



10/10/13



Meeting of ORANE holders unanimously approves the proposed combination between Publicis and Omnicom and certain modifications to the ORANE issuance agreement

Paris, 10 October 2013. The holders of Bonds Redeemable into New or Existing Shares (ORANE) issued on 24 September 2002 (in an information memorandum (*note d'opération*) approved by the *Commission des Opérations de Bourse* under visa number 02-564 on 16 May 2002, ISIN Code: FR0000187783), have, in a bondholders' meeting on 10 October 2013, unanimously approved the proposed merger between Publicis and the company Publicis Omnicom Group, which will take place in the context of the proposed combination of Publicis and Omnicom announced on 28 July 2013.

On this occasion, the ORANE holders also approved certain modifications to the terms and conditions of the ORANE aimed on the one hand at providing for the mandatory redemption of all the ORANE following the extraordinary general meeting of Publicis' shareholders called to vote on the merger (such specific redemption event having no effect on the early redemption option available to the ORANE holders prior to this meeting in application of article 6.3.3.1 (iii) of the information memorandum), and on the other hand to specify that the accrued coupon which will be paid upon these early redemptions will be calculated on the annual coupon rate of 3.2946%.

As previously announced, the ORANE redemption parity has been adjusted by a multiple of 1.015 in order to take account of the portion of dividends paid out of premium in 2003 and 2004. As a result of this adjustment, each ORANE is entitled to 9.135 Publicis shares instead of 9 shares. In this context, Publicis shall offer to present and past ORANE holders justifying their ownership of ORANE on each of the redemption and coupon payment dates occurring within the limitation period, i.e. on 1st September of 2009 to 2013, a compensation corresponding to the additional shares and coupon that they should have received at such dates.

The annex to this press release sets out certain mechanics of the early redemption of ORANE (optional and mandatory) in connection with the merger and of the requests that may be made by holders in respect of the compensation proposal. A form will be made available in this respect on the Internet website of Publicis (www.publicisgroupe.com). A summary of the ORANE holders' meeting held on 10 October 2013 is also available on the Internet website of Publicis.

ANNEX

Mechanics of the early redemption of ORANE in connection with the proposed merger with Publicis Omnicom Group

Mechanics of the compensation proposal by Publicis to ORANE holders

This document sets out, as announced by Publicis in its press release on 10 October 2013 published following the meeting of holders of Bonds Redeemable into New or Existing Shares (the “**ORANE**”) issued on 24 September 2002 (in an information memorandum (*note d’opération*) approved by the *Commission des Opérations de Bourse* under visa number 02-564 on 16 May 2002, ISIN Code: FR0000187783), the mechanics of (i) the early redemption of ORANE (optional or mandatory) in connection with the merger with Publicis Omnicom Group and (ii) of the compensation proposal made by Publicis in the context of the adjustment of the basis of redemption of the ORANE.

Optional Early Redemption (article 6.3.3.1 of the information memorandum)

Publicis confirms that as a result of the announcement made on 28 July 2013 concerning its proposed combination with Omnicom which will occur by way of a merger of Publicis with the Dutch company Publicis Omnicom Group N.V., ORANE holders will be able to elect to exercise the early redemption option provided by article 6.3.3.1(iii) of the information memorandum.

Publicis will announce to holders the commencement and termination of a 10 trading-day period during which holders may, via their financial intermediary, request the early redemption of their ORANE (the “Redemption Period”). This Redemption Period will end at the latest 15 trading days prior to the general meeting of shareholders called to resolve on the merger.

Holders who have elected to benefit from this early redemption option will receive 9.135 shares per ORANE (the total number of shares delivered being rounded up or down at the option of each holder, with payment of the difference in cash) as well as the coupon accrued between 1st September 2013 and the last day of the Redemption Period. This coupon will be calculated in accordance with the third resolution voted on by the meeting of the holders, at the rate of 3.2946% annually.

Mandatory early redemption following the shareholders’ general meeting voting on the merger

Pursuant to the second resolution voted on by the meeting of the holders on 10 October 2013 and subject to approval by the general meeting of Publicis shareholders called to resolve on the merger, Publicis will, at the close of such shareholders’ meeting, undertake the early redemption of all remaining ORANE.

The delivery of shares further to this early redemption will occur within the 10 trading days following the general meeting of Publicis shareholders. Holders will receive 9.135 shares per ORANE (the total number of shares being rounded down, with payment of the difference in cash) as well as the coupon accrued between 1st September 2013 and the fifth trading day following the general meeting of Publicis shareholders resolving on the merger. This coupon will be calculated in accordance with the third resolution voted on by the meeting of the holders, at the rate of 3.2946% annually.

The shares delivered in redemption of the ORANE (whether optional or mandatory) will be immediately assimilated into existing shares and will in particular give right to the extraordinary dividend of 1 euro per share which will be voted on by the general meeting resolving on the merger.

Adjustment to the ORANE redemption parity and compensation proposal

Publicis reminds that it has proceeded with the adjustment of the ORANE redemption parity in order to take account of the portion of dividends paid out of premium in 2003 and 2004. Consequently, each ORANE is presently entitled to 9.135 instead of 9 Publicis shares.

Publicis is offering to present and past ORANE holders, who so elect via a simplified procedure, to receive in full and settlement, such additional shares and coupon that they should have received within the limitation period, i.e. on each of the redemption and coupon payment dates occurring on 1st September of 2009 to 2013, if Publicis had proceeded to adjust the ORANE redemption on such dates.

In order to do this, Publicis will in the coming days make available online on its Internet website a compensation request form. Holders who wish to benefit from this compensation will have to download this form, complete it with the information and supporting documentation required (in particular supporting documentation evidencing the receipt of redemption and coupon payments), sign it and return it by mail to Publicis, who will credit the accounts of such holders with the corresponding amount of shares and cash due.

Requests must be addressed to Publicis.

The documents are available on the website of Publicis at the following address:
www.publicisgroupe.com/

Forward-Looking Statements

This communication contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning Publicis, Omnicom, Publicis Omnicom Group, the proposed transactions and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of Publicis and Omnicom as well as assumptions made by, and information currently available to, such management. Forward-looking statements may be accompanied by words such as “aim,” “anticipate,” “believe,” “plan,” “could,” “would,” “should,” “estimate,” “expect,” “forecast,” “future,” “guidance,” “intend,” “may,” “will,” “possible,” “potential,” “predict,” “project” or similar words, phrases or expressions. These forward-looking statements are subject to various risks and uncertainties, many of which are outside the parties’ control. Therefore, you should not place undue reliance on such statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include failure to obtain applicable regulatory or shareholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed transactions; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; losses on media purchases and production costs incurred on behalf of clients; reductions in client spending, a slowdown in client payments and changes in client communication requirements; failure to manage potential conflicts of interest between or among clients; unanticipated changes relating to competitive factors in the advertising and marketing industries; ability to hire and retain key personnel; ability to successfully integrate the companies’ businesses; the potential impact of announcement or consummation of the proposed transactions on relationships with third parties, including clients, employees and competitors; ability to attract new clients and retain existing clients in the manner anticipated; reliance on and integration of information technology systems; changes in legislation or governmental regulations affecting the companies; international, national or local economic, social or political conditions that could adversely affect the companies or their clients; conditions in the credit markets; risks associated with assumptions the parties make in connection with the parties’ critical accounting estimates and legal proceedings; and the parties’ international operations, which are subject to the risks of currency fluctuations and foreign exchange controls. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties’ businesses, including those described in Omnicom’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the Securities and Exchange Commission (the “SEC”) and those described in Publicis’s annual reports, registration documents and other documents filed from time to time with the French financial market regulator (Autorité des Marchés Financiers or “AMF”). Except as required under applicable law, the parties do not assume any obligation to update these forward-looking statements.

NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and applicable European regulations. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without

limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

IMPORTANT ADDITIONAL INFORMATION WILL BE MADE AVAILABLE IN AN AFM APPROVED PROSPECTUS

Publicis Omnicom Group will make publicly available a prospectus, approved by the Dutch financial markets regulator (Stichting Autoriteit Financiële Markten or "AFM"), with respect to the issuance of new shares as a result of the proposed transactions and their admission to trading on a regulated market in the European Union (including any supplement thereto, the "Admission Prospectus"). The Admission Prospectus will be passported by the AFM to the AMF with a view to the admission of Publicis Omnicom Group shares to listing on Euronext Paris. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE ADMISSION PROSPECTUS, AND OTHER RELEVANT DOCUMENTS, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLICIS, OMNICOM, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and shareholders will be able to obtain free copies of the Admission Prospectus from Publicis Omnicom Group on Publicis's website at www.publicisgroupe.com or by contacting Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00.

IMPORTANT ADDITIONAL INFORMATION FOR PUBLICIS SHAREHOLDERS

Publicis will prepare a report to be made available in connection with the Publicis meeting of shareholders called to approve the proposed transactions (the "Report"). **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE REPORT, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE AMF, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLICIS, OMNICOM, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and shareholders will be able to obtain free copies of the Report from Publicis on its website at www.publicisgroupe.com or by contacting Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00.

IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC

Publicis Omnicom Group will file with the SEC a registration statement on Form S-4, which will include the proxy statement of Omnicom that also constitutes a prospectus of Publicis Omnicom Group (the "proxy statement/prospectus"). **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PUBLICIS GROUPE, OMNICOM, PUBLICIS OMNICOM GROUP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS.** Investors and shareholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by the parties by contacting Corporate Secretary, Omnicom Group Inc., 437 Madison Avenue, New York, NY 10022, (212) 415-3600 (for documents filed with the SEC by Omnicom) or Investor Relations, 133 avenue des Champs Elysées, 75008 Paris, France, +33 (0) 1 44 43 65 00 (for documents filed with the SEC by Publicis or Publicis Omnicom Group).

NO EEA PROSPECTUS UNTIL ADMISSION PROSPECTUS

No prospectus is required under the European Economic Area Prospectus Directive 2003/71/EC, as amended and as transposed in Dutch and French law, and no such prospectus or document will be made available until the Admission Prospectus is made available.

PARTICIPANTS IN THE SOLICITATION

Publicis, Omnicom and Publicis Omnicom Group and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Omnicom in respect of the proposed transactions contemplated by the proxy statement/prospectus. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the shareholders of Omnicom in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement/prospectus when it is filed with the SEC. Information regarding Omnicom's directors and executive officers is contained in Omnicom's Annual Report on Form 10-K for the year ended December 31, 2012 and its Proxy Statement on Schedule 14A, dated April 11, 2013, which are filed with the SEC.

About Publicis Groupe

Publicis Groupe [Euronext Paris FR0000130577, CAC 40] is one of the world's leading communications groups. We offer the full range of services and skills: digital (DigitasLBi, Razorfish, Rosetta, VivaKi), creative services (BBH, Leo Burnett, Publicis Worldwide, Saatchi & Saatchi), public affairs, corporate communications and events (MSLGROUP), media strategy, planning and buying (Starcom MediaVest Group and ZenithOptimedia) and healthcare communications, with Publicis Healthcare Communications Group (PHCG). Present in 108 countries, the Groupe employs 60,000 professionals.

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Contacts

Publicis Groupe

Peggy Nahmany	Corporate Communication	+ 33 (0)1 44 43 72 83
Martine Hue	Investor Relations	+ 33 (0)1 44 43 65 00
Stéphanie Constand-Atellian	Investor Relations	+ 33 (0)1 44 43 74 44
Dominique Le Bourhis	VP & Group Treasurer	+ 33 (0)1 44 43 65 18