



Description of the share buyback program authorized by the Combined General Meeting of May 26, 2021

Regulated information

Pursuant to Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, Articles 241-1 et seq. of the General Regulations of the Autorité des Marchés financiers (AMF), of the Regulation (EU) No 596/2014 of 16 April 2014, of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 and to market practices accepted by the AMF, this description of the program is intended to describe the objectives and the terms of the buyback program by Publicis Groupe SA (the **Company**) of its own shares under the authorization given by the Combined General Meeting of May 26, 2021 in its 20th resolution.

This description is made available to shareholders on the Company's website (<https://www.publicisgroupe.com/en/investors/investors-analysts/regulatory-information>) and is made known to the public according to the terms defined in article 221-3 of the AMF general regulations.

In accordance with the provisions of Article 241-2 II of the AMF General Regulations, while the buyback program is being carried out, any modification of any of the information listed in this Description will be brought to knowledge of the public as soon as possible in accordance with the terms defined in Article 221-3 of the AMF General Regulations.

Issuer: Publicis Groupe S.A., Company with a Management Board and Supervisory Board with capital of 101,329,968.40 euros, head office: 133 avenue des Champs-Élysées, 75008 Paris, 542 080 601 RCS Paris

Place of listing: Euronext Paris - Compartment A

LEI Code: 2138004KW8BV57III342

ISIN Code: FR0000130577

Number of securities and share of capital that the issuer holds directly or indirectly

As of August 31, 2021, the Company's share capital is composed of 253,324,921 fully paid-up shares, including 1,510,600 shares held by the Company representing 0.60% of the capital.

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Publicis Groupe S.A. • French limited liability company (société anonyme) with a Management Board and a Supervisory Board, with a share capital of euro 101 329 968,40 euros

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Allocation by objective of shares held on September 25, 2021

As of September 25, 2021, the 1,511,850 treasury shares held by the Company were allocated as follows:

- Up to 86,500 shares, with the objective of stimulating the secondary market or the liquidity of the Publicis Groupe S.A. share through a liquidity contract.
- Up to 1,425,350 shares, with the objective of allocating or selling shares to employees and / or corporate officers of the Company and / or its Groupe.

Features of the share buyback program

Objectives of the share buyback program

The objectives of this program as authorized by the Shareholders' Meeting of May 26, 2021 (20th resolution) are as follows:

- to grant or transfer shares to employees and/or corporate officers of the Company and/or of its Groupe , in accordance with the terms and conditions and procedures provided for by applicable regulations, in particular as part of a statutory profit-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, in accordance with legal requirements;
- to deliver shares in order to honor commitments related to securities convertible to equity through redemption, conversion, exchanges, presentation of a warrant, or in any manner for the awarding of the Company's common stock;
- to hold and subsequently deliver shares for exchange in a merger, spin-off or asset contribution, for payment, or other, in external growth operations;
- to stimulate the secondary market or the liquidity of Publicis Groupe SA shares through the intermediary of an investment services provider acting pursuant to a liquidity contract and in compliance with market practices recognized by the Autorité des marchés financiers (as modified, where applicable); and
- to cancel all, or some, of the shares acquired, under the conditions permitted by law, pursuant to the authorization granted by the 21st resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of May 26, 2021.

This buyback program would also permit the Company to trade in its own shares with any other authorized purpose or accepted market practice or any that would become so by the law or regulations in force. In such a case, the Company would inform its shareholders through a press release.



Maximum capital repurchase percentage authorized by the Shareholders' Meeting

The maximum number of shares that can be purchased during the buyback program must not exceed 10% of the shares making up the Company's share capital on the date of each repurchase. This percentage will apply to the share capital as adjusted to reflect transactions affecting the share capital carried out subsequent to this General Shareholders' Meeting. When shares are redeemed to promote liquidity in accordance with the requirements of the General Regulation 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.

The number of shares purchased with a view to their retention or future delivery in connection with merger, spin-off or contribution transactions shall not exceed 5% of the share capital of the Company.

Maximum purchase price

The maximum unit purchase price is set at eighty-five (85.00) euros, excluding acquisition costs, it being specified that this price will not be applicable to the repurchase of shares used to satisfy the free allocation of shares to employees and / or corporate officers of the Company and the Groupe or the exercise of options by the latter.

The maximum amount that the Company may devote to the repurchase of its shares under this authorization is set at two billion one hundred and six million thirty-six thousand eight hundred and twenty-three (2,106,036,823) euros, net of costs.

In the event of a change in the nominal value of the Company's shares or in the event of operations on its capital, the aforementioned purchase price may be adjusted in order to take into account the impact of these operations on the value of the share.

Modalities of the buyback

The Company may, either directly or indirectly through an investment services provider, acquire its shares, sell them or transfer them, on one or more occasions, at any time and by any means authorized by the regulations in force or which would come to be, on regulated markets, multilateral trading systems, with systematic or over-the-counter internalisers, and in particular by acquisition or sale of blocks (without limiting the part of the buyback program that could be carried out by this means), repurchase sales, by public purchase or exchange offer, by use of optional mechanisms or by use of any derivative financial instrument, or by recourse to bonds or, more generally, to transferable securities giving right to shares in the Company. The Company may also keep the shares purchased and / or cancel them, subject to authorization given by the General Meeting ruling in its extraordinary form, in compliance with applicable regulations.

The General Meeting has given full powers to the Management Board, with the option of subdelegation under the conditions provided for by law and by the Company's articles of association, to determine the terms and conditions for this implementation, to allocate or reallocate the shares acquired to the various objectives pursued under the applicable legal and regulatory conditions, enter



into all acts, enter into all agreements, carry out all formalities and declarations to all organizations and generally take the necessary steps for the application of the 20th resolution.

The Combined General Meeting of May 26, 2021, in its 21st resolution, also authorized the Management Board, for a period of 26 months, to reduce, if necessary, the share capital through the cancellation, on one or more occasions, in the limit of 10% of the capital authorized by law (this limit applies to an amount of the Company's capital which will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this Meeting), by twenty-four month periods, of all or part of the Publicis Groupe SA treasury shares acquired under the share purchase programs authorized by the General Shareholders Meeting.

Duration of the program

The program was authorized for a period of eighteen months from May 26, 2021, until November 26, 2022.