

COMPLEMENTARY INFORMATION

Retention contract for the Chairman of the Management Board

It seems important to us to detail the specific context and conditions under which a five-year retention contract would be put in place in 2023 for Mr. Arthur Sadoun in the interest of the company and all stakeholders.

- An examination of comparative performance on all essential items, both professional and financial, shows that Publicis Group outperforms all its competitors. This gap, visible since the end of the sanitary crisis, has become even more evident after a record year 2022. All indicators show a clear difference with all competitors and in particular on organic growth, margin and new customer gains. The natural consequence is reflected in the share price and valuation of the Group.
- These results are not coming from a fortunate chance but stem from the implementation of a precise strategy in the service of a vision of the Group's businesses, served by judicious investments made in anticipation of market changes, a well-oiled organization, all deployed effectively for years and carefully executed by an outstanding team under exceptional leadership. It is now that the results are visible and attract the attention of the market.
- In our industry as in no other, Talent are at the heart of success, and it is common knowledge that great talent is rare and the higher you go in the hierarchy of companies, the rarer and more visible they are. A strong specificity of our industry is that only a leader from the core business is legitimate and able to take the leading role and succeed. It is clear, and this is clear from the review by the Supervisory Board, that there is currently a large talent gap in the market at this level, which explains why very best Talent is in high demand. It is therefore important to preserve the rich pool of Publicis' Talent, especially the first of our Talent.
- In addition, the success of any company is based on a long-term strategy served by long-term management teams. Publicis is an example that has known only 3 leaders in nearly a hundred years of existence: the founder, Mr. Marcel Bleustein-Blanchet for 60 years, Mr. Maurice Lévy for 30 years and Mr. Arthur Sadoun since 2017. The transition made at Publicis is unique in our sector, it is considered by the entire market as one of the most successful, if not exemplary. We know what a difficult task this is, requiring long and slow learning and considerable effort from all stakeholders. To pay off, this effort must be continued over time. In the current circumstances of greater post-Covid scarcity, there is even an urgency to protect the company and its Talent.
- The Board, in view of the particular market context, aware of the uniqueness of our industry and anxious to act without delay in the interest of the company and all its stakeholders, also taking into account the remarks made by some shareholders, has decided to set up in 2023 a five-year retention contract for Mr. Arthur Sadoun, who has become an indisputable leader in our industry, to ensure that he remains at the helm of the company for a long period of time. This contract covers a period of five years; it is not intended to be renewed automatically
- Given the scarcity of talent, its eminently strategic nature in the industry in which Publicis operates, the shortage of international leaders, the challenges of growth and performance, this measure appeared necessary to the Supervisory Board and is in the interest of all stakeholders: the company in the first place, the company's clients and employees and of course the shareholders. The Chairman of the Board even considers that it is indispensable especially if we compare the Group with the situation of Publicis' most direct competitors and the remuneration practices in force for their managers in the Anglo-Saxon world.
- The Compensation Committee and the Board carefully designed the mechanism likely to achieve the objective pursued of retention and considered that the sum fixed and its



unwinding in shares were the relevant, sufficient and fair elements in order to retain Mr. Arthur Sadoun at the head of Publicis over time. The difference between the compensation practices of a company headquartered in France compared to its main competitors based in the United States is such that it was important to have a mechanism to secure the main manager, especially since more than 60% of Publicis' revenues come from the United States.

This is reflected in our universal registration document pages 94 Changes to the compensation policy and 108 Retention contract.