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PUBLICIS GROUPE, S.A.

Extraordinary general meeting dated May 28, 2014

Statutory auditors' report on the free allocation of existing shares or shares to be issued (19th resolution)

ERNST & YOUNG ET AUTRES
MAZARS

MAZARS

Tour Exaltis
61, rue Henri Regnault
92075 Paris-La Défense Cedex
S.A. au capital de € 8.320.000

Commissaire aux Comptes
Membre de la compagnie régionale de Versailles

ERNST & YOUNG et Autres

1/2, place des Saisons
92400 Courbevoie – Paris-La Défense 1
S.A.S. à capital variable

Commissaire aux Comptes
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PUBLICIS GROUPE, S.A.

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To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with article L. 225-197-1 of the French Commercial Code (Code de Commerce), we hereby report on the proposed free allocation of existing shares or shares to be issued, reserved for beneficiaries to be determined by the Management Board from among (i) all or certain employees, or (ii) certain categories of employees, and/or (iii) certain eligible executive officers of the Company or French or foreign companies or economic interest groupings affiliated with the Company, an operation upon which you are called to vote.

The total number of Company free shares that may be allotted pursuant to this resolution shall not represent more than 5% of the Company's share capital. To these amounts shall be added, if applicable, the 3% limit mentioned in the fifteenth resolution adopted by the combined general shareholders' meeting of May 29, 2013.

Eligible executive officers of the Company may be allotted shares pursuant to this authorization, provided that:

- (i) definitive acquisition of the shares allotted is made conditional on the satisfaction of two performance standards determined by the Management Board at the time of its decision to allot such shares, measured over a period of three years,
- (ii) the shares allotted to such executive officers do not represent more than 0.5% of the Company's share capital, which shall be applied against the aforementioned limit of 5% of share capital and the 0.5% limit mentioned in the fifteenth resolution adopted by the combined general shareholders' meeting of May 29, 2013.

Your Management Board proposes that, on the basis of its report, it be authorized to allocate, for free and for a period of 38 months, existing shares or shares to be issued.

It is the responsibility of the Management Board to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Management Board's report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Management Board's report relating to the proposed free allocation of shares.

Courbevoie and Paris-La Défense, May 6, 2014

By the statutory auditors

ERNST & YOUNG et Autres
French original signed by

MAZARS
French original signed by

Vincent de La Bachelerie

Christine Staub

Loïc Wallaert

Anne-Laure Rousselou