

This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

PUBLICIS GROUPE, S.A.

Year ended December 31, 2012

Statutory auditors' report on the authorization for allocation of stock options and/or share purchase plans

ERNST & YOUNG et Autres

MAZARS

MAZARS
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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
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S.A.S à capital variable

Commissaire aux Comptes
Membre de la compagnie régionale de Versailles

PUBLICIS GROUPE, S.A.

Year ended December 31, 2012

Statutory auditors' report on the authorization for allocation of stock options and/or share purchase plans

15th resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with articles L. 225-177 and R. 225-144 of the French Commercial Code, we hereby report to you on the proposed authorization for allocation of stock options and/or share purchase plans reserved for employees or some of them, or for certain categories of employees as well as eligible corporate officers or some of them, of the Company or of French or foreign companies or economic interest groups affiliated with it, as defined by the provisions of article L. 225-180 of the French Commercial Code, an operation upon which you are called to vote.

The stock options and the purchase options granted under this authorization do not give the right to subscribe or purchase a total number of shares greater than 3% of the share capital as at the date the Board of Directors decides to grant them, given that the shares resulting from the exercise of the options granted to corporate officers should not represent more than 0,5% of the share capital as defined above. This limit will be set off against the ceiling of 5% set in the 22nd resolution (granting free shares to employees and corporate officers) approved by the General Board Meeting of June 11th, 2011 until the expiry of the delegation under this resolution.

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of 38 months starting on the date of the present shareholders' meeting, to grant options to subscribe to and/to purchase shares.

It is the responsibility of the Board of Directors to prepare a report on the reasons for the stock options and/or share purchase plans and on the proposed methods used to determine the subscription or purchase price. Our role is to report on the proposed methods to determine the subscription or purchase price of the shares.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body for this type of engagement. These procedures consisted in particular, in verifying that the methods proposed to determine the subscription or purchase price are included in the Board of Directors' report, and are in accordance with French laws and regulations..

We have no matters to report as to the proposed methods for the determination of the subscription or purchase price..

Paris-La Défense, April 26, 2013

By the statutory auditors

MAZARS
French original signed by

ERNST & YOUNG et Autres
French original signed by

Loïc Wallaert

Anne-Laure Rousselou

Jean Bouquot

Christine Staub