the Supervisory Board)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings and having reviewed the reports of the Management Board and Supervisory Board, the general shareholders' meeting decides to appoint Cherie Nursalim to the Supervisory Board for a four-year term of office expiring at the end of the ordinary general shareholders' meeting convened to vote on the financial statements for fiscal year 2021.

RESOLUTION 8

Approval of the elements of compensation paid or awarded in respect of the 2017 financial year to Elisabeth Badinter, Chair of the Supervisory Board until May 31, 2017

PURPOSE

By the 8th resolution, pursuant to Article L. 225-100 II of the French Commercial Code, you are asked to approve the elements of compensation and various benefits paid or awarded in respect of the 2017 financial year to Elisabeth Badinter, Chair of the Supervisory Board until May 31, 2017.

The elements of compensation and various benefits submitted for your approval are set out in the 2017 Registration Document under section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 8

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Elisabeth Badinter, Chair of the Supervisory Board until May 31, 2017)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Elisabeth Badinter, in relation to her office as Chair of the Supervisory Board until May 31, 2017, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

RESOLUTION 9

Approval of the elements of compensation paid or awarded in respect of the 2017 financial year to Maurice Lévy, Chair of the Management Board until May 31, 2017

PURPOSE

By the 9th resolution, pursuant to Article L. 225-100 II of the French Commercial Code, you are asked to approve the elements of compensation and various benefits paid or awarded in respect of the 2017 financial year to Maurice Lévy, Chair of the Management Board until May 31, 2017.

The elements of compensation and various benefits submitted for your approval are set out in the 2017 Registration Document under section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year and submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 9

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, Chair of the Management Board until May 31, 2017)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, in relation to his office as Chair of the Management Board until May 31, 2017, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

RESOLUTION 10

Approval of the elements of compensation paid or awarded in respect of the 2017 financial year to Maurice Lévy, Chair of the Supervisory Board since June 1, 2017

PURPOSE

By the 10th resolution, pursuant to Article L. 225-100 II of the French Commercial Code, you are asked to approve the elements of compensation and various benefits paid or awarded in respect of the 2017 financial year to Maurice Lévy, Chair of the Supervisory Board since June 1, 2017.

The elements of compensation and various benefits submitted for your approval are set out in the 2017 Registration Document under section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year and submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 10

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, Chair of the Supervisory Board since June 1, 2017)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Maurice Lévy, in relation to his office as Chair of the Supervisory Board since June 1, 2017, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

RESOLUTION 11

Approval of the elements of compensation paid or awarded in respect of the 2017 financial year to Arthur Sadoun, Chair of the Management Board since June 1, 2017

PURPOSE

By the 11th resolution, pursuant to Article L. 225-100 II of the French Commercial Code, you are asked to approve the elements of compensation and various benefits paid or awarded in respect of the 2017 financial year to Arthur Sadoun, Chair of the Management Board since June 1, 2017.

The elements of compensation and various benefits submitted for your approval are set out in the 2017 Registration Document under section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year and submitted to the ordinary general shareholders' meeting in accordance for approval".

▷ RESOLUTION 11

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Arthur Sadoun, Chair of the Management Board since June 1, 2017)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Arthur Sadoun, in relation to his office as Chair of the Management Board since June 1, 2017, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting in accordance for approval.

RESOLUTIONS 12 TO 14

Approval of the elements of compensation paid or awarded in respect of the 2017 financial year to the members of the Management Board (excluding the Chair)

PURPOSE

In the 12th to 14th resolutions, pursuant to Article L. 225-100 II of the French Commercial Code, you are asked to approve the elements of compensation paid or awarded in respect of the 2017 financial year, to Jean-Michel Étienne (12th resolution) and Anne-Gabrielle Heilbronner (13th resolution) members of the Management Board, and Steve King (14th resolution), member of the Management Board since June 1, 2017.

The elements of compensation and various benefits submitted for your approval are set out in the 2017 Registration Document under section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 12

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Jean-Michel Étienne, member of the Management Board)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Jean-Michel Étienne, in relation to his office as member of the Management Board, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 13

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Anne-Gabrielle Heilbronner, member of the Management Board)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Anne-Gabrielle Heilbronner, in relation to her office as member of the Management Board, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

▷ RESOLUTION 14

(Approval of the total elements of compensation and various benefits paid or awarded in respect of the 2017 fiscal year to Steve King, member of the Management Board since June 1, 2017)

The general shareholders' meeting, pursuant to Article L. 225-100 II of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the fixed, variable and exceptional elements of compensation and the various benefits paid or awarded in respect of the 2017 fiscal year to Steve King, in relation to his office as member of the Management Board since June 1, 2017, as presented in the report on corporate governance referred to in the 2017 Registration Document, section 2.2.4.2, entitled "Elements of compensation paid or awarded to corporate officers in respect of the 2017 financial year, and submitted to the ordinary general shareholders' meeting for approval".

RESOLUTIONS 15 AND 16

Approval of the compensation policy regarding the Chair and members of the Supervisory Board in respect of the 2018 financial year

PURPOSE

A proposal is made in the 15th and 16th resolutions that, in pursuance of Article L. 225-82-2 of the French Commercial Code, you approve the principles and criteria governing the setting, apportionment and attribution of fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair (15th resolution) and members (16th resolution) of the Supervisory Board.

The principles and criteria governing the setting, apportionment and attribution of the elements of compensation and various benefits attributable to the Chair and members of the Supervisory Board and submitted for approval by the general shareholders' meeting are set out in the 2017 Registration Document under section 2.2.1.2, entitled "Principles and criteria governing the compensation of the Chair of the Supervisory Board" and section 2.2.1.1, entitled "Principles and criteria governing the compensation of the members of the Supervisory Board".

▷ RESOLUTION 15

(Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Supervisory Board in respect of the 2018 fiscal year)

The general shareholders' meeting, pursuant to Article L. 225-82-2 of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Supervisory Board, in relation to his office, as presented in the report on corporate governance referred to in the 2017 Registration Document section 2.2.1.2, "Principles and criteria governing the compensation of the Chair of the Supervisory Board".

▷ RESOLUTION 16

(Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to members of the Supervisory Board in respect of the 2018 fiscal year)

The general shareholders' meeting, pursuant to Article L. 225-82-2 of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the members of the Supervisory Board, in relation to their office, as presented in the report on corporate governance referred to in the 2017 Registration Document section 2.2.1.1, "Principles and criteria governing the compensation of the members of the Supervisory Board".

RESOLUTIONS 17 AND 18

Approval of the compensation policy regarding the Chair and members of the Management Board in respect of the 2018 financial year

PURPOSE

A proposal is made in the 17th and 18th resolutions that, in pursuance of Article L. 225-82-2 of the French Commercial Code, you approve the principles and criteria governing the setting, apportionment and attribution of fixed, variable and exceptional components constituting the total compensation and various benefits attributable to the Chair (17th resolution) and members (18th resolution) of the Management Board.

The principles and criteria governing the setting, apportionment and attribution of the elements of compensation and various benefits attributable to the Chair and members of the Management Board are set out in the 2017 Registration Document under section 2.2.3.1, entitled "Principles and criteria governing the compensation of the members of the Management Board".

▷ RESOLUTION 17

(Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Management Board in respect of the 2018 fiscal year)

The general shareholders' meeting, pursuant to Article L. 225-82-2 of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the Chair of the Management Board, in relation to his office, as presented in the report on corporate governance referred to in the 2017 Registration Document section 2.2.3.1, "Principles and criteria governing the compensation of the members of the Management Board".

▷ RESOLUTION 18

(Approval of the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to members of the Management Board in respect of the 2018 fiscal year)

The general shareholders' meeting, pursuant to Article L. 225-82-2 of the French Commercial Code, and acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, approves the principles and criteria governing the setting, apportionment and attribution of the fixed, variable and exceptional components comprising the total compensation and various benefits attributable to the members of the Management Board, in relation to their office, as presented in the report on corporate governance referred to in the 2017 Registration Document section 2.2.3.1, "Principles and criteria governing the compensation of the members of the Management Board".

RESOLUTION 19

Purchase by the Company of its own shares

PURPOSE

A proposal is made to you in the 19th resolution to renew, for a period of 18 months, the authorization granted last year to the Management Board of the Company to purchase its own shares, within the limit of 10% of its share capital, at a maximum unit price of 85 euro. However, unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities until the offering period expires. The purposes of the share buyback program are set forth in detail in the text of the resolution. They are intended in particular to cover the programs of attribution or sale of shares to Company employees and officers of the Company and/or of its Group. This authorization replaces the authorization granted by the general shareholders' meeting of May 31, 2017.

▷ RESOLUTION 19

(Authorization to the Management Board, for a period of eighteen months, entitling the Company to trade in its own shares)

Acting in accordance with the quorum and majority requirements for ordinary general shareholders' meetings, and after having reviewed the Management Board's report, and in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulation of the French Financial Markets Authority *(Autorité des Marchés Financiers, "AMF")*, Regulation (EU) No 596/2014 of April 16, 2014, Delegated Regulation (EU) 2016/1052 of March 8, 2016, and the market practices accepted by the AMF, the general shareholders' meeting authorizes the Management Board, with the right to sub-delegate its authority in accordance with legal requirements and the Company's Articles of Incorporation, to purchase or arrange the purchase of the Company's shares for the following purposes:

▷ Allotting or selling shares to employees and/or corporate officers of the Company and/or of its Groupe, in accordance with the requirements and procedures prescribed by applicable statutes and regulations, in particular as part of a plan for sharing in the Company's expansion, by allotting free shares or granting stock options, or through company savings plans or inter-company savings plans, or by any other method of compensation in shares;

▷ Delivering shares to honor obligations in connection with instruments or securities that may confer entitlement to equity rights, whether by redemption, conversion, exchange, presentation of a warrant or by any other means;

▷ Conserving and subsequently delivering shares as a means of exchange in merger or spin-off transactions or as a contribution, as payment in the case of external growth transactions;

▷ Encouraging the secondary market or liquidity of Publicis shares through the intermediary of an investment services provider acting in the name and on behalf of the Company in compliance with market practices accepted by the AMF and pursuant to a liquidity agreement complying with the code of ethics recognized by the AMF or any other applicable provision;

▷ Cancelling all or part of the shares thus acquired, in accordance with legal provisions in force, and pursuant to authorization granted by an extraordinary general shareholders' meeting.

This program is also intended to enable the Company to trade in its own shares for any other purpose that is currently authorized or may be authorized in the future by the laws and regulations in force. In such case, the Company shall inform its shareholders by issuing a press release.

The Company shall be entitled to purchase its own shares, and sell or transfer shares redeemed, directly or through an investment service provider, in one or more transactions, at any time and by any means authorized by the regulations in force, or that may come into force in the future, on regulated stock markets, multilateral trading facilities (MTFs), through systematic internalizers or over the counter, and notably by buying or selling blocks of shares (without limitation on the portion of the program that may be carried out in block transactions), sale and repurchase agreements, through takeover bids or securities exchange bids, by using option mechanisms, derivative financial instruments, warrants or, more generally, securities granting entitlement to shares in the Company. The Company may also be entitled to hold and/or cancel shares redeemed subject to authorization by an extraordinary general shareholders' meeting, in compliance with applicable regulations.

However, unless previously authorized by a general shareholders' meeting, the Management Board may not make use of the aforesaid authorization from the moment a third party makes a public offering for the Company's securities until expiry of the offering period.

The maximum number of shares that can be purchased must not at any time exceed 10% of the shares making up the share capital. This percentage shall apply to the share capital as adjusted to reflect transactions affecting the share capital carried out subsequent to this shareholders' meeting.

The total maximum amount of this authorization is set at one billion nine hundred and sixty million three hundred thirty-five thousand seven hundred and five (1,960,335,705) euro net of costs.

Pursuant to the provisions of Article L. 225-209 of the French Commercial Code, when shares are redeemed to promote liquidity in accordance with the requirements of the general regulations of the AMF, the number of shares taken into account to calculate the 10% limit is equal to the number of shares purchased, less the number of shares resold during the authorization period. Moreover pursuant to the provisions of Article L. 225-209 of the French Commercial Code the number of treasury shares held to be used for payment or exchange in merger or spin-off transactions or as a contribution shall not exceed 5% of the capital as assessed on the date of the operation. In the event that the Company avails itself of this authorization it is specified that the number of treasury shares should be taken into account so that the Company always remains within the limit of a maximum number of treasure shares equal to 10% of share capital.

The maximum unit purchase price shall be eighty-five (85) euro, excluding costs. However, this price shall not apply to share redemptions used to enable the Company to allot free shares to employees or to comply with its obligations when options are exercised.

In the event of a change in the par value of shares or any transaction having an impact on shareholders' equity, the general shareholders' meeting delegates to the Management Board the power to adjust the above-mentioned purchase price in order to take into account the impact of such transactions on the share price.

The general shareholders' meeting grants the Management Board all powers, including the right to sub-delegate its authority as permitted by laws and regulations and in accordance with the Company's Articles of Incorporation, to determine the modes and conditions of implementation, to allocate or reallocate the shares acquired to the various objectives in view in compliance with applicable laws and regulations, to execute all instruments, enter into all agreements, carry out all formalities, and, more generally, to do everything necessary to implement this resolution.

This authorization is granted for a period of eighteen months from the date of the general shareholders' meeting. This authorization cancels and supersedes the unused portion and unexpired term of the authorization previously granted by the twenty-third resolution of the Company's ordinary general shareholders' meeting of May 31, 2017.

RESOLUTIONS WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

RESOLUTION 20

Capital increase by issuing ordinary shares in the Company and/or securities that confer or may confer equity rights, with preferential subscription rights

PURPOSE

The 20th resolution proposes to renew for a period of 26 months the authorization granted to the Management Board in 2016, to increase capital by issuing, with preferential subscription rights, ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer by any means, immediately or in the future, access to ordinary shares in the Company or in a subsidiary as the case may be. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority is set at thirty million (30,000,000) euro (as in 2016). The total amount of capital increases authorized in the 21st to 26th as well as in the 28th and 29th resolutions below and in the 26th resolution approved by the general shareholders' meeting of May 31, 2017, shall be set off against this ceiling of thirty million euro. The maximum nominal amount of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at one billion two hundred million (1,200,000,000) euro (the same amount as in 2016). This amount shall apply to all debt securities issued pursuant to this authorization granted to the Management Board. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016.

▷ RESOLUTION 20

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue ordinary shares in the Company, and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, with preferential subscription rights maintained)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of Articles L. 225-129 *et seq.* of the French Commercial Code, notably Article L. 225-129-2, and Articles L. 228-91 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide, at its own discretion, to issue, on one or more occasions, in the amounts and at the times determined at its discretion, in France and abroad, in euro, in foreign currency or a unit of account set with reference to several currencies, while maintaining shareholders' preferential subscription rights, ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer by any means, immediately or in the future, at any time or at a predetermined date, access to ordinary shares in the Company or in a subsidiary as the case may be, the subscription for which may be paid in cash, by a setoff against debts, or, in part, by capitalizing reserves, net income or premiums.

The issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

2) Decides to set the following maximum authorized amounts for capital increases:

▷ The maximum nominal amount of capital increases (not including share premium) that can be carried out immediately or in the future by virtue of this delegation of authority is set at thirty million (30,000,000) euro or the equivalent thereof in any other currency or monetary unit set in reference to several currencies. The global total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority and to those granted in the twenty-first to twenty-sixth as well as in the twenty-eighth and twenty-ninth resolutions of this general shareholders' meeting, and in the twenty-sixth resolution approved by the combined general shareholders' meeting of May 31, 2017, is set at thirty million (30,000,000) euro;

▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment.

3) Decides that the maximum nominal amount of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at one billion two hundred million (1,200,000,000) euro, or the equivalent thereof in any other currency or in any monetary unit set in reference to several currencies, on the date of the issue decision. Said amount shall apply to all debt securities issued pursuant to this resolution and pursuant to the twenty-first, twenty-second and twenty-sixth resolutions put before this general shareholders' meeting, and also the twenty-sixth resolution approved by the combined general shareholders' meeting of May 31, 2017. This amount shall be independent of the amount of debt securities issued by decision of or authorization from the Management Board under Articles L. 228-40, L. 228-92 paragraph 3 and L. 228-93 paragraph 6 of the French Commercial Code.

4) In the event of the Management Board deciding to exercise this delegation of authority:
▷ Decides that shareholders shall, in proportion to the number of shares they hold, have a non-reducible preferential right to subscribe shares and securities by virtue of this resolution;
▷ Acknowledges that the Management Board may grant shareholders a reducible right to subscribe in proportion to their rights and within the limits of their subscription requests;
▷ Decides that, in pursuance of Article L. 225-134 of the French Commercial Code, in the event of the issue not being fully subscribed by virtue of non-reducible and, if applicable, reducible subscription rights, the Management Board may apply the different options legally available, in the order of its choosing, including notably by means of a public offering of all or part of the unsubscribed shares and/or securities on the French and/or foreign and/or international markets.

5) Acknowledges that any issuance decision taken in pursuance of this delegation of authority will automatically entail, in favor of holders of securities that confer or may confer equity rights in the Company, a waiver by the shareholders of their preferential right to subscribe for the shares to which such securities may confer rights.

6) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

7) Decides that the Management Board shall have all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, to implement this delegation of authority, and notably:
▷ To set the terms and conditions of capital increases and fix the dates, terms and conditions of issues to be performed by virtue of this resolution, to determine the nature and the features of the securities granting access to the Company's share capital, the modes of attribution of shares in the capital to which these securities grant rights and also the dates at which these rights of attribution may be exercised, and to modify these terms and conditions throughout the lifetimes of the said securities in accordance with applicable laws and regulations;
▷ To fix the dates of opening and closure of subscription, the price, the date from which new shares shall carry dividend rights, and the conditions and terms of payment for such shares;
▷ To decide and carry out all adjustments required to allow for the impact of such transactions on the Company's share capital, and to make all other arrangements to preserve, where applicable, the rights of holders of securities conferring equity rights in the Company or of the beneficiaries of options to subscribe or purchase shares or their right to the allocation of free shares;
▷ To acknowledge the completion of each share capital increase carried out under this delegation of authority, and to amend the Articles of Incorporation accordingly;
▷ To charge the costs, dues and fees relating to these issues to the corresponding share premiums, if it so sees fit, and appropriate from this amount the sum required to maintain the legal reserves at one-tenth of the new share capital after each issue;
▷ More generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the nineteenth resolution of the combined general shareholders' meeting of May 25, 2016.

RESOLUTION 21

Capital increase by issuing, in the form of a public offering, ordinary shares in the Company and/or securities that confer or may confer equity rights, without preferential subscription rights

PURPOSE

The 21st resolution proposes to renew for a period of 26 months the authorization granted to the Management Board in 2016, to increase capital by issuing, in the form of a public offering, without preferential subscription rights, ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer by any means, immediately or in the future, access to ordinary shares in the Company or in a subsidiary as the case may be. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority, set off against the global ceiling specified in the 20th resolution, cannot exceed nine million (9,000,000) euro (the same amount as in 2016), and the value of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution cannot exceed one billion two hundred million (1,200,000,000) euro on the date of the issue decision. This amount shall be set off against the total amount of debt securities specified in the 20th resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016.

▷ RESOLUTION 21

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue, in the form of a public offering, ordinary shares in the Company and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of Articles L. 225-129 *et seq.* of the French Commercial Code, notably Articles L. 225-129-2, L. 225-135 and L. 225-136, as well as the provisions of Articles L. 228-91 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide, on one or more occasions, in the amounts and at the times determined at its discretion, in France and abroad, in euro, in foreign currency or in any unit of account set in reference to several currencies, to issue, in the form of a public offering, ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer, immediately or in the future, at any time or at a predetermined date, access to ordinary shares in the Company or in a subsidiary as the case may be, the subscription for which may be paid in cash, by a setoff against debts, or, in part, by capitalizing reserves, net income or premiums.

The issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

2) Decides that the shares or securities referred to in this resolution shall be without preferential subscription rights. However, the Management Board may decide, in respect of all or part of the issues carried out and in pursuance of the provisions of Article L. 225-135, paragraph 5, of the French Commercial Code, to grant shareholders an irreducible and/or reducible right of priority to subscribe shares or securities, and set the terms and conditions of exercise of such rights, without creating negotiable rights. Unsubscribed shares and/or securities may be proposed, in the form of a public offering, in France and/or abroad.

3) Decides to set the following maximum authorized amounts for capital increases:

▷ The maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority is set at nine million (9,000,000) euro or the equivalent thereof in any other authorized currency or monetary unit set in reference to several currencies. This amount shall be set against the total maximum nominal amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting thirty million (30,000,000) euro, 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;

▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment.

4) Decides that the maximum par value of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at one billion two hundred million (1,200,000,000) euro, or the equivalent thereof in any other currency or in any monetary unit set in reference to several currencies, on the date of the issue decision. Said amount shall be set against the total maximum amount of debt securities set forth in paragraph 3) of the twentieth resolution put before this general shareholders' meeting, or, if applicable, set against any total maximum amount of debt securities stipulated in a resolution of similar nature that might succeed the aforesaid resolution whilst this delegation of authority remains in force.

5) Decides that if an issue is not fully subscribed, including by shareholders where applicable, the Management Board may apply one or other of the options legally available under Article L. 225-134 of the French Commercial Code, in any order at its discretion, and in particular by limiting the amount of the issue to the amount subscribed, provided the latter is equal to at least three-quarters of the issue initially decided.

6) Acknowledges that any issuance decision taken in pursuance of this delegation of authority will automatically entail, in favor of holders of securities that confer or may confer equity rights in the Company, a waiver by the shareholders of their preferential right to subscribe for the shares to which such securities may confer rights.

7) Decides that, in pursuance of Article L. 225-136 of the French Commercial Code:
▷ the issue price of shares in the Company shall be at least equal to the minimum stipulated by legal and/or regulatory provisions in force on the date of the issue, subject to correction of this amount, if applicable, to allow for any difference with the date from which the shares shall bear dividend rights,
▷ the issue price of securities conferring equity rights shall be such that the amount immediately received by the Company, increased by any further amount that may be received at a later date, where applicable, for each share in the Company issued as a result of the issuance of the aforesaid securities, is at least equal to the minimum subscription price defined hereinabove, subject to correction of this amount, if applicable, to allow for any difference with the date from which the shares shall bear dividend rights.

8) Decides that the issue(s) authorized by virtue of this resolution may be decided concomitantly with one or more issues resolved under the twenty-second resolution.

9) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

10) Decides that the Management Board shall have all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, to implement this delegation of authority, and notably:
▷ To set the terms and conditions of capital increases and fix the dates, terms and conditions of issues to be performed by virtue of this resolution, to determine the nature and the features of the securities granting access to the Company's share capital, the modes of attribution of shares in the capital to which these securities grant rights and also the dates at which these rights of attribution may be exercised, and to modify these terms and conditions throughout the lifetimes of the said securities in accordance with applicable laws and regulations;
▷ To fix the dates of opening and closure of subscription, the price, the date from which new shares shall carry dividend rights, and the conditions and terms of payment for such shares;
▷ To decide and carry out all adjustments required to allow for the impact of such transactions on the Company's share capital, and to make all other arrangements to preserve, where applicable, the rights of holders of securities conferring equity rights in the Company or of the beneficiaries of options to subscribe or purchase shares or their right to the allocation of free shares;
▷ To acknowledge the completion of each share capital increase carried out under this delegation of authority, and to amend the Articles of Incorporation accordingly;
▷ To charge the costs, dues and fees relating to these issues to the corresponding share premiums, if it so sees fit, and appropriate from this amount the sum required to maintain the legal reserves at one-tenth of the new share capital after each issue;
▷ More generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twentieth resolution of the extraordinary general shareholders' meeting of May 25, 2016.

RESOLUTION 22

Capital increase by issuing, in the form of a private placement, ordinary shares in the Company and/or securities that confer or may confer equity rights, without preferential subscription rights

PURPOSE

The 22nd resolution proposes to renew for a period of 26 months the authorization granted to the Management Board in 2016, to increase capital by issuing, in the form of a private placement (notably to the benefit of qualified investors or a limited circle of investors as referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code), the shares and securities mentioned in the 21st resolution, without preferential subscription rights. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority (set off against the global ceiling specified in the 20th and 21st resolutions) cannot exceed nine million (9,000,000) euro, and the value of securities representing debt claims against the Company that may be issued cannot exceed one billion two hundred million (1,200,000,000) euro on the date of the issue decision. This amount shall be set off against the total amount of debt securities specified in the 20th resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016.

▷ RESOLUTION 22

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue, in the form of a private placement, ordinary shares in the Company, and/or securities governed by Articles L. 228-92 paragraph 1 and L.228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of Articles L. 225-129 *et seq.* of the French Commercial Code, notably Articles L. 225-129-2, L. 225-135 and L. 225-136, as well as the provisions of Articles L. 228-91 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide, on one or more occasions, in the amounts and at the times determined at its discretion, in France and abroad, in euro, in foreign currency or in any unit of account set in reference to several currencies, to issue, in the form of an offering as referred to in section II of Article L. 411-2 of the French Monetary and Financial Code *(Code monétaire et financier)*, ordinary shares in the Company and/or securities governed by Articles L 228-91 *et seq.* of the French Commercial Code and that confer or may confer, immediately or in the future, at any time or at a predetermined date, access to ordinary shares in the Company or in a subsidiary as the case may be, the subscription for which may be paid in cash, by a setoff against debts, or, in part, by capitalizing reserves, net income or premiums.

The issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

2) Decides that the shares or securities referred to in this resolution shall be without preferential subscription rights.

3) Decides to set the following maximum authorized amounts for capital increases:

▷ The maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority is set at nine million (9,000,000) euro or the equivalent thereof in any other authorized currency or monetary unit set in reference to several currencies. This amount shall be set against the total maximum nominal amount of capital increases without preferential subscription rights authorized by this general shareholders' meeting in paragraph 3) of the twenty-first resolution (9,000,000) euro and against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), 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;

▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment;

▷ Share capital issues carried out in pursuance of this delegation of authority shall not exceed the limits established by rules and regulations applicable on the date of the issue (the current limit is 20% of share capital *per annum*);

4) Decides that the maximum par value of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at one billion two hundred million (1,200,000,000) euro, or the equivalent thereof in any other currency or in any monetary unit set in reference to several currencies, on the date of the issue decision. Said amount shall be set against the total maximum amount of debt securities set forth in paragraph 3) of the twentieth resolution put before this general shareholders' meeting, or, if applicable, set against any total maximum amount of debt securities stipulated in a resolution of similar nature that might succeed the aforesaid resolution whilst this delegation of authority remains in force.

5) Decides that if an issue is not fully subscribed, including by shareholders where applicable, the Management Board may apply one or other of the options legally available under Article L. 225-134 of the French Commercial Code, in particular by limiting the amount of the issue to the amount subscribed provided the latter is equal to at least three-quarters of the issue initially decided.

6) Acknowledges that any issuance decision taken in pursuance of this delegation of authority will automatically entail, in favor of holders of securities that confer or may confer equity rights in the Company, a waiver by the shareholders of their preferential right to subscribe for the shares to which such securities may confer rights.

7) Decides that, in pursuance of Article L. 225-136 of the French Commercial Code:
▷ the issue price of shares in the Company shall be at least equal to the minimum stipulated by legal and/or regulatory provisions in force on the date of the issue, subject to correction of this amount, if applicable, to allow for any difference with the date from which the shares shall bear dividend rights,
▷ the issue price of securities conferring equity rights shall be such that the amount immediately received by the Company, increased by any further amount that may be received at a later date, where applicable, for each share in the Company issued as a result of the issuance of the aforesaid securities, is at least equal to the minimum subscription price defined hereinabove, subject to correction of this amount, if applicable, to allow for any difference with the date from which the shares shall bear dividend rights.

8) Decides that the issue(s) authorized by virtue of this resolution may be decided concomitantly with one or more issues resolved under the twenty-first resolution.

9) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

10) Decides that the Management Board shall have all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, to implement this delegation of authority, and notably:
▷ To set the terms and conditions of capital increases and fix the dates, terms and conditions of issues to be performed by virtue of this resolution, to determine the nature and the features of the securities granting access to the Company's share capital, the modes of attribution of shares in the capital to which these securities grant rights and also the dates at which these rights of attribution may be exercised, and to modify these terms and conditions throughout the lifetimes of the said securities in accordance with applicable laws and regulations;
▷ To fix the dates of opening and closure of subscription, the price, the date from which new shares shall carry dividend rights, and the conditions and terms of payment for such shares;
▷ To decide and carry out all adjustments required to allow for the impact of such transactions on the Company's share capital, and to make all other arrangements to preserve, where applicable, the rights of holders of securities conferring equity rights in the Company or of the beneficiaries of options to subscribe or purchase shares or their right to the allocation of free shares;
▷ To charge the costs, dues and fees relating to these issues against the corresponding share premiums, and, if it deems appropriate, to deduct from share premium the amounts necessary to bring the statutory reserve to one-tenth of the new share capital resulting from each capital increase;
▷ To acknowledge the completion of each share capital increase carried out under this delegation of authority, and to amend the Articles of Incorporation accordingly;
▷ More generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-first resolution of the extraordinary general shareholders' meeting of May 25, 2016.

RESOLUTION 23

Increase in the number of shares in the event of a capital increase by up to 15% of the original issue

PURPOSE

The 23rd resolution proposes to renew for a period of 26 months the authorization granted to the Management Board, in the event of oversubscription of a capital increase with or without preferential subscription rights decided in pursuance of the 20th through 22nd resolutions put before this general shareholders' meeting, to increase the number of securities to be issued by up to 15% of the original issue within thirty days from the end of the subscription period, and at the same price as in the original issue. The nominal amount of increase in capital that may be carried out pursuant to this delegation of authority shall be set off against the global ceiling specified in the resolution on the basis of which the original issue was carried out and against the global ceiling specified in the 20th resolution and, in the event of a capital increase without preferential subscription rights, against that of the 21st resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016.

▷ RESOLUTION 23

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to increase the number of securities to be issued in the case of a capital increase, with or without preferential subscription rights, by up to 15% of the original issue carried out in pursuance of the twentieth to twenty-second resolutions put before this general shareholders' meeting)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to increase, at its own discretion, the number of securities to be issued in the event of a capital increase, with or without preferential subscription rights, decided in pursuance of the twentieth to twenty-second resolutions put before this general shareholders' meeting, within the regulatory period of time and limits in force on the date of the issue (currently within thirty days from the end of the subscription period, by up to 15% of the original issue, and at the same price as in the original issue).

2) Decides that the nominal amount of capital increases that may be carried out in pursuance of this delegation of authority shall be set against the maximum amount stipulated in the resolution by virtue of which the original capital increase is carried out, and set against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), and, in the event of a capital increase without preferential subscription rights, shall be set against the amount set forth in paragraph 3) of the twenty-first resolution (9,000,000 euro), or, if applicable, shall be 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.

3) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-second resolution of the extraordinary general shareholders' meeting of May 25, 2016.

RESOLUTION 24

Authorization to determine the issue price of securities in the Company in the context of an increase in share capital by issue, without preferential subscription rights, in the form of a public offering or private placement

PURPOSE

The 24th resolution proposes to renew the authorization granted to the Management Board in 2017, for a period of 26 months and within the limit of 10% of the share capital per year, to set the price of securities issued in the event of a capital increase decided under the 21st and 22nd resolutions by way of derogation from the price-setting provisions set forth in the aforesaid resolutions, in accordance with the conditions laid down in the text of the resolution. The nominal amount of capital increases that may be carried out by virtue of this resolution shall be set against the maximum nominal amount of capital increases, without preferential subscription rights, under the 21st resolution or under the 22nd resolution depending on whether a public offering or a private placement is involved (maximum of 9,000,000 euro in both cases), and be set against the total maximum amount stipulated in the 20th resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 31, 2017.

▷ RESOLUTION 24

(Authorization to be granted to the Management Board, for a period of twenty-six months, to determine the issue price of securities in the Company, in the case of capital increases without preferential subscription rights, by public offering or by private placement, within the limit of 10% of the capital *per annum*)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of Articles L. 225-136 paragraph 1 of the French Commercial Code, and within the limit of 10% of the share capital over a period of twelve months to be calculated from the date of issue, the general shareholders' meeting authorizes the Management Board, in the event of a capital increase decided under the twenty-first and twenty-second resolutions put before this general shareholders' meeting, to set the price of securities issued accordingly, by way of derogation from the price-setting provisions set forth in the aforesaid resolutions, in accordance with the following conditions:

The issue price of securities issued shall not be less, at the Management Board's discretion, than:

- ▷ the average price of the share on the Euronext Paris regulated market, weighted by volume, during the last trading session preceding the setting of the issue price,
- ▷ or the average price of the share on the Euronext Paris regulated market, weighted by volume, during the trading session when the issue price was set;

reduced, as applicable in either case, by a discount not exceeding 5%.

The issue price of securities other than ordinary shares shall be such that the amount immediately received by the Company, increased by any further amount that may be received at a later date, where applicable, for each share in the Company issued as a result of the issuance of the aforesaid securities, is at least equal to the minimum subscription price defined hereinabove.

The general shareholders' meeting decides that the nominal amount of capital increases that may be carried out, whether immediately or at a future date, under this authorization, shall be set off against the maximum nominal amount of capital increases, without preemptive subscription rights, authorized by this general shareholders' meeting under paragraph 3) of the twenty-first resolution or the twenty-second resolution depending on whether a public offering or an offer governed by Article L. 411-2 II of the French Monetary and Financial Code is involved (maximum of 9,000,000 euro in both cases), and against the total maximum amount stipulated in paragraph 2) of the twentieth resolution approved by this shareholders' meeting (30,000,000 euro), or against the maximum amounts set forth by resolutions of a similar nature that might replace the aforesaid resolutions whilst this delegation of authority remains in force.

The general shareholders' meeting grants all powers to the Management Board, including the right to sub-delegate its authority to all authorized persons as permitted by laws and the Company's Articles of Incorporation, to use this authorization under the conditions set forth in the resolution under which the issue is decided.

Except when previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party submits a public offering for the Company's securities and until expiry of the offering period.

The general shareholders' meeting acknowledges that, in the event of the Management Board deciding to use this authorization, the Management Board shall report back to the following general shareholders' meeting, pursuant to legal and regulatory provisions, on its use of authorizations conferred upon it by this resolution. In particular, the Management Board shall draw up an additional report, to be certified by the Statutory Auditors, specifying the final terms and conditions of the issue and providing information appraising the impact of the issue on shareholders.

The general shareholders' meeting grants this authorization for a period of twenty-six months from the date hereof.

This new authorization cancels, with immediate effect, the unused portion and unexpired term of the authorization granted under the twenty-fifth resolution approved by the extraordinary general shareholders' meeting of May 31, 2017.

RESOLUTION 25

Capital increase by incorporation of reserves, premiums, net income

PURPOSE

The 25th resolution proposes to renew for a period of 26 months the authorization granted to the Management Board in 2016, to increase the share capital by capitalizing reserves, net income, premiums or other funds whether in the form of a free shares allocation or a raising of the par value of shares or by a combination of these two methods. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority is set at thirty million (30,000,000) euro. This amount shall be set off against the global ceiling specified in the 20th resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016. It should be noted that this resolution, to be adopted, requires a simple majority.

▷ RESOLUTION 25

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to increase the share capital by capitalizing reserves, net income, premiums or other funds)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide to increase the share capital, at its own discretion, on one or more occasions, at the times of its choosing, by capitalizing reserves, net income, premiums or other funds that may be capitalized by law or in accordance with statutory provisions, followed by the creation and free allotment of new shares or by increasing the par value of existing shares, or by a combination of these two methods.

2) Decides that the fractional rights shall not be negotiable or transferable, and that the shares corresponding thereto shall be sold with the proceeds from said sale being allocated to the rights holders in accordance with the legal and regulatory provisions in force.

3) Decides that the maximum nominal amount of capital increases that can be carried out by virtue of this delegation of authority is set at thirty million (30,000,000) euro or the equivalent thereof in any other authorized currency or monetary unit set in reference to several currencies. The nominal amount of capital increases carried out in pursuance of this delegation of authority shall be set against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), 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. To this maximum amount shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment.

4) Confers upon the Management Board all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, for the implementation and successful completion of this delegation of authority, and more generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

5) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-third resolution of the extraordinary general shareholders' meeting of May 25, 2016.

RESOLUTION 26

Capital increase, without preferential subscription rights, in the event of a public offering initiated by the Company

PURPOSE

The 26th resolution proposes to renew for a period of 26 months the authorization granted to the Management Board in 2016, to increase capital by issuing ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer by any means, immediately or in the future, access to shares in the Company or in a subsidiary as the case may be, in consideration for securities tendered pursuant to any public offering involving an exchange component initiated by the Company. This delegation of authority entails a waiver by the shareholders of their preferential right to subscribe for the shares to which such securities may confer rights. The total maximum nominal amount of capital increases that may be carried out pursuant to this delegation of authority (set off against the global ceiling specified in the 20th and 21st resolutions) cannot exceed nine million (9,000,000) euro, and the value of securities representing debt claims against the Company that may be issued cannot exceed one billion two hundred million (1,200,000,000) euro on the date of the issue decision. This amount shall be set off against the total amount of debt securities specified in the 20th resolution. Unless previously authorized by the general shareholders' meeting, the Management Board may not make use of this authorization from the moment a third party makes a public offering for the Company's securities and until the offering period expires. This new authorization will replace the authorization granted by the general shareholders' meeting of May 25, 2016.

▷ RESOLUTION 26

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue ordinary shares and/or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in the event of a public offering initiated by the Company)

Acting in accordance with the quorum and majority requirements for extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, in pursuance of the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-148 and L. 228-92, of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, for a period of twenty-six months following the date of this shareholders' meeting, with the right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to decide, on one or more occasions, in the amounts and at the times determined at its discretion, in France and abroad, in euro, in foreign currency or in any unit of account set in reference to several currencies, to issue ordinary shares in the Company and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code and that confer or may confer, immediately or in the future, at any time or at a predetermined date, access to ordinary shares in the Company or in a subsidiary as the case may be, in consideration for securities tendered pursuant to any public offering involving an exchange component initiated by the Company with respect to the securities of another company whose shares are admitted to trade on one of the regulated markets referred to in Article L. 225-148 of the French Commercial Code, or any other transaction governed by a foreign law (as, for example, an Anglo-Saxon reverse merger) having the same effect as a public exchange offering initiated by the Company with respect to securities complying with the conditions referred to in Article L. 225-148 of the French Commercial Code, and resolves, to the extent necessary, to cancel, in favor of the holders of such securities, shareholders' preferential right to subscribe for such shares or securities to be issued in pursuance of this delegation of authority.

The issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

2) Acknowledges that this delegation of authority will automatically entail, in favor of holders of securities issued that confer or may confer equity rights in the Company, a waiver by the shareholders of their preferential right to subscribe for the shares to which such securities may confer rights.

3) Resolves that:

▷ The maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority is set at nine million (9,000,000) euro or the equivalent thereof in any other authorized currency or monetary unit set in reference to several currencies. This amount shall be set against the total maximum nominal amount of capital increases without preferential subscription rights authorized by this general shareholders' meeting in paragraph 3) of the twenty-first resolution (9,000,000) euro and against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), 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;

▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment.

4) Decides that the maximum par value of securities representing debt claims against the Company that may be issued immediately or at a future date by virtue of this resolution is set at one billion two hundred million (1,200,000,000) euro, or the equivalent thereof in any other currency or in any monetary unit set in reference to several currencies, on the date of the issue decision. Said amount shall be set against the total maximum amount of debt securities set forth in paragraph 3) of the twentieth resolution put before this general shareholders' meeting, or, if applicable, set against any total maximum amount of debt securities stipulated in a resolution of similar nature that might succeed the aforesaid resolution whilst this delegation of authority remains in force.

5) Decides that the Management Board may not, unless previously authorized by a general shareholders' meeting, make use of this delegation of authority from the moment a third party makes a public offering for the Company's securities and until expiry of the offering period.

6) Decides that the Management Board shall have all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, to implement this delegation of authority, and notably:

▷ To determine the exchange ratios and, if applicable, the amount of any cash component, and to certify the number of securities tendered pursuant to the exchange;

▷ To set the dates, issue conditions, and in particular the price and date, which may be retroactive, from which the new ordinary shares shall carry dividend rights and/or, if applicable, the terms and conditions of securities conferring access to ordinary shares in the Company, whether immediately or at a future date;

▷ To decide and carry out all adjustments required to allow for the impact of such transactions on the Company's share capital, and to make all other arrangements to preserve, where applicable, the rights of holders of securities conferring equity rights in the Company or of the beneficiaries of options to subscribe or purchase shares or their right to the allocation of free shares;

▷ More generally, to enter into all agreements, take all measures required to successfully complete any authorized transaction, and to acknowledge the completion of each share capital increase carried out thereunder, and to amend the Articles of Incorporation accordingly.

This authorization cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-fourth resolution of the extraordinary general shareholders' meeting of May 25, 2016.

RESOLUTION 27

Free allotment of shares to employees and corporate officers

PURPOSE

The 27th resolution authorizes the Management Board, for a period of 38 months, to freely allot new or existing ordinary shares to beneficiaries to be determined by the Management Board pursuant to the law. The total number of shares allotted free of charge shall not exceed 3% of the share capital of the Company on the date of the Management Board's decision to allot such shares.
The allotment of shares pursuant to this authorization is conditional upon at least two performance standards determined by the Management Board at the time of its decision to allot such shares. Eligible corporate officers of the Company may be allotted shares provided that at least two performance standards are satisfied over a period of at least three years. The number of shares allotted to them cannot exceed 0.3% of the Company's share capital, this number being offset against the ceiling of 3% of the capital specified above. Allotment of free shares to members of the Management Board shall be subject to the prior decision of the Supervisory Board.
The allotment of Company shares to beneficiaries shall become definitive after a period of three years, without any compulsory lock-up period.
This authorization entails as of right for the beneficiaries of allotment of new shares a waiver of the preferential right to subscribe to ordinary shares that are issued as and when the definitive allotment of shares takes place.

▷ RESOLUTION 27

(Authorization to be granted to the Management Board, for a period of thirty-eight months, for the purpose of allotting new or existing shares, free of charge, to eligible employees and/or corporate officers of the Company, or of Groupe companies, entailing a waiver of shareholders' preferential subscription rights to the shares to be issued)

Acting in accordance with the quorum and majority requirements of extraordinary general shareholders' meetings, and having reviewed the Management Board's report and the Statutory Auditors' special report, and pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Authorizes the Management Board to allot new or existing ordinary free shares in the Company, in one or more transactions, to beneficiaries to be determined by said Management Board from among all or certain employees, or certain categories of employees, and/or all or certain eligible corporate officers (within the meaning of Article L.225-197-1 II paragraph 1 of the French Commercial Code) of the Company or of French or foreign companies or Economic Interest Groupings affiliated with the Company in accordance with the provisions of Article L. 225-197-2 of the French Commercial Code;

2) Resolves that the total number of free shares in the Company that may be allotted pursuant to this resolution shall not represent more than 3% of the Company's share capital on the date of the Management Board's decision to allot such shares; it being specified that the Management Board shall have the power to modify the number of shares allotted, within the limit of the aforementioned maximum of 3%, in connection with transactions involving the Company's capital occurring during the vesting period mentioned in 7 below, such that beneficiary rights are preserved;

3) Expressly makes the shares allotted pursuant to this authorization conditional upon at least two performance standards determined by the Management Board at the time of its decision to allot such shares. It is also specified that the Management Board may, as applicable, allot shares to all employees, provided the shares attributed are conditional upon at least two performance standards being reached;

4) Resolves that eligible corporate officers *(dirigeants mandataires sociaux)* of the Company may be allotted shares pursuant to this authorization, as permitted by law, provided (i) that definitive acquisition of the shares allotted is made conditional upon at least two performance standards determined by the Management Board at the time of its decision to allot such shares and measured over a period of at least three years, and (ii) that the shares allotted to such corporate officers do not exceed 0.3% of the Company's share capital as recorded on the date of the Management Board's decision to allot such shares (subject to the possible adjustments mentioned above);

5) The allotment of free shares to members of the Management Board shall be previously decided by the Supervisory Board which shall determine the lock-up period applicable to such executives in pursuance of Article L. 225-197-1, II paragraph 4 of the French Commercial Code;

6) Resolves that the Management Board may, in particular as an exception to the foregoing, adapt the performance standards to the Groupe's new configuration under exceptional circumstances in which the Groupe's scope of consolidation is substantially affected due to a merger, change of control, acquisition or sale;

7) Decides that the allotment of Company shares to beneficiaries will become definitive at the end of a minimum vesting period of three years without any compulsory lock-up period, except in the event of a disability of the beneficiary corresponding to classification in the second or third category under Article L. 341-4 of the French Social Security Code *(Code de la Sécurité sociale)*, in which case the share allotment shall become definitive immediately. The Management Board shall have the right to modify the vesting period and, if applicable, to determine a lock-up period at the time of each decision to allot shares;

8) Decides that, if the allotment pertains to new shares, the Management Board may carry out capital increases by capitalizing reserves or share premium, and may also set the dates from which new shares shall carry dividend rights and may deduct from available reserves and share premium the amounts necessary to bring the statutory reserve to one-tenth of the new share capital resulting from such capital increases;

9) Grants the Management Board all powers, within the above-mentioned limits and with the right to sub-delegate its authority in accordance with legal provisions, to implement this authorization;

10) Acknowledges that this authorization will automatically entail, for the beneficiaries of allotments of new ordinary shares, a waiver of their preferential right to subscribe for the ordinary shares which shall be issued as and when the definitive allotment of the shares takes place, and to any right to free ordinary shares pursuant to this authorization;

11) Decides that this authorization shall be valid for a period of thirty-eight months from the date of this general shareholders' meeting.

Each year, the Management Board shall inform the ordinary shareholders' meeting of all and any allotments made under this resolution, in accordance with Article L. 225-197-4 of the French Commercial Code.

RESOLUTIONS 28 AND 29

Capital increases reserved for employees

PURPOSE

The 28th resolution delegates powers to the Management Board, for a period of 26 months, to increase the capital by issuing ordinary shares and/or securities governed by Articles L. 225-91 *et seq.* of the French Commercial Code and that confer access to ordinary shares to be issued by the Company or a subsidiary, without preferential subscription rights, for the benefit of members of a Company savings plan. The maximum nominal amount of the capital increase resulting from this authorization shall not exceed 2.8 million euro (this maximum amount shall be common to capital increases carried out under the 29th resolution and shall be set against the total maximum amount stipulated in the 20th resolution). The subscription price shall be set in accordance with legal provisions in force.

The 29th resolution proposes that you delegate to the Management Board, for a period of 18 months, the authority to decide to increase the share capital by up to a maximum nominal amount of 2.8 million euro (this maximum amount shall be common to capital increases carried out under the 28th resolution and shall be set against the total maximum amount stipulated in the 20th resolution) without preferential subscription rights, reserved for certain categories of beneficiaries located outside of France, and who would not be eligible under the 28th resolution, in order to set up employee share-ownership programs for their benefit. The categories of beneficiaries are set forth in detail in the text of the resolution. The subscription price shall be set in accordance with the legal provisions in force.

These two new delegations of authority shall replace those granted by the general shareholders' meeting of May 31, 2017.

▷ RESOLUTION 28

(Delegation of authority to be granted to the Management Board, for a period of twenty-six months, to decide to issue ordinary shares or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in favor of members of a Company savings plan)

Acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the Management Board's report and the Statutory Auditors' special report, and pursuant to Articles L. 3332-1 *et seq.* of the French Labor Code *(Code du travail)*, and in pursuance of Articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board, with right to sub-delegate in accordance with legal provisions in force and the Company's Articles of Incorporation, the authority to increase the company share capital, on one or more occasions, in the conditions laid down in articles L. 3332-18 *et seq.* of the French Labor Code *(Code du travail)* by issuing ordinary shares and/or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, and that confer or may confer by any means, immediately or in the future, at any time or at a predetermined date, access to shares in the Company or in a subsidiary as the case may be, reserved to members of a savings plan in the Company or in one of the French or foreign companies affiliated therewith under the conditions of Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 *et seq.* of the French Labor Code.

The issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

2) Resolves that the maximum nominal amount of the capital increase that may be carried out pursuant to this resolution shall not exceed two million eight hundred thousand (2,800,000) euro, or the equivalent thereof in any other currency or in any monetary unit set in reference to several currencies (calculated on the date of the Management Board's decision to increase the share capital). This maximum amount shall apply to all capital increases that may be carried out pursuant to this resolution and to the twenty-ninth resolution hereinunder.

It should be noted that:

▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment;

▷ The maximum nominal amount of capital increases decided in accordance with this resolution shall be set against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), 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.

3) Resolves that the issue price of the shares issued under this authorization or the issue price of securities conferring rights to the Company's share capital and the number of shares resulting from the conversion, repayment or in general the transformation of each security conferring access to share capital shall be determined in the conditions laid down by Articles L. 3332-18 *et seq.* of the French Labor Code, applying a maximum discount of 20% to the average opening price of the Company's shares on the regulated Euronext Paris market during the twenty trading days preceding the date of the decision by the Management Board, or its delegate, setting the date at which the subscription period will start. However, the general shareholders' meeting authorizes the Management Board, if it deems appropriate, to reduce or eliminate the discount in order to take into account, *inter alia*, legal, accounting, tax and social security laws applicable locally.

4) Resolves that, pursuant to Article L. 3332-21 of the French Labor Code, the Management Board shall also be entitled to decide to allot, free of charge, new or existing shares or other securities conferring entitlement to Company shares, whether already issued or to be issued, if applicable, in lieu of the discount, provided that the financial value thereof, assessed with respect to the subscription price, does not exceed the limits imposed by Articles L. 3332-11, L. 3332-12 L. 3332-13 and L. 3332-19 of the French Labor Code and that the features of such other securities conferring entitlement to Company shares are determined by the Management Board in accordance with the requirements of applicable regulations.

5) Resolves to cancel, in favor of members of a Company savings plan, shareholders' preferential right to subscribe for the shares and/or securities that may be issued pursuant to this resolution, the said shareholders also waiving any entitlement to free shares or securities issued pursuant to this delegation of authority.

6) Also resolves that in the event of a failure by the beneficiaries to subscribe within the allotted time limits to the whole of the capital increase, the said increase shall amount only to the sum represented by the shares subscribed to and that non-subscribed shares can be offered to the beneficiaries concerned on the occasion of a subsequent increase in share capital.

7) Decides that the Management Board shall have all powers, with the right to sub-delegate its authority in accordance with legal provisions and the Company's Articles of Incorporation, to implement this delegation of authority, and notably:

▷ To set the terms and conditions of the increase in share capital and fix the dates, terms and conditions of the issues that may be carried out pursuant to this delegation of authority;

▷ To fix the opening and closing dates for subscriptions, the price, and the dates from which shares shall bear dividend rights, and the manner in which the shares shall be paid up with the time allotted for such payment;

▷ To record the successful completion of capital increases up to the amount of share capital securities or securities that may confer access to shares that is effectively subscribed and to amend the Articles of Incorporation accordingly;

▷ To charge capital increase costs, if applicable, against the share premium raised by these increases and, if it deems appropriate, to deduct from share premium the amounts necessary to bring the statutory reserve to one-tenth of the new share capital resulting from each capital increase;

▷ More generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

The general shareholders' meeting decides that this authorization shall be valid for a period of twenty-six months.

The general shareholders' meeting acknowledges that this delegation of authority cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-seventh resolution of the extraordinary general shareholders' meeting of May 31, 2017.

▷ RESOLUTION 29

(Delegation of authority to be granted to the Management Board, for a period of eighteen months, to decide to issue ordinary shares or securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, without preferential subscription rights, in favor of certain categories of beneficiaries)

Acting in accordance with the quorum and majority requirements for extraordinary shareholders' meetings, after having reviewed the Management Board's report and the Statutory Auditors' special report, and pursuant to Articles L. 225-129 *et seq.*, and notably Articles L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code, the general shareholders' meeting:

1) Delegates to the Management Board the authority with the right to sub-delegate with legal provision in force and the Company's Articles of Incorporation, to decide to increase the share capital, on one or more occasions, in the proportions and at the time of its choosing, in France or abroad, by issuing ordinary shares or securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, and that confer or may confer, by any means, immediately or in the future, at any time or at a predetermined date, access to shares in the Company or in a subsidiary as the case may be, or granting entitlement to the attribution of debt securities, (without prejudice to the exclusive powers attributed by Article L. 228-92 of the French Commercial Code to the Management Board with regard to the issuance of securities comprising debt securities), reserved to persons meeting the criteria of the categories (or of one of the categories) set forth hereinunder.

2) Resolves that the maximum nominal amount of the capital increase that may be carried out pursuant to this resolution shall not exceed two million eight hundred thousand (2,800,000) euro, or the equivalent thereof in any other currencyor in any monetary unit set in reference to several currencies (calculated on the date the Management Board or its delegatee decides to increase the share capital). This maximum amount shall apply to all capital increases that may be carried out pursuant to this resolution and to the twenty-eighth resolution hereinabove.

It should be noted that:
▷ To this ceiling shall be added, if applicable, the par value of any ordinary shares that may be issued additionally, in the event of new financial transactions, to protect the rights of holders of securities that may confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment;
▷ The maximum nominal amount of capital increases decided in accordance with this resolution shall be set against the total maximum amount set forth in paragraph 2) of the twentieth resolution put before this general shareholders' meeting (30,000,000 euro), 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.

3) Resolves to cancel, in favor of the beneficiaries designated below, shareholders' preferential right to subscribe for new shares and/or other securities that may be issued in pursuance of this resolution which shall also entail a waiver by shareholders of their preferential right to subscribe for the ordinary shares of the Company to which the securities issued in pursuance of this delegation of authority may grant entitlement, and to reserve the right to subscribe to said ordinary shares to the categories of beneficiaries meeting the following criteria:

a) employees and corporate officers, or some of the aforesaid, of the companies of the Publicis Groupe that are affiliated with the Company, as defined by Article L. 225-180 of the French Commercial Code and by Article L. 3344-1 of the French Labor Code, and whose principal offices are located outside France;

b) and/or Undertakings for Collective Investment in Transferrable Securities (OPCVM) or other employee shareholding entities, whether or not they are established as a legal entity, that invest in the Company's securities and whose unit holders or shareholders are persons referred to in sub-section a) of this paragraph;

c) and/or any bank or bank subsidiary acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons referred to in sub-section a) of this paragraph, provided that the subscriptions by the party authorized pursuant to this resolution enable the employees of foreign subsidiaries to benefit from employee shareholding or savings plans with financial advantages equivalent to those available to other employees of the Publicis Groupe.

It should be noted that systems with a leverage effect could be implemented under the terms of this resolution.

4) Resolves that the issue price of each share in the Company shall be set by the Management Board applying a maximum discount of 20% to the average opening price of the Company's shares on the regulated Euronext Paris market during the twenty trading days preceding the date of the decision by the Management Board setting the share price for subscription to the capital increase, or, in the event of a capital increase that is concomitant with a capital increase reserved for members of a savings plan, the subscription price to this latter capital increase (resolution twenty-eight hereinabove). However, the general shareholders' meeting authorizes the Management Board, if it deems appropriate, to reduce or eliminate the discount in order to take into account, *inter alia*, legal, accounting, tax and social security laws applicable locally.

5) It should be noted that the issuance of preferred shares or securities that confer the right to preferred shares is not allowed.

6) Decides that the Management Board shall have all powers, including the power of postponement, with the right to sub-delegate its authority in accordance with legal provisions,

to implement this delegation of authority, and notably:
▷ To set the issue date and price of new shares to be issued as well as all other terms and conditions including the date from which shares shall bear dividend rights, which may be retroactive, and the manner in which said shares shall be paid up;
▷ To draw up the list of persons, from among the categories defined above, to benefit by the elimination of preferential subscription rights, as well as the number of shares to be subscribed by each of these beneficiaries;
▷ To fix the opening and closing dates for subscription;
▷ To charge capital increase costs, if applicable, against the share premium raised by these increases and, if it deems appropriate, to deduct from share premium the amounts necessary to bring the statutory reserve to one-tenth of the new share capital after each capital increase;
▷ To take all necessary measures to protect the rights of holders of securities that may confer equity rights, in pursuance of legal and regulatory provisions, and, where applicable, in accordance with contractual provisions referring to other cases requiring adjustment;
▷ To take all necessary measures to carry out the issues;
▷ To certify the completion of the share capital increase in pursuance of this resolution, to issue the shares and make the corresponding amendments to the Company's Articles of Incorporation, to carry out all formalities, make all necessary declarations and request all authorizations that may prove necessary to successfully complete these issues;
▷ More generally, to enter into all agreements, take all measures and carry out all formalities required for the issues referred to hereinabove, for admission to trading on a regulated market, and for the financial servicing of the securities issued in pursuance hereof, including the exercise of all rights attached.

The delegation of authority thus granted to the Management Board shall be valid for a period of eighteen months following the date of this general shareholders' meeting.

The general shareholders' meeting acknowledges that this delegation of authority cancels, with immediate effect, the unused portion and unexpired term of the authority previously delegated pursuant to the twenty-eighth resolution of the extraordinary general shareholders' meeting of May 31, 2017.

RESOLUTION WITHIN THE POWERS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

RESOLUTION 30
Powers

PURPOSE
The 30th resolution grants the powers required to carry out legal formalities.

▷ **RESOLUTION 30**
(Powers)

The general shareholders' meeting grants all powers to the bearer of a copy or excerpts of the minutes of this shareholders' meeting for the purpose of filing all copies and carrying out all legal publications and other formalities that may be required.

KEY FIGURES AND YEAR HIGHLIGHTS

EUR million, except Per Share data and percentages	**2017**	**2016**	**2017 vs. 2016**
DATA FROM THE INCOME STATEMENT			
Revenue	9,690	9,733	– 0.4%
Operating margin before Depreciation and Amortization	1,666	1,682	
% of revenue	*17.2%*	*17.3%*	
Operating margin	1,505	1,516	– 0.7%
% of revenue	*15.5%*	*15.6%*	
Operating income	1,316	9	
Net income (loss) attributable to the Groupe	862	(527)	
Earnings Per Share	3.81	(2.36)	
Headline Earnings Per Share, diluted (1)	4.50	4.46	+ 0.9%
Dividend per share (2)	2.00	1.85	+ 8.1%
Free Cash Flow before change in working capital	1,287	1,261	+ 2.1%
DATA FROM THE BALANCE SHEET	**31 12 2017**	**31 12 2016**	
Total assets	23,780	24,896	
Groupe share of Shareholders' equity	5,956	6,055	
Net debt (net cash)	727	1,244	

(1) Net income attributable to the Groupe after elimination of impairment charges, amortization of intangibles arising from acquisitions, the main capital gains or losses, the impact of US tax reform and the revaluation of earn-out payments, divided by the average number of shares on a fully diluted basis.
(2) To be proposed to the Shareholders' Meeting of May 30, 2018.

Global economic growth continued to rise in the last quarter of 2017 and should reach close to 4% on an annual basis. There is still substantial growth acceleration in the euro zone and Japan, and the growth rate continues to surpass the 2% mark in the USA. The slowdown in the UK has become quite marked, while China is still posting growth of between 6.5 and 7%. The ongoing resilience of oil and industrial commodity prices is conducive to growth in the so-called "commodity countries" such as Brazil and Russia. The deflationary risk has almost completely disappeared and, if anything, it has been replaced by a risk of higher inflation, a clear sign of the improved economic situation. As for interest rates, despite a slight increase in late 2017 and early 2018, they remain particularly low on the whole because of growth-friendly monetary policies still in force in Europe and Japan.

In the USA, growth is still improving gradually, driven mainly by household consumption, with an 8.8% increase in consumer loans outstanding at December 31. Economic growth reached 2.3% in the third quarter, though inflation was limited to 1.6% in October. The exceptionally adverse weather conditions did not take a significant toll on the US economy. The tax cuts approved by Congress in late December probably had a positive psychological impact on households and corporations alike.

Growth in the euro zone is very much on a par with growth in the USA. The locomotive is Germany where GDP in Q3 rose by 0.8% over Q2, and by 2.8% compared with Q3 2016. All surveys – whether conducted by private (Markit) or public bodies (EU Commission, ECB) – confirm that economic growth in the euro zone is currently above the 2% mark, i.e. the region's strongest growth since the crisis. Inflation remains very low, in the region of 1.5%.

In the United Kingdom, growth has commenced a marked slowdown. GDP growth has fallen behind that of its main trading partners and stood at 1.7% in the third quarter. There are numerous further signs of the economy weakening: consumption fell 1% in December, new car sales dropped 14% in the same month (–5% over the full year 2017). Household purchasing power is down as a result of inflation which has been imported due to Sterling weakening against other currencies. Uncertainties surrounding how Brexit will be negotiated and then implemented are affecting corporate investment.

The Japanese economy is growing: GDP rose an annualized 2.1% in the third quarter, i.e. the highest growth rate in two years. Industrial output increased by 0.9% in November, and price trends are gradually being confirmed (less than 1% annual increase). Shinzo Abe's "three arrows" policy seems to have finally hit the target, leading the Bank of Japan to downscale its intervention in the capital markets.

In China, growth remains high at 6.8% for the third quarter, and annual growth should be close to the Q3 rate. The CCP's annual congress, which was held in October, confirmed the party's wish to open up the country's economy while aiming for ambitious growth with greater reliance on domestic consumption.

The firmness of oil prices was confirmed in the last quarter, and they have now surpassed the 60-dollar mark per barrel. At this level, the accelerating hike in feedstock and industrial commodity prices has boosted growth in producing countries without hindering the momentum in consuming countries. This is a good reflection of global growth but also a contributing factor at the same time.

At the time of releasing its latest forecasts in December 2017, Zenith confirmed its advertising media market growth guidance of 4.0% for 2017. By region, North America should be up 3.6% under the impetus of online advertising (+14.7%) which should account for 36% of the total media spend in 2017. Television should remain virtually stable at +0.4%. Western Europe is expected to grow by 1.5% with internet rising 8.7%. By country, France is forecast to expand by 2% (up from +1.7% in 2016). Germany has been estimated at +0.9% for 2017 (compared with +3% in 2016), the slowdown being due the TV spend falling 0.8% in 2017 – after a 3.1% increase in 2016 – as a result of a decline in the audience ratings of the main television channels. Growth should remain modest in Italy (+0.7%) and in the UK (+0.7%). The Asia-Pacific region is forecast to grow by 5.3%, with notable performances from China with +7.4% (45% of the total media spend in the Asia-Pacific region) and India with +9.7%. Japan, which accounts for 24% of media investment in the region, is expected to be up by 2.5%. Latin America is forecast to grow its spend by 2.8% due to the impact of inflation (compared with –0.6% in 2016). Brazil is forecast to increase by 1.5%, bearing in mind that the 2016 Olympic Games in Rio will be a difficult basis for comparison (+5.5% in 2016).

Publicis Groupe's consolidated revenue amounted to 9,690 million euro in 2017, a 0.4% decrease compared with 9,733 million in 2016. Growth at constant exchange rates was +1.3%. Organic growth stood at +0.8% in 2017.

The digital revolution offers numerous growth opportunities for the Groupe and its clients, but causes major upsets in relations with consumers and media players. In this context, Publicis Groupe accelerates its own transformation and intends to be the indispensable partner clients need to transform their marketing and business models. Organic growth was modest in 2017, as expected, at +0.8%. The Groupe has taken steps to stimulate growth while keeping costs under strict control. In a low-growth economic environment, Publicis Groupe is more than ever focused on solid operating margins and its ability to generate cash flow. The reorganization announced in December 2015 is aimed at a more efficient cost structure that eliminates replication. A number of cost optimization programs have either been scheduled or launched with a view to simplifying structures as the Groupe rolls out its reorganization, achieving productivity gains, improving the margins of entities that have been under-performing, reviewing its purchasing, and continuing to regionalize the Shares Services Centers (SSCs). The ERP roll-out, which began in France on July 2014, was completed in early 2017. The purpose of these optimization programs is to boost the Groupe's competitiveness while freeing up the resources needed to invest in growth, especially in the field of Digital Business Transformation.

The Operating margin totaled 1,505 million euro, down 0.7%. The operating margin rate was 15.5%, i.e. 10 basis points below 2016. At constant restructuring costs, the operating margin would have grown by 2.4% and 40 basis points respectively.

Net income attributable to the Groupe was a profit of 862 million euro, compared with a loss of 527 million euro in 2016. For the record, the 2016 result included an impairment charge of 1,440 million euro before tax.

Headline EPS (diluted) – as defined in Note 8 to the abridged consolidated annual financial statements – rose 0.9% to 4.50 euros.

At December 31, 2017, the balance sheet reported net debt of 727 million euro, compared with net debt of 1,244 million euro at December 31, 2016. Average net debt was 1,980 million euro in 2017, down from an average of 2,385 million euro in 2016.

The shareholders will be asked to approve a dividend of 2.00 euros per share at the Shareholders' Meeting on May 30, 2018. Based on Headline EPS (diluted), this represents a payout ratio of 44.4% and an 8.1% increase over the previous period. Subject to approval by the shareholders, the dividend will be payable as of July 4, 2018 either in cash or in shares, at shareholders' discretion.

▶ GOVERNANCE

Since June 1, 2017, **Maurice Lévy** has been Chairman of the Supervisory Board of which he is also a member. **Arthur Sadoun** is Chairman of the Management Board *(Directoire)* which has been reinforced by the arrival of Steve King, CEO of Publicis Media, alongside existing members Jean-Michel Étienne, Executive Vice-President, Chief Financial Officer, and Anne-Gabrielle Heilbronner, Secretary General.

Since August 24, 2017, **Anne-Gabrielle Heilbronner's** remit has been broadened to include Corporate Social Responsibility (CSR) and the Women's Forum for Economy and Society. This forum, which is headquartered in Paris and of which Publicis Groupe is majority shareholder, is the world's leading platform featuring women's views and voices on major social and economic issues. The Women's Forum is one facet of Publicis Groupe's very determined involvement in CSR. True to its values, the Groupe is promoting increasingly demanding standards in the fields of diversity, transparency as regards its practices and personal data protection, with the ambition of delivering innovative solutions that have a positive outcome for society.

Véronique Weill has joined Publicis Groupe as General Manager, in charge of Re:Sources, IT, real estate, insurance and M&A. Before joining Publicis Groupe, Véronique spent 21 years with JPMorgan, mainly in the USA where she was in charge of operations and IT at global level. In 2006, she joined AXA where, as a member of the Management Committee, she focused on operations, technology, digital, marketing and innovation. As AXA's Chief Operating Officer and subsequently Chief Customer Officer, she helped make AXA one of the world's leading insurance brands. She reports to Arthur Sadoun and sits on the Groupe's Executive Committee.

Agathe Bousquet joined the Groupe in September 2017 as President of Publicis Groupe in France. She is responsible for overseeing all of the Groupe's activities in France, bringing all of our talents to work together and integrating all our expertise in order to reinvent our relationships with our clients and reinforce our positioning as the strategic partner in their own transformation. She started her career in the non-profit sector, then occupied various positions in the Havas Group before chairing Havas Paris. She reports to Arthur Sadoun and sits on the Groupe's Management Committee.

Emmanuel André joined the Groupe in the newly-created position of Chief Talent Officer (CTO). Based in New York, Emmanuel André is in charge of talent management and recruitment, working directly with the four Solutions' CEOs and their respective CTOs who report directly to him. He also oversees all Groupe learning, training and development programs. Former International President of TBWA, Emmanuel has a track-record managing HR strategy at a global level, spanning the key areas of learning, career development, top talent recruitment and corporate culture at large. He began his career in advertising in 1993 and has worked for TBWA in Paris, Hong Kong and then New York. He reports directly to Arthur Sadoun and sits on the Groupe's Management Committee.

Carla Serrano, CEO of Publicis New York and Chief Strategy Officer at Publicis Communications, was promoted to Chief Strategy Officer of Publicis Groupe in June 2017. Throughout her career, Carla has held strategic management positions in large networks and creative agencies. Before joining Publicis, Carla was CEO of Naked NA, CSO of TBWA Chiat/DAY NY, and Chair at Berlin Cameron and Partners.

In June 2017, Publicis Groupe put in place two new management committees, in addition to its Management Board *(Directoire)*. The first is known as the **Executive Committee** and is in charge of the Groupe's transformation. It meets every month and is comprised of the following members, in addition to the members of the Management Board:

- ▷ Carla Serrano, Chief Strategy Officer, Publicis Groupe;
- ▷ Nigel Vaz, Digital Business Transformation Lead and CEO EMEA & APAC, Publicis.Sapient;
- ▷ Véronique Weill, General Manager, Publicis Groupe;
- ▷ Alan Wexler, CEO, Publicis.Sapient.

The second committee, known as the **Management Committee**, meets every quarter and oversees Groupe operations and execution of its strategy. It is comprised of the Executive Committee members plus the following:

- ▷ Valérie Beauchamp, EVP Business Development, Publicis Groupe;
- ▷ Emmanuel André, Chief Talent Officer, Publicis Groupe;
- ▷ Justin Billingsley, COO Publicis Communications;
- ▷ Agathe Bousquet, President, Publicis Groupe France;
- ▷ Gerry Boyle, CEO APAC, Publicis Media;
- ▷ Andrew Bruce, CEO North America, Publicis Communications;
- ▷ Nick Colucci, Chairman of Publicis Health and COO of Publicis Communications North America;
- ▷ Lisa Donohue, CEO, Publicis Spine;

▷ Tim Jones, CEO North America, Publicis Media;
▷ Loris Nold, CEO, Publicis Groupe APAC;
▷ Rishad Tobaccowala, Chief Growth Officer, Publicis Groupe;
▷ Alexandra Von Plato, CEO, Publicis Health;
▷ Jarek Ziebinski, CEO, Publicis One.

On September 27, 2017, Publicis Groupe announced the forthcoming appointment of **Annette King** as CEO of Publicis Groupe UK. Annette will report directly to Arthur Sadoun and will sit on the Management Committee. As CEO of Publicis Groupe UK, Annette will oversee all Groupe activities in this market, including those of Publicis Communications, Publicis Media, Publicis.Sapient and Publicis Health. She has been entrusted with implementing the Groupe's vision of becoming the partner its clients must have for their business transformation. To reach this goal she can count on the support of Steve King who has accepted the role of Executive Sponsor of Publicis Groupe in the UK. Annette will be joining Publicis Groupe after 17 years with Ogilvy Group (WPP Group) where she held eight different positions from Client Lead for American Express in the EMEA region to Managing Director of Ogilvy Interactive, and from New Business Director of OgilvyOne to her most recent position as CEO of Ogilvy Group UK.

On January 22, 2018, the Groupe announced the appointment of **Nick Law** as Chief Creative Officer of Publicis Groupe and President of Publicis Communications. As one of the industry's most progressive creative leaders, the choice of Nick Law signals Publicis Groupe's on-going commitment to creativity and technology at the service of marketing and business transformation. Nick was Global Chief Creative Officer and Vice Chairman of R/GA, the American network belonging to the Interpublic Group and specializing in the convergence of digital, technology and marketing expertise. He will oversee and inspire the entire creative community. As President of Publicis Communications, he will be tasked with developing a unified creative ethos that helps foster strong, dynamic and diverse cultures across the spectrum of the Groupe's creative brands. Nick Law will start in May 2018 when he will join the Executive Committee and he will report directly to Arthur Sadoun.

▶ GROUPE CSR POLICY

Since August 2017, diversity, CSR and the Women's Forum have been placed within the remit of Anne-Gabrielle Heilbronner, member of the Management Board and Secretary General of the Groupe, for the purposes of accelerating progress within these fields.

The Groupe has reasserted its priorities around the following main areas:

▷ Diversity: inclusion is a priority and the figures bear witness to the positive trend. Like hundreds of other companies, Publicis Groupe has signed up to CEO Action for Diversity and Inclusion which is aimed at reinforcing measures in favor of inclusive recruitment.

This ambition must be embodied in day-to-day management, in our current work on equal pay, strict application of the policy of zero tolerance with regard to discrimination and inappropriate behavior, as well as in our intention to have more women in high-ranking positions, particularly in our creative and technology teams.

Peer networks such as VivaWomen! (gender mix) and Egalité (LGBT) continued to expand with activities in a constantly increasing number of cities and countries. In 2017, the Women's Forum for the Economy and Society held events in Rome, Paris and Mexico that were attended by an unprecedented number of participants and partners.

To support staff in the various fields of business faced with deep and especially technological change, our training system has been reviewed to ensure that as many employees as possible can benefit. For 2018, the goal is to increase our efforts in all new business areas.

▷ With respect to clients, Publicis Groupe's central concern is to support them in their transformation. Creative and technological innovation are at the very heart of the projects we work on, while remaining focused on responsible marketing. However, to do that little bit more, the Groupe has decided to take part Unstereotype Alliance (under the auspices of UN Women) which aims to change representations and stereotypes in communications.

In 2017, the Groupe also revised its Responsible Procurement Program, particularly in the light of new expectations arising from the Duty of Care law, but also with a view to a more quality-driven and more accurate approach to suppliers solicited.

▷ In the field of ethics, one of the year's key focuses was our preparation for the forthcoming EU GDPR (General Data Protection Regulation). This alignment was integrated into The Spine, and as of the upstream phase in the case of IT projects. In 2017, a Groupe-wide international training program was rolled out under the stewardship of Legal Affairs whose Chief Data Privacy Officer works in conjunction with other key functions such as the Groupe's Chief Security Officer. Employee training intensified as developments unraveled in data protection and systems security.

▷ Concerning society and citizen-consumers, the Create & Impact program – which spans all *pro bono* campaigns, volunteer work and charity activities – is structured around the UN's SDGs (Sustainable Development Goals) which facilitates impact assessment. As part of the international communications sector initiative known as Common Ground, Publicis Groupe deployed its own internal mobilization plan called One Table (focusing on SDG 2 on Zero Hunger).

▷ Finally, in the environmental field, the Consume Less and Better policy became all the more ambitious that it was aligned with the objectives of the European strategy known as the 2030 Climate and Energy Framework. Publicis Groupe also continued its commitments under the French Business Climate Pledge presented at the One Planet Summit organized by France in December 2017.

▶ ACQUISITIONS AND DISPOSALS

In January 2017, Publicis Communications acquired two digital agencies *via* Leo Burnett, namely **The Abundancy** and **Ardent**. These agencies will add to Leo Burnett's arsenal of data, creative and technological capabilities. Ardent provides proprietary technology that uses search data to understand behavior and predict consumer intent, while The Abundancy applies these learnings to inform customer content. Together, these two agencies count 60 professionals who have now joined Leo Burnett under newly appointed CEO Andrew Swinand in the USA.

In July 2017, Publicis Communications announced the acquisition of **The Herd Agency**, one of Australia's most important and most awarded agencies. This acquisition enables Publicis Communications to provide its clients with a vast array of PR services including strategy, public affairs, earned media, investor relations, integrated campaigns, crisis communications, social media and marketing content. The Herd Agency has been aligned with MSLGroup in Australia.

Also in July 2017, Publicis Communications acquired **Ella Factory**, the French consulting agency specializing in corporate communications. Ella Factory was founded in January 2012 and chaired by Clément Léonarduzzi. It has been aligned with Publicis Consultants of which Clément became CEO in October 2017.

Also in July 2017, Prodigious – Publicis Communications' production platform – announced the acquisition of **Translate Plus**, a leading global supplier of language services with expertise in "transcreation". "Transcreation", which entails completely adapting the brand message of a product or advertisement to a target market, will play an integral part in our global advertising campaigns. Translate Plus was founded in 2008 and now counts 130 employees across ten international offices in London, the Netherlands, Germany, Denmark, Sweden, Italy, Bulgaria, Washington DC, China and Japan. Its client portfolio includes Mondelez, Porsche Consulting, Reckitt Benckiser, Rentalcars and Ricoh.

In September 2017, Publicis Health announced the acquisition of the **PlowShare Group**, the leading communications agency that works exclusively with humanitarian organizations and federal agencies on social issue and cause marketing campaigns. Founded more than 20 years ago, PlowShare works notably with the American Red Cross, Centers for Disease Control and Prevention, Habitat for Humanity, Make-A-Wish Foundation, March of Dimes, and the World Wildlife Fund. Headquartered in Stamford (Connecticut) with satellite offices in Atlanta, New York and Washington DC, PlowShare leverages a team of 18 full-time employees and integrates a network of external partners to provide a wide service footprint in advertising and marketing which includes media buying, creation, PR and social media among others.

In September 2017, Publicis Communications announced the acquisition of **Harbor Picture Company**, a production company specialized in advertising films for television and internet. Created seven years ago, Harbor Picture Company has been aligned with Prodigious, the Groupe's production entity.

Lastly, on December 18, 2017, Publicis Groupe reached a definitive agreement for the sale of 100% of **Genedigi** in China. As this sale is subject to authorizations to be obtained from the Chinese authorities, the sale should be finalized before the end of the first quarter of 2018.

▶ FINANCE

On March 13, 2017, Publicis Groupe entered into a share buyback agreement with an Investment Services Provider under the share buyback program authorized by the Shareholders' meeting of May 25, 2016. The buyback period extended from March 14, 2017 to June 30, 2017.

Upon expiry of the agreement period, 5,000,000 shares had been bought at an average share price of 64.69 euros per share (64.89 euros including tax on financial transactions).

▶ ANALYSIS OF CONSOLIDATED INCOME STATEMENT

REVENUE

Publicis Groupe's consolidated revenue at end December 2017 was 9,690 million euro, down 0.4% compared with 9,733 million euro at year-end 2016. Exchange rates had a 168-million euro negative impact, i.e. the equivalent of 1.7% of revenue in 2016. Net acquisitions contributed 51 million euro to 2017 revenue, i.e. the equivalent of 0.5% of 2016 revenue. Growth at constant exchange rates was +1.3%.

Organic growth was +0.8% for the full year of 2017. In a difficult context given the numerous challenges facing our clients, Publicis Groupe's organic growth was penalized by account losses of 2016 and by restructuring at SapientRazorfish. Conversely, it benefited from the growing contribution of accounts won in 2016.

ADDITIONAL INFORMATION ON REVENUE

The calculation of 2017 organic growth was made by applying the same method as for the previous fiscal years.

This calculation includes production and events operations (recorded in application of current IFRS) reclassified on a "gross" basis whilst they were originally treated as "net". No media or advertising operations were affected. The table below shows the impact of the reclassification of these contracts on a gross basis for each quarter of 2017.

The impact was modest, accounting only for 33 million euro out of a total revenue of 9,690 million euro for the full year of 2017, representing a 40 basis point impact on organic growth.

IMPACT OF RECLASSIFICATION ON REVENUE AND ORGANIC GROWTH

EUR million	Q1 2017	Q2 2017	Q3 2017	Q4 2017	12 months 2017
Revenue	2,328	2,515	2,264	2,583	9,690
Organic growth	– 1,2%	+ 0,8%	+ 1,2%	+ 2,2%	+ 0,8%
Including reclassification of contracts					
Impact on revenue	+ 23	+ 18	+ 15	– 23	+ 33
Impact on organic growth	+90bps	+80bps	+70bps	-90bps	+40bps

Additionally, it is important to note that IFRS 15 has been applied by the Groupe, as a mandatory accounting principle, as of January 1, 2018. As a result, Publicis Groupe revenue should increase by over 600 million euro, without a significant impact on results.

OPERATING MARGIN AND OPERATING INCOME

Personnel costs amounted to 5,977 million euro in 2017, down 1.4% from 6,059 million euro in 2016. At constant restructuring costs, they were down 2.1%. Fixed personnel costs stood at 5,227 million euro, i.e. 53.9% of revenue compared with 54.1% in 2016. Freelance costs totaled 374 million euro in 2017, after 444 million in 2016. Restructuring costs rose to 120 million euro in 2017 (from 73 million in 2016) as the Groupe reorganized around The Power of One which increasingly integrates structures and activities. Operational efficiency will be enhanced by the various projects in which the Groupe continues to invest (organization by country, development of production platforms, on-going regionalization of the Shared Services Centers, as well as various technological developments). In addition, investments in the Groupe's flagship expertise, particularly in terms of data and technology, will be long-term growth drivers.

Other operating costs (excluding Depreciation and Amortization) totaled 2,047 million euro, after 1,992 million euro in 2016. These costs equated to 21.1% of consolidated revenue (20.5% in 2016).

The Operating margin before depreciation and amortization was 1,666 million euro in 2017, down 1.0% from 1,682 million euro in 2016, i.e. a percentage margin before D&A of 17.2% (versus 17.3% in 2016).

Depreciation & Amortization for the year totaled 161 million euro in 2017, slightly below the level of 2016.

The Operating margin amounted to 1,505 million euro, down 0.7% from 1,516 million euro in 2016. It increased by 0.7% at constant exchange rates. The operating margin rate was 15.5%, 10 basis points below 2016 due to the increase in restructuring costs, which were not offset by the drop in other operating expenses. At constant restructuring costs, the Operating margin and operating margin rate would have increased by 2.4% and 40 basis points respectively.

The Operating margins by region were 15.3% for Europe, 16.0% for North America, 14.2% for Asia-Pacific, 16.5% for Latin America and 12.2% for the Middle East & Africa.

Amortization of intangibles arising from acquisitions totaled 73 million euro in 2017, compared with 79 million euro in 2016. The Groupe recorded a 115 million euro impairment charge in 2017, mainly concerning Genedigi and Proximedia. For the record, impairment charges reached 1,440 million euro in 2016. Other non-recurring income (expenses) netted out to a 1 million euro expense, compared with income of 12 million euro in 2016.

Operating income amounted to 1,316 million euro in 2017, after 9 million euro in 2016.

OTHER INCOME STATEMENT ITEMS

Financial income (expense), which is comprised of the cost of net debt plus other financial income and expenses, amounted to an expense of 61 million euro in 2017 (versus an expense of 74 million in 2016). The cost of net debt was 51 million euro in 2017, down from 74 million euro in 2016. Other financial income and expenses netted out to an expense of 10 million euro (0 million euro in 2016).

The revaluation of earn-out payments represented an expense of 66 million euro, after an expense of 108 million in 2016.

Income tax for the period was 312 million euro, down from 342 million euro in 2016. The 2017 tax burden included a net income of 61 million euro as a result of the impact of the US tax reform, which comprised the positive impact of the tax cut on net deferred assets (200 million euro) as well as a toll charge on reserves accumulated by subsidiaries (139 million euro). When this non-recurring element is factored out, the effective rate of tax stood at 27.2% compared with an effective rate of 29.0% in 2016.

The Associates share of profit was a loss of 5 million euro, as in 2016. Minority interests totaled 10 million euro in 2017, after 7 million euro in 2016.

Overall, Net income attributable to the Groupe amounted to 862 million euro at year-end 2017, after a loss of 527 million euro in 2016.

▶ FINANCIAL AND CASH POSITION

FREE CASH FLOW

The Groupe's free cash flow, before changes in working capital requirements, rose 2.1% to 1,287 million euro in 2017.

This indicator is used by the Groupe to measure liquidity generated by the operating activities after investments in fixed assets, but taken before acquisitions and disposals of equity interests and before financing (including the financing of working capital requirements).

GROUPE EQUITY AND NET DEBT

The Groupe's share of consolidated equity stood at 5,956 million euro at December 31, 2017, compared with 6,055 million euro at December 31, 2016. This includes the 470-million euro share buyback (net) and the payment of dividends in 2017.

Net debt stood at 727 million euro at December 31, 2017 (i.e. a Debt / equity ratio of 0.12) after 1,244 million euro at December 31, 2016. The swing in the net financial situation was mainly due to operating cash flow generation in the context of limited investment activity. The Groupe's average net debt in 2017 was 1,980 million euro, down from an average of 2,385 million euro in 2016.

Overall, the Groupe's cash position net of positive bank balances increased by 177 million euro in 2017, after a 550 million euro increase in 2016.

Given its cash position and its confirmed unused credit lines amounting to 5,085 million euro at December 31, 2017, the Groupe has the necessary cash resources to meet its operating requirements and investment plan over the next 12 months.

In order to manage its liquidity risk, Publicis has substantial cash and cash equivalents amounting to 2,407 million euro and confirmed unused credit lines amounting to 2,678 million euro as of December 31, 2017. The main component of these credit lines is a multi-currency syndicated facility in the amount of 2,000 million euro, maturing in 2020. These immediately available or almost immediately available amounts allow the Groupe to pay its financial debt maturing in less than one year (including non-controlling interests buyout commitments) for 364 million euro.

▶ PUBLICIS GROUPE S.A. (PARENT COMPANY)

Operating income totaled 82 million euro in 2017, compared with 31 million euro in 2016. This includes revenue – entirely comprised of rental income and fees for services to the

Groupe's subsidiaries – reversals of provisions and expense transfers. The increase in the latter item (expense transfers), which was quite substantial in 2017, was due to the re-invoicing of entities that attributed free shares and stock options under certain free share programs, which were more numerous than in previous years. This increase in expense transfers is counterbalanced by Personnel costs, item under which the cost of these programs is carried.

Financial income totaled 188 million euro for the period, after 361 million euro in 2016. This shortfall is mainly due to dividends received from subsidiaries which amounted to 72 million euro in 2017, down from 215 million euro in 2016.

Operating expenses amounted to 84 million euro in 2017, up from 30 million euro the previous year, this increase being mainly attributable to the above-mentioned programs which were entirely re-invoiced.

Financial expenses totaled 153 million euro, after 158 million in 2016.

Pre-tax profit from recurring operations was 34 million euro in 2017, compared with 203 million in 2016.

After inclusion of a 49-million euro income tax credit resulting from tax consolidation in France and the cancellation of tax on dividends, Publicis Groupe S.A., the Groupe's parent company, posted a profit of 82 million euro at December 31, 2017 after a profit of 220 million euro at December 31, 2016.

▶ OUTLOOK

Though 2017 was another challenging year for the industry, it highlighted once again the Groupe's ability to fight on several fronts at the same time, namely to deliver the results expected of it while transforming. Organic growth improved throughout 2017, as did the operating margin (at constant restructuring costs). The proposed dividend of 2 euros represents an 8.1% increase and is a reflection on the Groupe's confidence about the future. The Groupe's transformation is ongoing and has accelerated, and the new model built by Publicis Groupe demonstrates its attractiveness, shown through the arrival of new talents and new business.

With its strategy and its execution plan 'Sprint to the future", Publicis Groupe aims to deliver greater value to shareholders through accelerated Headline diluted EPS growth over 2018-2020 resulting from three levers:

▷ accelerated organic growth,
▷ improved margins,
▷ bolt-on acquisitions.

The objective is to accelerate organic growth in 2018-2020 with the ambition of achieving +4% by 2020, i.e. an additional 900 million euro over the next three years

Publicis Groupe is also aiming to increase its operating margin rate by 30 to 50 basis points per annum until 2020. This objective includes a 450-million euro cost savings plan fully aligned with the Groupe's strategy. A dedicated execution plan for this program has been set up, with a governance team, one leader for each workstream and one sponsor from the Groupe's Executive Committee.

This cost savings plan will serve to fund a 300-million euro operational investment plan spanning 2018-2020, a plan that is primarily dedicated to the Groupe's talent through hiring, training, development and re-skilling.

In the context of the Groupe's own transformation, Publicis Groupe needs to expand its capabilities in data, dynamic creativity and digital business transformation. The Groupe may also add some acquisitions to complete its geographical footprint. Publicis Groupe therefore anticipates the investment dedicated to a bolt-on acquisition plan could amount to 300 to 500 million euro per year over 2018-2020. Over the years, Publicis Groupe has demonstrated its financial discipline on acquisitions, and, the Groupe expects the incremental profit from those acquisitions to contribute to enhance Headline diluted EPS growth over the period. The Groupe would sustain shareholder value creation through the implementation of a share buyback program, should the amount spent in acquisitions be at the lower end of the plan.

Publicis Groupe aims to deliver an accelerated 5% to 10% Headline diluted EPS growth per annum over the next 3 years, at constant currencies, thanks to continuous organic growth improvement, margin expansion and contribution of acquisitions to earnings.

Free cash flow generation is expected to remain strong and Publicis Groupe's balance sheet will remain solid. With a dividend pay-out of circa 45%, dividend growth is due to accelerate over the next 3 years.

Stronger financial performance will position Publicis Groupe as the market leader in marketing and digital business transformation.

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