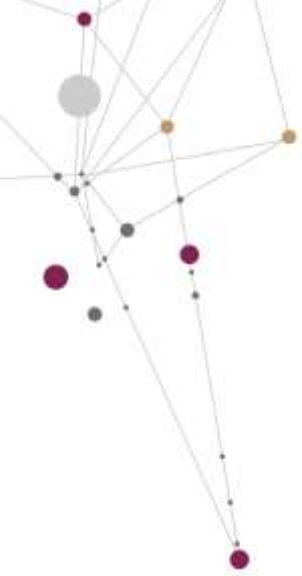




COMBINED GENERAL SHAREHOLDERS' MEETING

31 MAY 2023





AGENDA



AGENDA 1/3

Ordinary General Shareholders' Meeting – Resolutions:

- Approval of the corporate financial statements for fiscal year 2022 (1st resolution)
- Approval of the consolidated financial statements for fiscal year 2022 (2nd resolution)
- Allocation of net income for fiscal year 2022 and declaration of dividend (3rd resolution)
- Special report of the Statutory Auditors on related-party agreements referred to in Article L. 225-86 of the French Commercial Code (4th resolution)
- Renewal of the term of office of Mrs Suzan LeVine as a member of the Supervisory Board (5th resolution)
- Renewal of the term of office of Mrs Antonella Mei-Pochtler as a member of the Supervisory Board (6th resolution)
- Acknowledgment of the expiry of the mandate of Mazars as Statutory Auditor and appointment of KPMG S.A. as Statutory Auditor (7th resolution)
- Approval of the compensation policy for the Chairman of the Supervisory Board with respect to fiscal year 2023 (8th resolution)
- Approval of the compensation policy for the members of the Supervisory Board with respect to fiscal year 2023 (9th resolution)
- Approval of the compensation policy for the Chairman of the Management Board with respect to fiscal year 2023 (10th resolution)



AGENDA 2/3

- Approval of the compensation policy for the other members of the Management Board with respect to fiscal year 2023 (11th resolution)
- Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code with regard to compensation for the fiscal year 2022, for all Corporate Officers (12th resolution)
- Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Maurice Lévy, Chairman of the Supervisory Board (13th resolution)
- Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Arthur Sadoun, Chairman of the Management Board (14th resolution)
- Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Anne-Gabrielle Heilbronner, member of the Management Board (15th resolution)
- Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Steve King, member of the Management Board until September 14, 2022 (16th resolution)
- Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Michel-Alain Proch, member of the Management Board (17th resolution)
- Authorization of the Management Board, for a period of eighteen months, to allow the Company to trade in its own shares (18th resolution)

AGENDA 3/3

Extraordinary General Shareholders' Meeting – Resolutions:

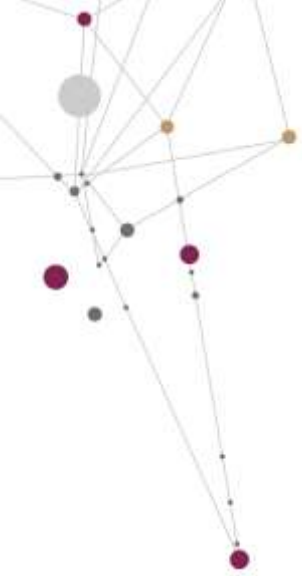
- Authorization of the Management Board, for a period of twenty-six months, to decrease the capital via the cancellation of all or part of the Company's share capital (19th resolution)
- Delegation of authority to the Management Board, for a period of twenty-six months, to issue ordinary shares conferring access to ordinary shares in the Company or in one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans (20th resolution)
- Delegation of authority to the Management Board, for a period of eighteen months, to decide to issue ordinary shares or securities conferring access to ordinary shares in the Company or in one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans (21st resolution)

Ordinary General Shareholders' Meeting – Resolution:

- Powers to carry out formalities (22nd resolution)

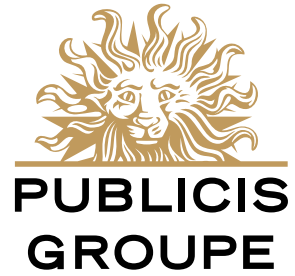
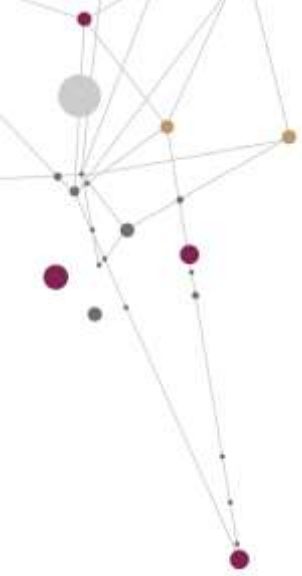


PUBLICIS
GROUPE



SUMMARY OF THE YEAR 2022 & 2023 OUTLOOK



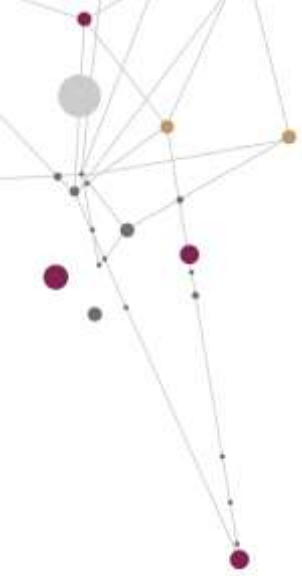


2022 HIGHLIGHTS

2022 FINANCIAL RESULTS

1st QUARTER 2023 & OUTLOOK





2022: A STILL DISRUPTED MACROECONOMIC **ENVIRONMENT...**

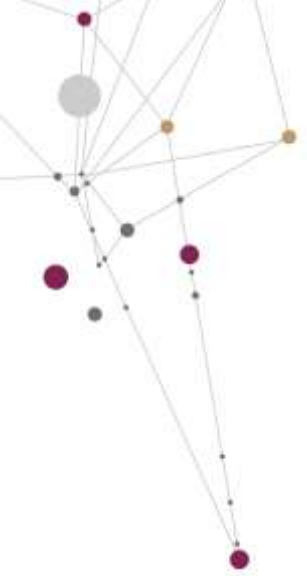
Covid-19
effects

War
in Ukraine

Inflationist
pressures

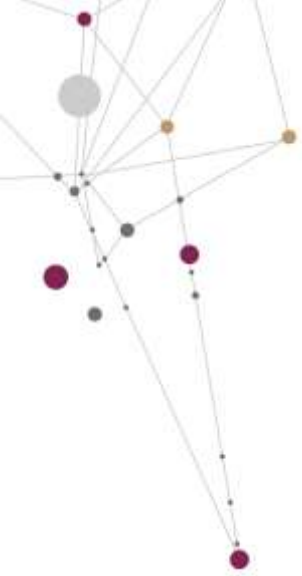
Rates
increase





2022:
ANOTHER RECORD YEAR
AT ALL LEVELS





1

Organic growth

Operating margin rate

New Business

ESG

Share price performance





#1 IN ORGANIC GROWTH: Revenue mix



Data & Tech
1/3 of revenue | 30,000 talent

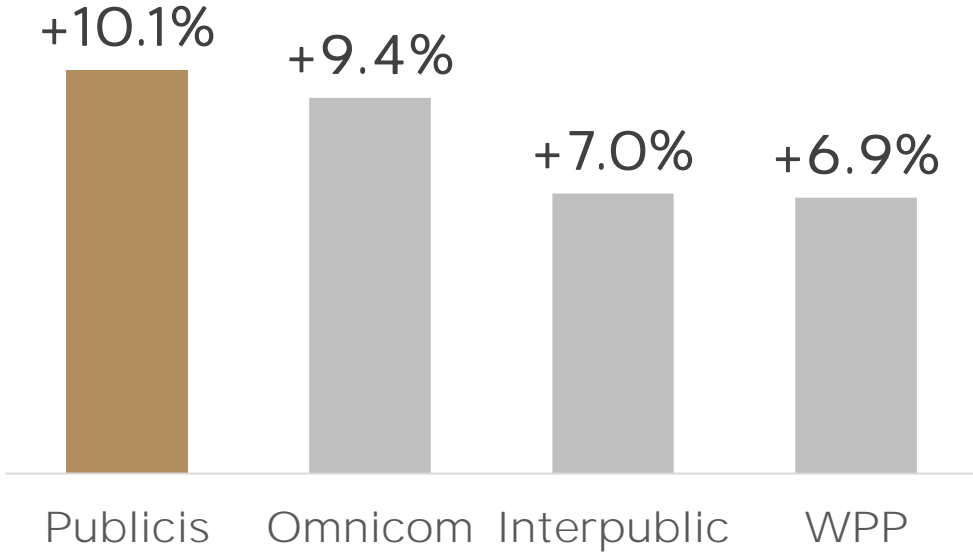
Epsilon [®]	publicis sapient
2022: +12%	2022: +19%

Media
1/3 of revenue
Double-digit organic growth

Creative
1/3 of revenue
Mid-single digit organic growth



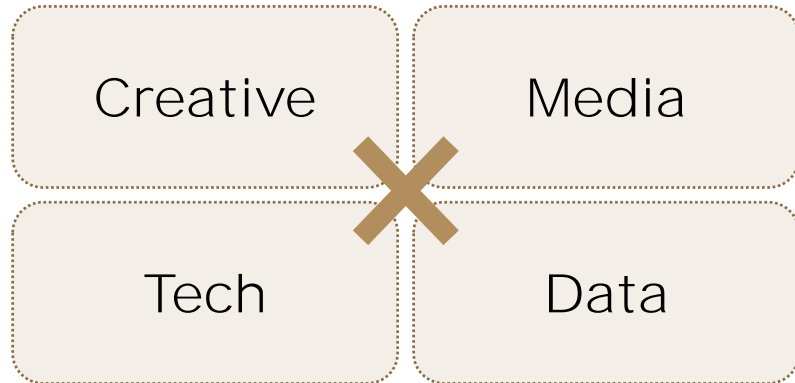
In 2022, double-digit organic growth for the second year in a row





#1 IN NEW BUSINESS: Go-to-market

Integration
of Data & Tech activities
within Creative and Media



New Business 2022 league tables

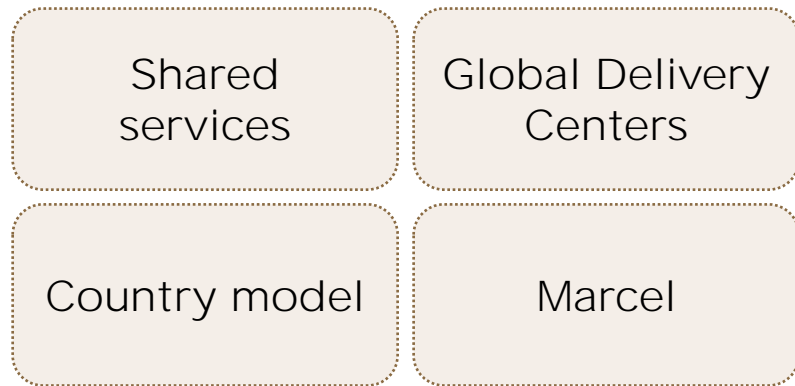
J.P.Morgan

Holding Company	2022 YTD Gross Reported Billings		
	Wins	Losses	Net
Publicis	4,108	(1,845)	2,263
WPP Group	2,860	(2,765)	95
Interpublic	1,296	(670)	626
Stagwell	443	(78)	365
Havas	250	(235)	15
Dentsu Int.	315	(1,100)	(785)
Omnicom	1,595	(1,615)	(20)
Total	\$10,867	(\$8,308)	\$2,559

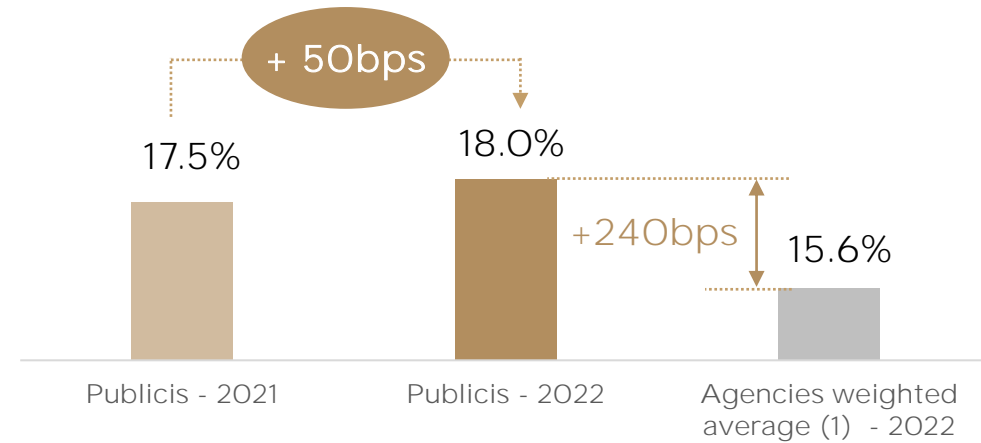


#1 IN FINANCIAL RATIOS: Platform organization

Investment in growth
while maintaining
the best financial ratios



Operating margin rate



(1) WPP, Interpublic et Omnicom, revenue weighted average



... WHILE REWARDING OUR TALENT FOR THEIR OUTSTANDING PERFORMANCE

In 2022, value creation was shared with employees through:

- An *average wage increase* of circa 8%
- An *exceptional bonus* for all employees present in the Groupe for at least one year and without variable remuneration, paid in November, on top of the exceptional bonus paid in April 2022
- Beyond fixed salaries, *the envelope for bonuses and variable remunerations* is 2.5 times as large as the one of 2019



#1 IN ESG IN THE INDUSTRY

#1 rank in our industry on ESG
by most leading extra-financial rating agencies

S&P Global

MOODY'S | ESG

Bloomberg

ISS-ekom ▶

 **SUSTCO**
RATING

ecovadis

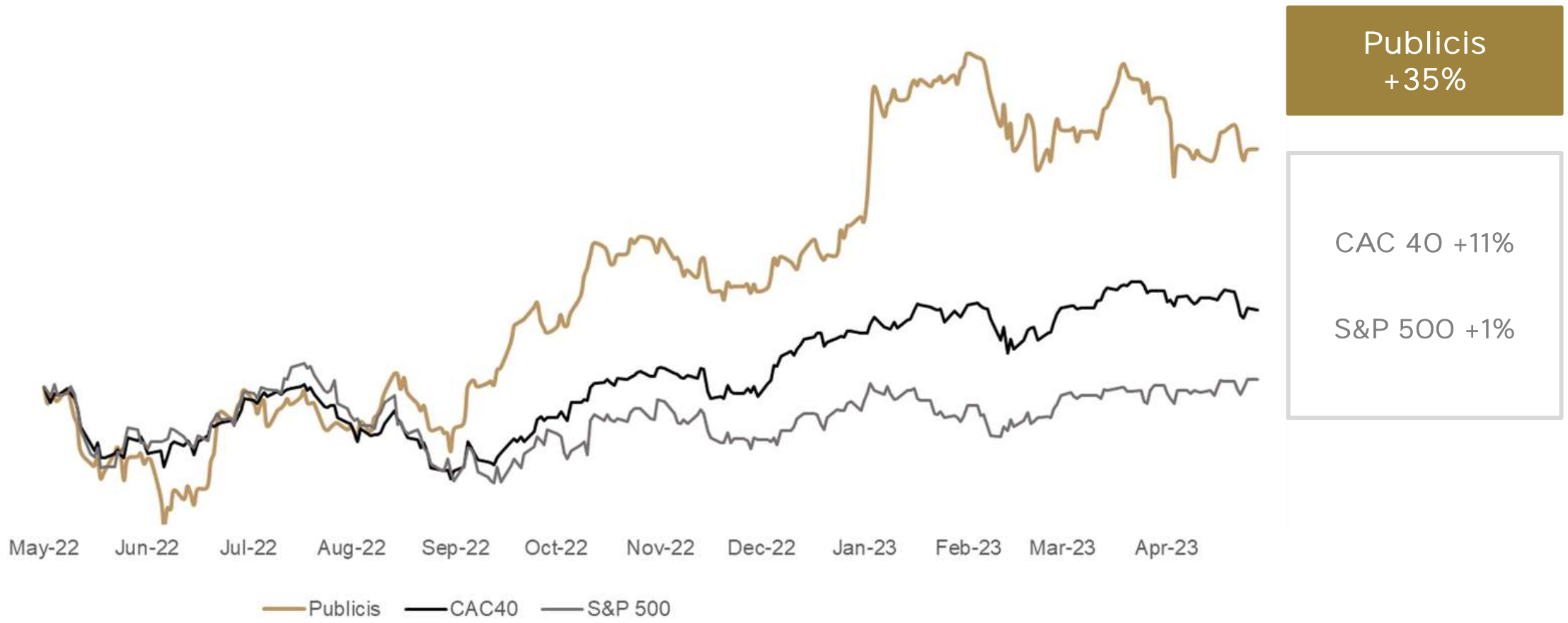
Inclusion for the first time
in Dow Jones Sustainability indexes

Dow Jones
Sustainability
World Index

Dow Jones
Sustainability
Europe Index



#1 IN SHARE PRICE GROWTH COMPARED TO MAJOR INDEXES OVER THE LAST 12 MONTHS



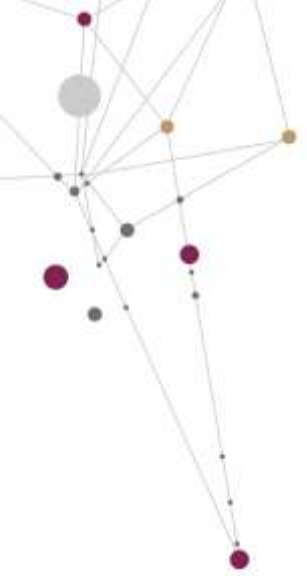
Note: share price evolution in Euros, from 05/30/2022 to 05/29/2023



#1 IN SHARE PRICE GROWTH COMPARED TO COMPETITION OVER THE LAST 12 MONTHS



Note: share price evolution in Euros, from 05/30/2022 to 05/29/2023



2022 HIGHLIGHTS

2022 FINANCIAL RESULTS

1st QUARTER 2023 & OUTLOOK





KEY 2022 FIGURES

Net revenue

€12,572M

+10% organic
+20% reported

Operating
margin

€2,266M

+23% vs. 2021

Free Cash Flow⁽¹⁾
(bef. working capital variation)

€1,697M

+19% vs. 2021

Net debt (cash)

€(634)M
year-end

€685M
average

(1) Reported 2022 FCF was **€1,807M** before an additional €110M cash tax payment made in January 2023 related to 2022. This payment reflects the impact of the new application of the U.S. Tax Cuts and Jobs Act (TCJA) on the capitalization of R&D expenses, confirmed late December 2022



OPERATING MARGIN

(€ million)	2022	2021
Net revenue	12,572	10,487
Operating margin	2,266	1,840
% of net revenue	18.0%	17.5%

- Operating margin rate at historically-high level of 18.0%, up 50 basis points versus 2021
- Continued investment to support growth
 - Over 9,000 net recruits in 2022
 - Bonus pool 2.5 times as large as the one of 2019
 - An additional week salary paid in November 2022 for employees with no variable remuneration



SELECTED CASH FLOW ITEMS AND CHANGE IN NET DEBT

(€ million)	2022	2021
EBITDA	2,801	2,317
Capex, net of disposals	(194)	(136)
Free Cash Flow before change in WCR	1,697 ⁽¹⁾	1,427
Change in WCR	(5)	(216)
Acquisitions (net of disposals)	(558)	(283)
Reduction (increase) in net debt	710	757

- Free Cash Flow before change in working capital of **€1.7Bn**
- Targeted acquisitions, notably in Digital Business Transformation (Tremend), Data (Yieldify, Retargetly) and Commerce (Profitero)

(1) Reported 2022 FCF was **€1,807M** before an additional €110M cash tax payment made in January 2023 related to 2022.

This payment reflects the impact of the new application of the U.S. Tax Cuts and Jobs Act (TCJA) on the capitalization of R&D expenses, confirmed late December 2022



FINANCIAL NET DEBT



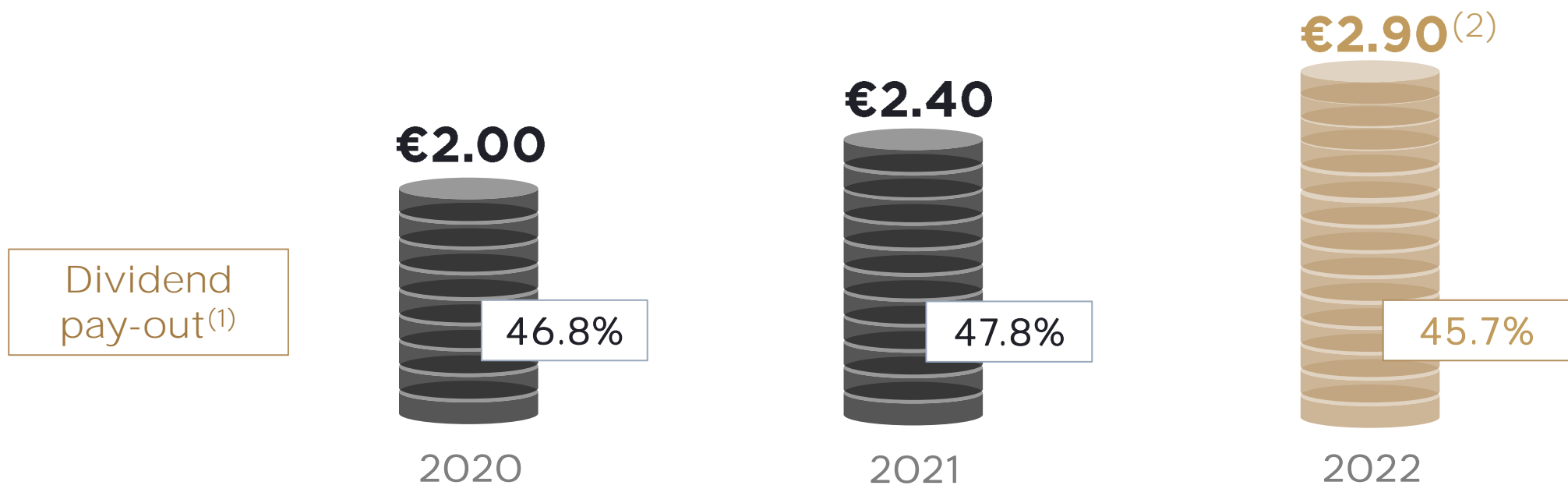
(€ million)	2022	2021		
Net financial debt, average	685	1,530	S&P BBB+ Outlook stable ⁽¹⁾	Moody's Baa1 Outlook stable ⁽²⁾
Net financial debt, year-end	(634)	76		

- Continued reduction in average and year-end net debt
- Accelerating deleveraging despite macroeconomic environment

(1) S&P notation upgraded from BBB (Outlook stable) to BBB+ (Outlook stable) on May 5th, 2023
(2) Moody's notation upgraded from Baa2 (Outlook stable) to Baa1 (Outlook stable) on May 16th, 2023



DIVIDEND



Dividend pay-out⁽¹⁾

Dividend to be fully paid in cash

(1) Dividend per share/ diluted EPS
(2) 2022 dividend submitted to shareholder's approval at May 31, 2023 AGM



2023 CASH ALLOCATION

Dividend

c. **€740M**

Dividend payout: 45.7%

M&A

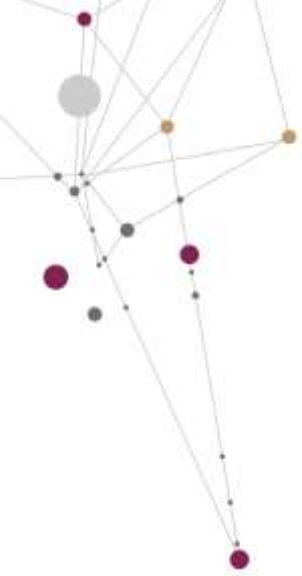
€500M to €600M

Share repurchase
to cover LTI

c. **€200M**

Deleveraging

c. **€100M**



2022 HIGHLIGHTS

2022 FINANCIAL RESULTS

1st QUARTER 2023 & OUTLOOK





VERY STRONG START TO 2023 AFTER TWO YEARS OF DOUBLE-DIGIT GROWTH



Q1 above expectations...

+10%
reported

+7.1%
organic

... while continuing to capture the shift in spend
towards data, digital media and DBT

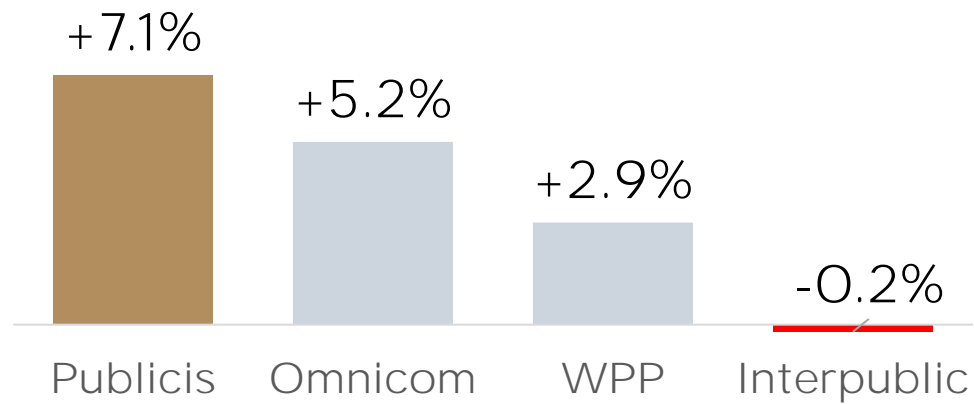
1/3 of revenue	Epsilon [®] +10%	publicis sapien +11%
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2/3 of revenue	Media High-single digit growth	Creative Mid-single digit growth
-------------------	--	--

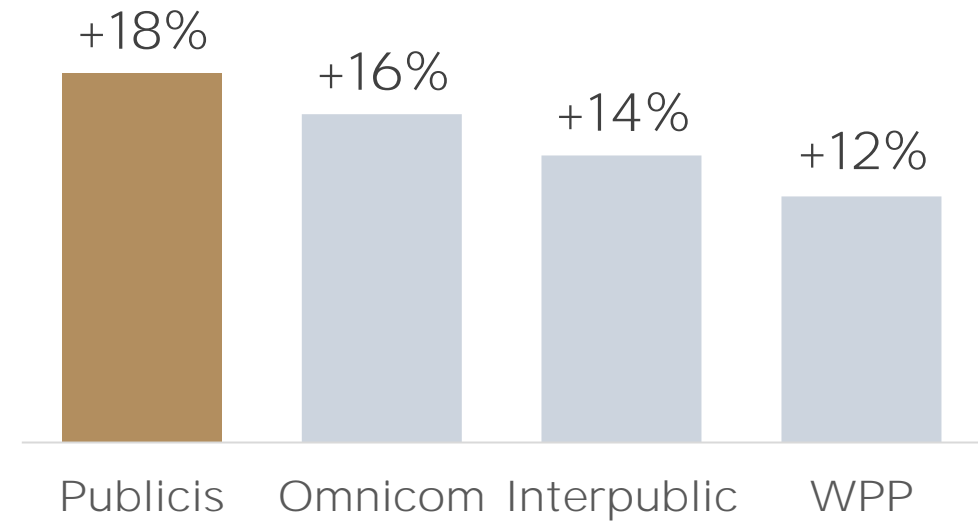
Note: organic growth variations, except when indicated otherwise

LEADING ON ORGANIC GROWTH IN Q1'23

Compared to 2022...



... **but** also versus 2019





2023 OUTLOOK



A differentiated model
increasing resilience to macroeconomic cycles
Revenue mix | Go-to-market | Platform organization

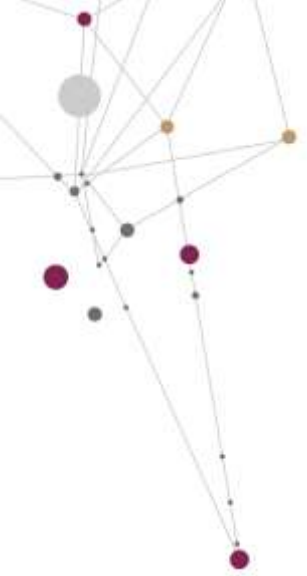


All 2023 objectives confirmed
despite an uncertain economic context

2023 organic growth expected to reach the top half of the 3% to 5% range
after a very strong Q1 and an anticipated solid Q2

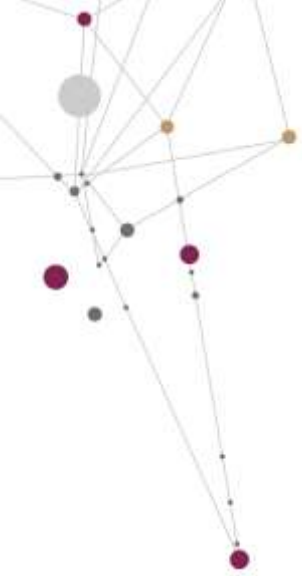
Operating margin at 17.5% to 18% | c. **€1.6Bn FCF⁽¹⁾**

(1) Free Cash Flow before change in Working Capital, based on 1.08 EUR/USD exchange rate



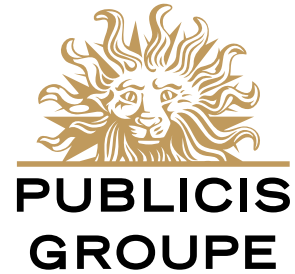
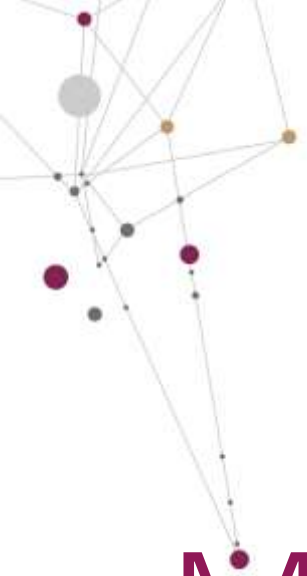
A LOT HAPPENED
IN 6 YEARS
AT PUBLICIS





SINCE
2017





WE HAVE FACED MULTIPLE CHALLENGES

Rise of
the platforms

Epsilon
integration

Years of
COVID

War
in Ukraine

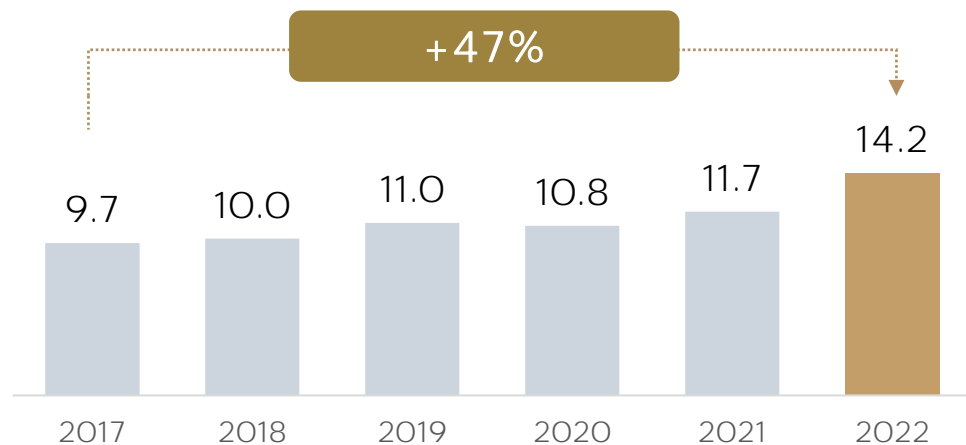
Inflation

New ways
of working

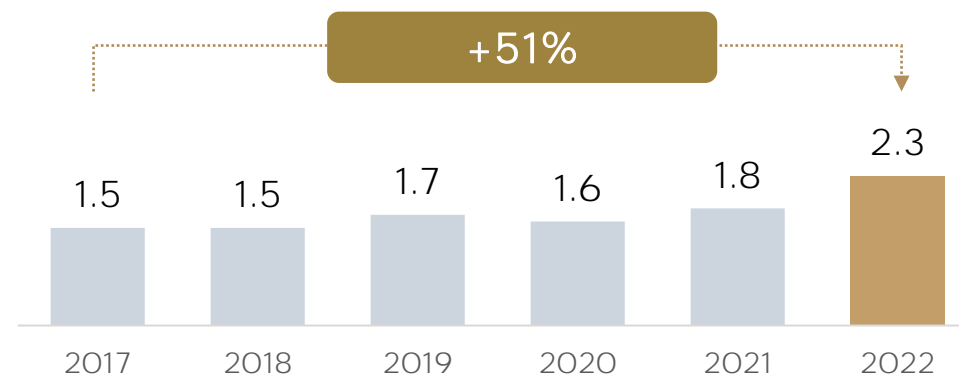


6 YEARS OF ACCELERATION FOR PUBLICIS ...

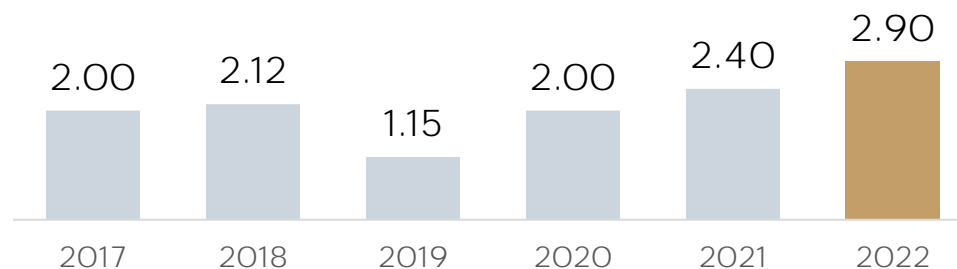
Revenue (€ billion)



Operating margin (€ billion)



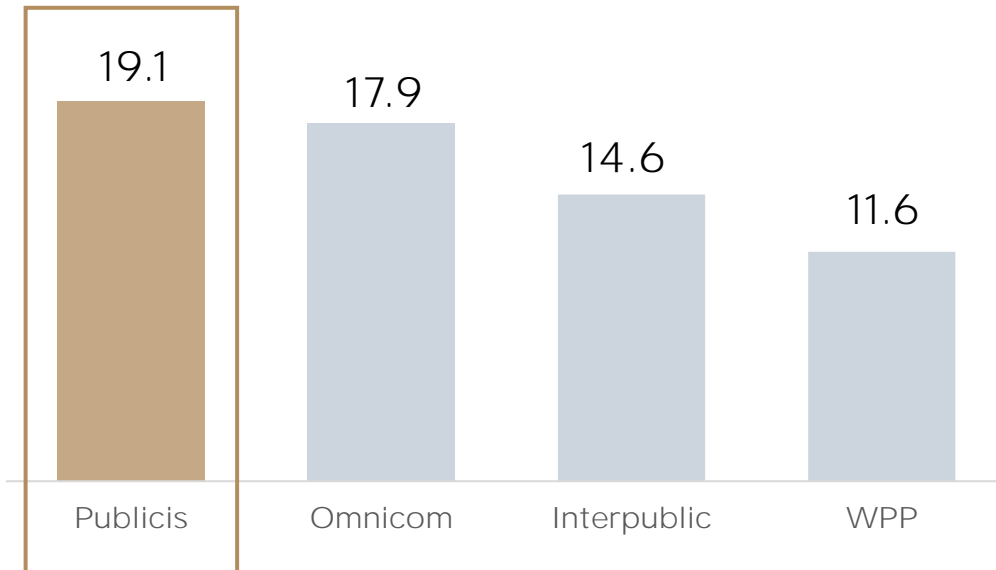
Dividend per share (€)



... THAT CHANGED THE GROUPE'S DIMENSION

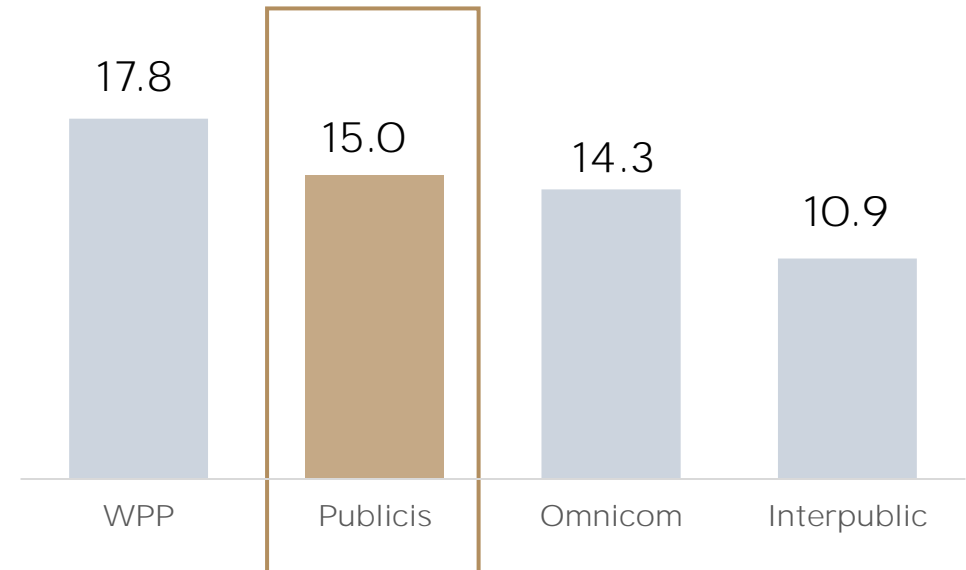
1st

Market capitalization
(USD billion)



2nd

Global group in terms of revenue
(USD billion)





ありがとう

Grazie

Merci

Danke

Terima kasih

Thank You

Dziękuję

谢谢

Gracias

Tack

Συχαριστώ

Obrigado



abbvie

Adobe

BNP PARIBAS

BANK OF AMERICA

GUSTAVE ROUSSY

Carrefour

citi

Disney

HALEON

amazon

BARCLAYS

Beiersdorf

COMCAST

Google

中國東方航空
CHINA EASTERN

Capgemini

DASSAULT SYSTEMES

Cancer@Work

AXA

Galeries Lafayette

BEST BUY

Walmart

Hewlett Packard Enterprise

AMERICAN EXPRESS

verizon

GSF

iHeart MEDIA

IPG

Ipsos

Janssen

RENAULT

DANONE

BT

JULES

Kingfisher

labcorp

DELTA

L'ORÉAL

WORKING WITH CANCER

MARRIOTT

MATTEL

LLOYDS BANK

McDonald's

Meta

JCDecaux

Nestlé

Nityo Infotech

Memorial Sloan Kettering Cancer Center

Microsoft

Mondelēz International

MSD

ACCOR

JCDecaux

pepsi

Nestlé

Pfizer

orange

Omnicom Group

Nielsen

SOCIETE GENERALE

eunetworks

UBS

LVMH

LVMH

TOYOTA

reckitt

PATYKA

WORLD ECONOMIC FORUM

LA POSTE

Paramount Pictures

WPP

Spotify

MAGNUM

Unilever

TOYOTA

reckitt

Joe Coffee

MACMILLAN CANCER SUPPORT

ninamedia

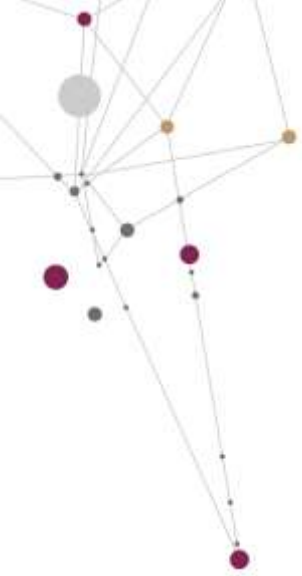
sodexo

malakoff humanis

Roche



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REPORT OF THE SUPERVISORY BOARD





THE SUPERVISORY BOARD



COMPOSITION



MAURICE LÉVY
Chairman of the Supervisory Board
Member of the Nominating Committee,
of the Strategy and Risk Committee and
of the Compensation Committee



ÉLISABETH BADINTER
**Vice-Chair
of the Supervisory Board**
Chair of the Nominating Committee



SIMON BADINTER
Member of the Strategy
and Risk Committee



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



SOPHIE DULAC
Member of the ESG
Committee



THOMAS H. GLOCKER
Independent member
Member of the Audit Committee,
of the Compensation Committee
and of the Strategy and Risk
Committee



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



ANDRÉ KUDELSKI
Independent member
Chair of the Compensation
Committee
Member of the Audit Committee
and of the Nominating Committee



SUZAN LEVINE
Independent member
Chair of the ESG Committee
Member of the Audit Committee
and of the Nominating Committee



DR ANTONELLA MEI-POCHTLER
Independent member
Member of the Compensation
Committee, of the Strategy and Risk
Committee and of the ESG Committee



TIDJANE THIAM
Independent member
Member of the Audit Committee
and of the Strategy and Risk
Committee



PIERRE PÉNICAUD
**Member representing
employees**
Member of the Strategy
and Risk Committee



PATRICIA VELAY-BORRINI
**Member representing
employees**
Member of the Compensation
Committee and of the ESG Committee



THE SUPERVISORY BOARD

- The Supervisory Board is chaired by **Mr Maurice Lévy**
- The Supervisory Board has **13 members**, including 2 members representing the employees and:
 - **45 %** women (**5 / 11**) ⁽¹⁾
 - **64 %** independent members (**7 / 11**) ⁽¹⁾
 - **73 %** foreign members (**8 / 11**) ⁽¹⁾
- **Five specialized committees (Nominating Committee, Compensation Committee, Audit Committee, Strategy and Risk Committee and ESG Committee)** prepare the work of the Board and assist the Supervisory Board in carrying out its duties

⁽¹⁾ Members of the Supervisory Board representing employees are not taken into account for the calculation of these percentages



CHANGES IN GOVERNANCE



Changes in the composition of the Supervisory Board

- The terms of office as members of the Supervisory Board of Mrs Suzan LeVine and Mrs Antonella Mei-Pochtler expire at the end of the General Shareholders' **Meeting of May 31, 2023**
- The Supervisory Board proposes the renewal of the terms of office of Mrs Suzan LeVine and Mrs Antonella Mei-Pochtler for a period of four years

Changes in the composition of the Management Board

- The terms of office of Mr Arthur Sadoun as Chairman of the Management Board and of Mrs Anne-Gabrielle Heilbronner and of Mr Michel-Alain Proch as members of the Management Board have been renewed for a period of four years, *i.e.*, until September 14, 2026
- The Supervisory Board noted the end, on September 14, 2022, of the term of office as member of the Management Board of Mr Steve King, who is taking on new responsibilities within the Groupe as Chairman of Publicis Groupe Europe

Creation of a Directoire+

- On the proposal of Mr Arthur Sadoun, the management team has been strengthened with the creation of a Directoire+ to prepare the Groupe for the future



THE SUPERVISORY BOARD



Renewal of the term of office of Mrs Suzan LeVine as a member of the Supervisory Board

Current role on the Supervisory Board:

- Independent member
- Chair of the ESG Committee and member of the Audit Committee and of the Nominating Committee

Biography:

Mrs Suzan LeVine has held multiple positions in the public and private sectors. Her experience in the public sector has enabled her to leverage her technology expertise and her experience as Director of Communications and Student Partnerships at Microsoft, and Vice President of Sales and Marketing for luxury travel at Expedia. She is currently a Senior Fellow at Brown University and serves on the boards of nonprofit organizations with social impact.

Skills brought to the Supervisory Board:

Communication / advertising / media	International experience	Governance and Management	Finance and Audit	New technologies / Digital	Social Sciences and Human Resources	Sustainable development / Societal and environmental commitment
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THE SUPERVISORY BOARD



Renewal of the term of office of Mrs Antonella Mei-Pochtler as a member of the Supervisory Board

Current role on the Supervisory Board:

- Independent member
- Member of the Compensation Committee, of the Strategy and Risk Committee and of the ESG Committee

Biography:

Mrs Antonella Mei-Pochtler is a seasoned executive with extensive experience in the consumer, media and technology sectors. She has held several management positions at The Boston Consulting Group (BCG) in Europe and worldwide with a focus on digital transformation, strategy and organizations. She is involved in a range of social causes and activities, particularly regarding equity in education. She currently sits on Boards in various industries (including Westwing, Automativ Holding, Generali).

Skills brought to the Supervisory Board:

Communication / advertising / media	International experience	Governance and Management	New technologies / Digital	Social Sciences and Human Resources	Sustainable development / Societal and environmental commitment
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THE SUPERVISORY BOARD



Review of the financial statements for fiscal year 2022 and observations

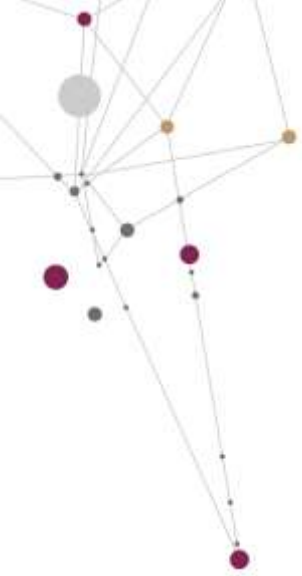
- The Supervisory Board has reviewed the parent company and consolidated financial statements **for fiscal year 2022 and the Management Board's Report and has noted the opinion of the Audit Committee** on the closing of the accounts
- The Board proposes the payment of a unit dividend of 2.90 euros per share for fiscal year 2022, to be paid in cash
- The Supervisory Board did not issue any specific observations on the financial documents of the Company and the Groupe

Resolutions

- The Supervisory Board recommends the approval of all the resolutions submitted to the vote **of this General Shareholders' Meeting**



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REPORTS OF THE COMMITTEES





COMPENSATION COMMITTEE

MEMBERSHIP & ACTIVITY 2022

Members of the Compensation Committee:	Independent members:	
Chair of the Compensation Committee		5 meetings Participation rate 100%
André Kudelski	✓	
Members of the Compensation Committee		
Maurice Lévy, <i>Chairman of the Supervisory Board</i>		
Thomas H. Glocer	✓	
Antonella Mei-Pochtler	✓	
Patricia Velay-Borrini, <i>Member representing employees</i>		
Michel Cieurel, <i>Permanent expert of the Compensation Committee</i>		

The main works completed by the Committee in 2022 are described in the chapter 3.1 of the Universal Registration Document (pages 79 and 80)



COMPENSATION COMMITTEE



COMPENSATION OF MR MAURICE LEVY, CHAIRMAN OF THE SUPERVISORY BOARD

No changes are proposed in 2023

Items of compensation subject to shareholder approval	Amounts awarded in respect of the past financial year (2022) - <i>Ex post</i>	2023 Compensation policy - <i>Ex ante</i>
Fixed compensation	€ 1,300,000	€ 1,300,000
Compensation solely related to membership of the Supervisory Board	€ 118,000	Annual fixed compensation = € 10,000 + Compensation paid per meeting = € 6,000



COMPENSATION COMMITTEE

COMPENSATION OF THE OTHER MEMBERS OF THE SUPERVISORY BOARD

No changes are proposed in 2023

- Annual budget of euro 1.5 million
- 81.47% of the annual budget was used for 2022
- Compensation of the members of the Supervisory Board and the committees:

	Board member	Committee member	Committee Chair (additional compensation for the chaired committee)
Annual fixed compensation	€ 10,000	-	+ € 7,500
Compensation paid per meeting	€ 6,000	€ 6,000	+ € 1,500



COMPENSATION COMMITTEE



COMPENSATION PAID OR ALLOCATED TO THE MEMBERS OF THE MANAGEMENT BOARD IN 2022 (EX POST VOTE PURSUANT TO ARTICLE L.22-10-34 II OF THE FRENCH COMMERCIAL CODE)

	Gross fixed compensation €	Annual variable compensation €		TOTAL €	Valuation of performance shares granted in 2022 €
		Amount awarded	Achievement rate		
Chairman of the Management Board					
Arthur Sadoun, Chairman	1,170,000	2,503,800	107%	3,673,800	2,988,082
Members of the Management Board					
Anne-Gabrielle Heilbronner ⁽¹⁾	600,000	516,000	86%	1,116,000	1,034,496
Steve King ^(1/2)	743,725	963,868	81%	1,707,593	1,807,027
Michel-Alain Proch ⁽¹⁾	600,000	546,000	91%	1,146,000	1,034,496

⁽¹⁾ Mr Steve King also benefits from a supplementary pension plan (**€ 38,937**). Mrs Anne-Gabrielle Heilbronner and Mr Michel-Alain Proch also benefit from a job loss insurance (**€ 12,357** and **€ 11,261 respectively**)

⁽²⁾ Compensation awarded in 2022 for his corporate mandate, i.e., until September 14, 2022. Compensation determined and paid in pound sterling. The conversion into euros is made at the average rate of £1 = **€1.1729 in 2022**



COMPENSATION COMMITTEE



VARIABLE COMPENSATION OF MR ARTHUR SADOUN, CHAIRMAN OF THE MANAGEMENT BOARD, FOR FISCAL YEAR 2022 (EX POST)

Criteria linked to the financial performance of Publicis Groupe	Objective achievement level	Amount of variable compensation to be paid
- Organic growth		
- Based on the Objective validated by the Board	Maximum Objective exceeded	491,400 €
- Compared to the reference group	Achieved	409,500 €
- Operating margin		
- Based on the Objective validated by the Board	Maximum Objective achieved	491,400 €
- Compared to the reference group	Achieved	409,500 €
Individual financial and non-financial criteria	Objective achievement level	Amount of variable compensation to be paid
- Free cash flow	Achieved	351,000 €
- CSR:		
- Diversity, Equity and Inclusion	Achieved	175,500 €
- Fight against climate change	Achieved	175,500 €
Total awarded (financial and non-financial criteria)		2,503,800 €



COMPENSATION COMMITTEE



COMPENSATION POLICY FOR THE CHAIRMAN OF THE MANAGEMENT BOARD FOR 2023 (EX ANTE VOTE PURSUANT TO ARTICLE L.22-10-26 II OF THE FRENCH COMMERCIAL CODE)

- Annual fixed compensation:
€ 1,170,000
- Annual variable compensation:
Target 200% of the annual fixed compensation
Maximum 300% of the annual fixed compensation in case of overperformance
- Long term variable compensation:
Target 300% of the annual fixed compensation
Maximum 350% of the annual fixed compensation in case of overperformance
- Retention contract:
200% of the annual fixed compensation per year over a 5-year period in shares subject to presence condition at the end of the 5-year retention period



COMPENSATION COMMITTEE

COMPENSATION POLICY FOR MEMBERS OF THE MANAGEMENT BOARD FOR 2023 (EX ANTE VOTE PURSUANT TO ARTICLE L.22-10-26 II OF THE FRENCH COMMERCIAL CODE)

Mrs Anne-Gabrielle Heilbronner

- Annual fixed compensation:
€ 600,000
- Annual variable compensation:
100% of annual fixed compensation
106% of annual fixed compensation in case of overperformance
- Long term variable compensation:
200% of annual fixed compensation

Mr Michel-Alain Proch

- Annual fixed compensation:
€ 720,000 (+20%)
- Annual variable compensation:
100% of annual fixed compensation
106% of annual fixed compensation in case of overperformance
- Long term variable compensation:
200% of annual fixed compensation



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AUDIT COMMITTEE



MEMBERSHIP & ACTIVITY 2022

Members of the Audit Committee:	Independent members:
Chair of the Audit Committee	
Jean Charest	✓
Members of the Audit Committee	
Thomas H. Glocer	✓
André Kudelski	✓
Suzan LeVine	✓
Tidjane Thiam	✓
Jean-Michel Étienne, <i>Permanent expert of the Audit Committee</i>	

6 meetings
Participation rate 90%

The main works completed by the Committee in 2022 are described in the chapter 3.1 of the Universal Registration Document (pages 76 and 77)



AUDIT COMMITTEE

Report on the activities of the Committee during fiscal year 2022

- Review of the program, results and corrective measures implemented as a result of the internal control and internal audit systems
- Review of the independence of the Statutory Auditors and monitoring of the performance of their assignments. The Committee authorized the fees for the additional assignments entrusted to them
- Application of the procedure for evaluating agreements relating to current operations and regulated agreements
- Monitoring of the Groupe's litigation cases and alerts, fraud and attempted fraud. A summary of the controls carried out within the framework of the anti-corruption law has been produced: no cases of corruption have been identified
- Approval of the 2023 Internal Audit Plan
- Examination of cases of cyber-security breaches



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STRATEGY AND RISK COMMITTEE

MEMBERSHIP & ACTIVITY 2022

Members of the Strategy and Risk Committee:

Chair of the Strategy and Risk Committee

Marie-Josée Kravis

Independent members:



Members of the Strategy and Risk Committee

Maurice Lévy, *Chairman of the Supervisory Board*

Simon Badinter

Thomas H. Glocer



Antonella Mei-Pochtler



Tidjane Thiam



Pierre Pénicaud, *Member representing employees*

2 meetings
Participation rate 100%

The main works completed by the Committee in 2022 are described in the chapter 3.1 of the Universal Registration Document (pages 80 and 81)



STRATEGY AND RISK COMMITTEE

Report on the activities of the Committee during fiscal year 2022

- Review of the situation in Ukraine and Russia and the impact of this war on employees and activity
- **Review of the Groupe's strategy with regard, in particular, to major market trends: the Groupe's good strategic positioning in the United States, digital, commerce, business transformation and data has been noted**
- Update of the Groupe's risk mapping and a more in-depth review of five of them: talent and client retention, cybersecurity, strategic legal risks and corruption



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NOMINATING COMMITTEE

MEMBERSHIP & ACTIVITY 2022

Members of the Nominating Committee:	Independent members:
Chair of the Nominating Committee	
Élisabeth Badinter, <i>Vice-Chair of the Supervisory Board</i>	
Members of the Nominating Committee	
Maurice Lévy, <i>Chairman of the Supervisory Board</i>	
Suzan LeVine	✓
Jean Charest	✓
André Kudelski	✓
Marie-Josée Kravis	✓

The main works completed by the Committee in 2022 are described in the chapter 3.1 of the Universal Registration Document (page 78)

NOMINATING COMMITTEE

4 meetings
Participation rate 100%

Report on the activities of the Committee during fiscal year 2022

- Review of the reappointment of Supervisory Board members whose term of office ends **at the 2022 General Shareholders' Meeting and recommendation to the Board in view of this meeting**
- Analysis of the candidacy of Mr Tidjane Thiam as a new member of the Board, taking into consideration the objective of balanced and diversified representation of the Board
- Review of the independence of the members of the Supervisory Board
- Review of the composition of the Management Board as its terms of office expire and proposal to the Board for its reappointment
- Recommendation on the establishment of an Directoire+ and its composition
- Consideration of a succession plan for the Management Board



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ESG COMMITTEE



MEMBERSHIP & ACTIVITY 2022

Members of the ESG Committee:	Independent members:
Chair of the ESG Committee	
Suzan LeVine	✓
Members of the ESG Committee	
Sophie Dulac	
Antonella Mei-Pochtler	✓
Patricia Velay-Borrini, <i>Member representing employees</i>	

2 meetings
Participation rate 87%

The main works completed by the Committee in 2022 are described in the chapter 3.1 of the Universal Registration Document (pages 81 and 82)



ESG COMMITTEE

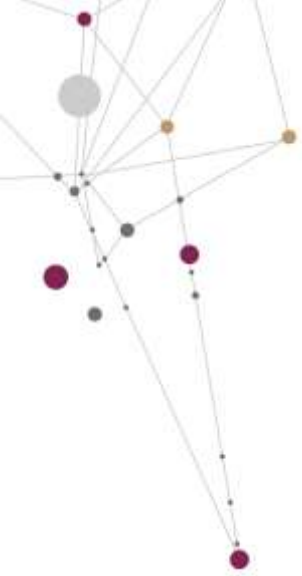


Report on the activities of the Committee during fiscal year 2022

- Review of the Groupe's ESG strategy and the actions already taken in this area
- Information on the work carried out by the Management Board on the monitoring of ESG performance indicators and their quantification and on the external ESG ratings of Publicis Groupe
- Review of the new targets validated by SBTi (Science Based Target Initiative) defined in response to the change in their methodology: reduction of the carbon footprint by 50% by 2030 (carbon neutrality) and 90% by 2040 (Net Zero)
- Review of the advisability of proposing a resolution on the policy to fight climate change, **"say on climate" at the General Shareholders' Meeting on May 25, 2022**
- Climate risk study: mapping and possible mitigation measures
- Reflection on the implementation of new directives for business air travel in order to reduce carbon emissions in line with objectives



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STATUTORY AUDITOR'S REPORTS





REPORTS ISSUED BY THE STATUTORY AUDITORS

For the General Shareholders' **Meeting**

- On the Annual Financial Statements (1st resolution)
- On the Consolidated Financial Statements (2nd resolution)
- On the Related-Party Agreements (4th resolution)

For the Extraordinary General Shareholders' **Meeting**

- On the reduction in capital (19th resolution)
- On the issue of ordinary shares and/or securities reserved for employees who are members of a company savings scheme (20th resolution)
- On the issue of ordinary shares and/or marketable securities for certain categories of beneficiaries with suppression of preferential subscription rights (21st resolution)



REPORTS ISSUED BY THE STATUTORY AUDITORS



REPORTS ON CONSOLIDATED AND ANNUAL FINANCIAL STATEMENTS (as of February 2nd and of April 27th, 2023)

Consolidated Financial Statements

Chapter 6.7, pages 324-330,
Universal Registration
Document 2022

Annual Financial Statements

Chapter 7.6, pages 353-357,
Universal Registration
Document 2022

Opinion on the Consolidated and Annual Financial Statements

Unqualified opinions

Key audit matters

Consolidated financial statements

Revenue recognition

Valuation of goodwill and intangible assets

Accounting and valuation of provisions for risks and litigation, liabilities relating to tax risks and litigation, and contingent liabilities

Annual financial statements

Valuation of investments and related loans and receivables

Specific Verifications



REPORTS ISSUED BY THE STATUTORY AUDITORS



REPORT ON THE RELATED-PARTY AGREEMENTS (as of April 27th, 2023)

Related-Party Agreements
Chapter 3.4, page 156,
Universal Registration
Document 2022

We have not been advised of any agreement authorized and entered into during the year ended December 31, 2022 to be submitted to the General Shareholders' Meeting for approval.

We have not been advised of any agreement already approved by your General Shareholders' Meeting which remained in force during the year.



REPORTS ISSUED BY THE STATUTORY AUDITORS



REPORTS ISSUED FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING (as of May 9th, 2023 - available online)

Reduction in capital
19th resolution

We have no matters to report as to the terms and conditions of the proposed operations.

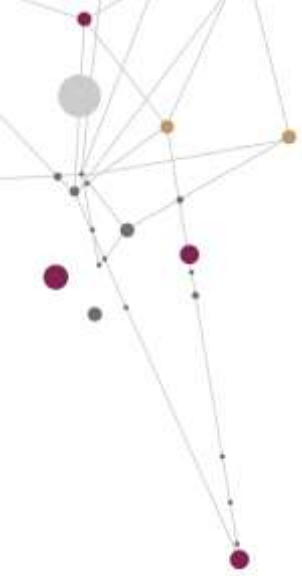
Issue of ordinary shares and/or securities reserved for employees who are members of a company savings scheme
20th resolution

As some final issuance conditions have not yet been determined, we will issue, as needed, a supplementary report when your Management Board will use those authorizations.

Issue of ordinary shares and/or marketable securities for certain categories of beneficiaries with suppression of preferential subscription rights
21st resolution



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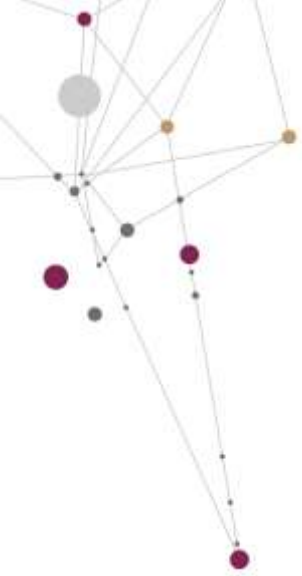


Q & A





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VOTE OF RESOLUTIONS



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



1ST RESOLUTION

Approval of the corporate financial statements for fiscal year 2022

- Proposal to approve 2022 corporate financial statements which show a profit of **€ 31,184,283.42**



1 = For

2 = Against

3 = Abstain

PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



2ND RESOLUTION

Approval of the consolidated financial statements for fiscal year 2022

- Proposal to approve 2022 consolidated financial statements which show a profit attributable to the Groupe of € 1,222 million



1 = For

2 = Against

3 = Abstain

PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



3RD RESOLUTION

Allocation of earnings for fiscal year 2022 and declaration of dividend

- Proposition to allocate earnings for fiscal year 2022 and distribute a dividend of **€2.90 per share**
- Dividend payment will take place on July 5, 2023



1 = For

2 = Against

3 = Abstain

PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



4TH RESOLUTION

Statutory Auditors' Special Report on related-party agreements

- There has been no new related-party agreement during the fiscal year 2022



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



5TH RESOLUTION

Renewal of term of office of Mrs Suzan LeVine as a member of the Supervisory Board for a four-year term



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



6TH RESOLUTION

Renewal of term of office of Mrs Antonella Mei-Pochtler as a member of the Supervisory Board for a four-year term



1 = For

2 = Against

3 = Abstain

PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



7TH RESOLUTION

Acknowledgment of the expiry of the mandate of Mazars as Statutory Auditor and appointment of KPMG S.A. as Statutory Auditor



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



8TH RESOLUTION

Approval of the compensation policy for the Chairman of the Supervisory Board with respect to fiscal year 2023



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



9TH RESOLUTION

Approval of the compensation policy for the members of the Supervisory Board with respect to fiscal year 2023



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



10TH RESOLUTION

Approval of the compensation policy for the Chairman of the Management Board with respect to fiscal year 2023



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



11TH RESOLUTION

Approval of the compensation policy for the other members of the Management Board with respect to fiscal year 2023



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



12TH RESOLUTION

Approval of the Compensation Report for the fiscal year 2022



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



13TH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Maurice Lévy, Chairman of the Supervisory Board



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



14TH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Arthur Sadoun, Chairman of the Management Board



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



15TH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Anne-Gabrielle Heilbronner, member of the Management Board



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



16TH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Steve King, member of the Management Board until September 14, 2022



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



17TH RESOLUTION

Approval of the components of the total compensation and benefits of any kind paid or awarded with respect to fiscal year 2022 to Michel-Alain Proch, member of the Management Board



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



18TH RESOLUTION

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



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. EXTRAORDINARY GENERAL MEETING



19TH RESOLUTION

Authorization to the Management Board, for a period of twenty-six months, to decrease the capital via the cancellation **of all or part of the Company's share capital**



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. EXTRAORDINARY GENERAL MEETING



20TH RESOLUTION

Delegation of authority to the Management Board, for a period of twenty-six months, to issue ordinary shares conferring access to ordinary shares in the Company or in one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans



1 = For

2 = Against

3 = Abstain

PUBLICIS GROUPE S.A. EXTRAORDINARY GENERAL MEETING



21ST RESOLUTION

Delegation of authority to the Management Board, for a period of eighteen months, to decide to issue ordinary shares or securities conferring access to ordinary shares in the Company or in one of its subsidiaries, without preferential subscription rights, in favor of certain categories of beneficiaries, in the context of employee share ownership plans



1 = For

2 = Against

3 = Abstain



PUBLICIS GROUPE S.A. ORDINARY GENERAL MEETING



22ND RESOLUTION

Powers to carry out formalities



1 = For

2 = Against

3 = Abstain



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DISCLAIMER



Certain information contained in this document, other than historical information, may constitute forward-looking statements or unaudited financial forecasts. These forward-looking statements and forecasts are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These forward-looking statements and forecasts are presented at the date of this document and, other than as required by applicable law, Publicis Groupe does not assume any obligation to update them to reflect new information or events or for any other reason. Publicis Groupe urges you to carefully consider the risk factors that may affect its business, as set out in the Universal Registration Document filed with the French Autorité des Marchés Financiers (AMF) and which is available on the website of Publicis Groupe (www.publicisgroupe.com).



DEFINITIONS



Net revenue: Revenue less pass-through costs which comprise amount paid to external suppliers engaged to perform a project and charged directly to clients. Those costs are mainly production & media costs and out of pocket expenses.

Organic growth: Change in net revenue excluding the impact of acquisitions, disposals and currencies.

Organic growth vs. 2019 calculated as: $([1 + \text{organic growth (n-2)}] * [1 + \text{organic growth (n-1)}] * [1 + \text{organic growth (n)}]) - 1$

EBITDA: Operating margin before depreciation.

Operating margin: Net revenue after personnel costs, other operating expenses (excl. non-current income and expense) and depreciation (excl. amortization of intangibles arising on acquisitions).

Operating margin rate: Operating margin as a percentage of net revenue.

P&L Condensed/Comparable: P&L excluding pass-through costs and FX & perimeter impact.

Headline Group net income: Net income attributable to the Groupe, after elimination of impairment charges, amortization of intangibles arising on acquisitions, the main capital gains (or losses) on disposals, change in the fair value of financial assets and the costs of the anticipated unwinding of cross-currency swaps (in 2020).

EPS (Earnings per share): Group net income divided by average number of shares, not diluted.

EPS, Diluted: Group net income divided by average number of shares, diluted.

Headline EPS, Diluted: Headline group net income, divided by average number of shares, diluted.

Capex: Net acquisitions of tangible and intangible assets, excluding financial investments and other financial assets.

Free cash flow: Net cash flow from operating activities less interests paid & received, repayment of lease liabilities & related interests linked to operating activities.

Free cash flow before change in working capital requirements: Net cash flow from operating activities less interests paid & received, repayment of lease liabilities & related interests and before changes in WCR linked to operating activities.

Net debt (or financial net debt): Sum of long and short financial debt and associated derivatives, net of treasury and cash equivalents excluding lease liability since 1st January 2018.

Average net debt: Average of monthly net debt at end of each month.

Dividend pay-out: Dividend per share / Headline diluted EPS.



COMBINED GENERAL SHAREHOLDERS' MEETING

31 MAY 2023

