



Q1 2014

DISCLAIMER

This presentation contains forward-looking statements. The use of the words "aim(s)", "expect(s)", "feel(s)", "will", "may", "believe(s)", "anticipate(s)" and similar expressions in this presentation are intended to identify those statements as forward-looking. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Other than as required by applicable securities laws, Publicis Groupe undertakes no obligation to publish revised forward-looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of unanticipated events. Publicis Groupe urges you to review and consider carefully the various disclosures it has made concerning the factors that may affect its business, including the disclosures made under the caption "Risk Factors" in the 2013 Registration Document filed with the French financial markets authority (AMF).



REVENUE Q1 2014

- **Sequential improvement in Q1 2014 vs. Q4 2013**

- Group: +3.3% in Q1 2014 vs. +0.7% in Q4 2013
- Europe*: +2.1% in Q1 2014 vs. +0.1% in Q4 2013
- China: +0.2% in Q1 2014 vs. -10.8% in Q4 2013

- **Digital continues to post double-digit growth: +10.4%**

- **Healthcare returns to solid double digit growth**

- **Margin: Continuous Improvement in Q1 2014**

* Europe excluding Russia and Turkey

REVENUE Q1 2014

Revenue (EUR million)

2014

1,597

2013

1,563

**Organic Growth
+3.3%**

- Revenue increase vs. 2013 : +2.2%
- Forex Impact: -4.2%
- At constant exchange rate: +6.8%

REVENUE Q1 2014 BY GEOGRAPHY

(EUR million)	Q1 2014	Q1 2013	Var. 2014 vs 2013	Q1 2014 Organic Growth
Europe (*)	474	442	+7.2%	+2.1%
North America	795	776	+2.4%	+4.3%
BRIC + MISSAT (**)	190	201	-5.5%	+0.5%
RoW	138	144	-4.2%	+5.1%
Total	1,597	1,563	+2.2%	+3.3%

* Europe excluding Russia and Turkey

** MISSAT includes Mexico, Indonesia, Singapore, South Africa, Turkey – Bric-Missat Organic Growth in Q4 2013: -5,9%

GROWTH BY COUNTRY

Organic Growth

Q1 2014

> 5 %

Arab Emirates, Argentina, Australia, Chile, Colombia, Germany, Italy, Poland, Russia, Singapore, Saudi Arabia, Thailand, Turkey

From 0 to 5%

Brazil, Canada, France, Greater China, Japan, Spain, Sweden, USA

< 0%

Greece, India, Israel, Mexico, Norway, South Africa, UK, Venezuela



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Focus on Europe

- **France:** Positive in Q1 2014, after 2 years of slowdown
- **Germany:** Healthy Growth
- **Spain/Italy:** Positive signs
- **UK:** Lower incentives in the FMCG sector
Phasing issue in Media buying
Growth expected in Q2 2014



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REVENUE IN USD

(USD million)

Q1 2014

Q1 2013

2,187

2,063

+6.0%



DIGITAL

Q1 2014

Q1 2013

% of Group
revenue

40.9%

36.9%

EUR million

€ 653 M

€ 576 M



Organic Growth +10.4%

FAST GROWING MARKETS

Q1 2014

Q1 2013

% of Group
revenue

22.2%

23.6%

EUR million

€ 354 M

€ 369 M



Organic Growth +2.8%

Forex : -40 M€ ; -11.3%

LBi acquisition: geographic footprint mainly in mature markets

ORGANIC GROWTH BY REGION AND ACTIVITY

	EUROPE*	NORTH AMERICA	BRIC + MISSAT**	ROW	TOTAL
DIGITAL	+10.2%	+8.3%	+30.1%	+30.8%	+10.4%
ANALOG	-1.2%	0.0%	-3.3%	0.0%	-0.9%
Total	+2.2%	+4.3%	+0.5%	+5.1%	+3.3%

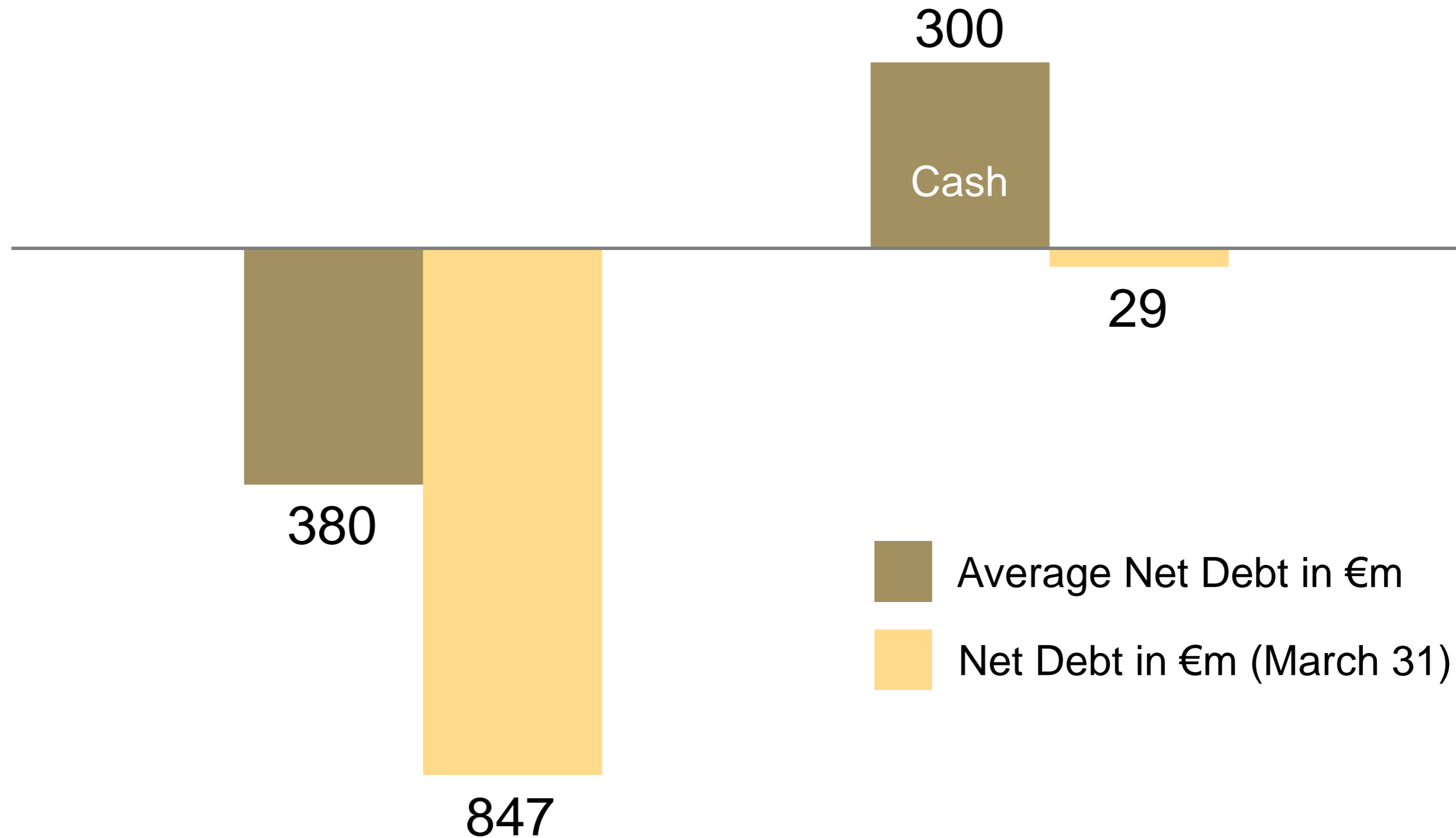
* Europe excluding Russia and Turkey

** MISSAT includes Mexico, Indonesia, Singapore, South Africa, Turkey

NET DEBT

Q1 2013

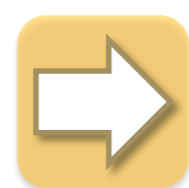
Q1 2014



GROSS DEBT AT 31 MARCH 2014

• Split by MATURITY

(EUR million)	Total	Apr 2014 - Mar 2015	Apr 2015 - Mar 2016	Apr 2016 - Mar 2017	Apr 2017 - Mar 2018	Apr 2018 onwards
Eurobond 2015	260	260				
Oranes	41	41				
Earn out / Buy out	354	213	82	38	18	3
Other debt*	135	34	23			78
Total gross debt	790	548	105	38	18	81



No Covenants
Robust Balance Sheet

* Including fair value of associated derivatives

LIQUIDITY AT 31 MARCH 2014

(EUR million)	Total	Drawn	Available	Available as of March 31, 2013
Committed Facilities				
364-day revolving credit facilities	205	-	205	85
5-year revolving credit facility*	504	-	504	509
5-year syndicated facility (Club Deal) **	1,200	-	1,200	1,200
Total Committed Facilities	1,909	-	1,909	1 794
Cash and Marketable Securities	761	-	761	613
Total Liquidity	2,670	-	2,670	2 407
Group other uncommitted facilities	223	6	217	142

* 400m€ maturing 2018, 54m€ maturing 2017, 50m€ maturing 2014

** Maturing 2016



MERGER UPDATE

MERGER UPDATE

- **Anti-trust**

- Clearance obtained in the US, Europe and 12 countries around the world
- Anti-trust clearance still under review in China

- **Other key regulatory authorizations to be obtained before closing**

- French tax agreement
- S4 to be filed (SEC)
- European Prospectus to be submitted to the AFM

- **Planning and preparing the integration**

- More than 70 work streams (Cross-selling, Digital, Shared Services, Talent...)



OUTLOOK

ZENITHOPTIMEDIA FORECASTS

2014 Forecast*
as of April 2014

Worldwide (Media)	+5.5%
United States	+4.9%
Japan	+1.9%
Eurozone including	+0.7%
Germany	+1.5%
France	+0.3%
Italy	-3.7%
Spain	+2.0%
United Kingdom	+5.8%
China	+11.6%
Brazil	+9.2%
Ad Agencies Revenue Growth Estimate	≈ 3.5%

* ZenithOptimedia Major Media Ad Forecasts for 2014 current prices (%)

OBJECTIVES 2014

**SUCCESSFULLY COMPLETE
THE PUBLICIS - OMNICOM
MERGER**

**ACCELERATE INTERNAL
2018 PLAN
AS STAND ALONE**



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ORGANIC GROWTH OBJECTIVES 2014

- **FY 2014 Organic Growth \geq 4%**

- Q2 unfavorable comps
- H2 > H1
- Mid single digit growth in China
- Strong growth in digital



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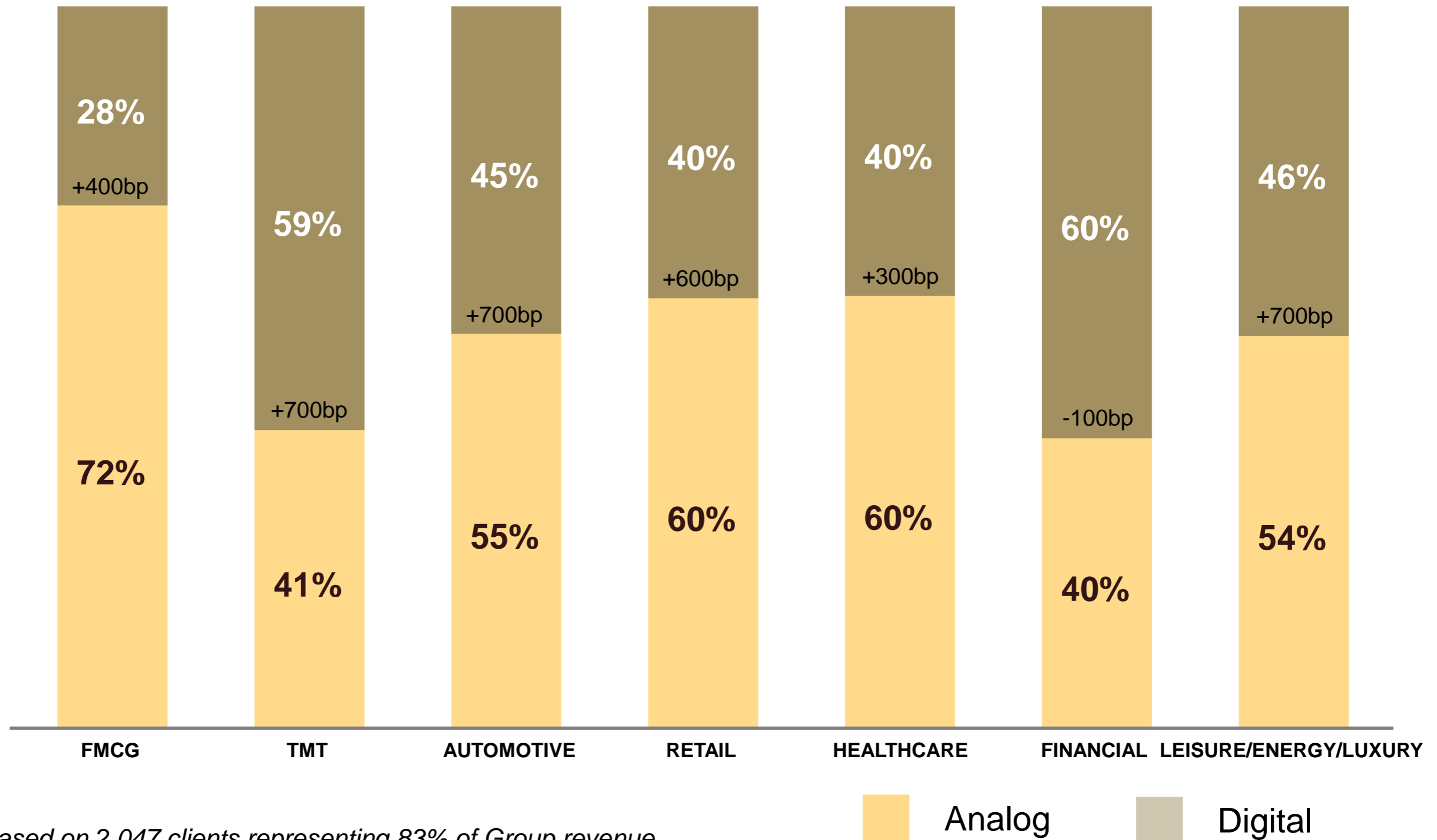
Q&A



APPENDIX

SPLIT OF REVENUE BY SECTOR

• Digital vs. Analog



Based on 2,047 clients representing 83% of Group revenue



REVENUE & ORGANIC GROWTH

• Calculation – Q1 2014

(EUR million)	Q1
2013 Revenue	1,563
Currency impact	(67)
2013 Revenue at 2014 exchange rate ^(a)	1,496
2014 Revenue before impact of acquisitions ^{(1) (b)}	1,545
Revenue from acquisitions ⁽¹⁾	52
2014 Revenue	1,597

Organic growth (b/a)

+3.3%

Currency impact (EUR million)	
(EUR million)	Q1
GBP	4
USD	(27)
Other	(44)
Total	(67)

(1) Acquisitions (Webformance Saint Briec, Indigo, Flip, King Harvests, UBS, Pixelpark, Longtuo, BBR, BBH, Neogama, CNC, Webformance Bordeaux, AR Media, Arachnid, Resultrix, Webformance Spain, Diplomatic Cover, Grita, Istrat, Outside Line, Bromley, Monterosa, Rokkan, LBi, Blue Parrot, Market Gate, Taterka, Convonix, Netalk, Neev, BosZ, Espalhe, Engauge, Poke, TPM, ZO Romania, Jana, Interactive Solutions, ETO, Heartbeat, Verilogue, Synergize, Walker Media, Beehive, Prima, ZO South Africa, Lighthouse, Polarix, Owen Kessel, Qorvis, M&K India, Hawkeye) nettes de cessions

2014: 1 EUR = 1.370 USD 2013: 1 EUR = 1.320 USD
 1 EUR = 0.828 GBP 1 EUR = 0.852 GBP

GROSS DEBT AT 31 MARCH 2014

• Split by CURRENCY

(EUR million)	Total	EURO	USD	GBP	Others
Eurobond 2015	260	260			
Oranes	41	41			
Earn out / Buy out	354	31	76	41	206
Other debt*	135	1	78	(2)	58
Total gross debt	790	333	154	39	264
Cash & marketable securities**	(761)	(700)	517	(23)	(555)
Net debt (cash)	29	(367)	671	16	(291)

* Including fair values of associated derivatives

** After effect of currency swaps

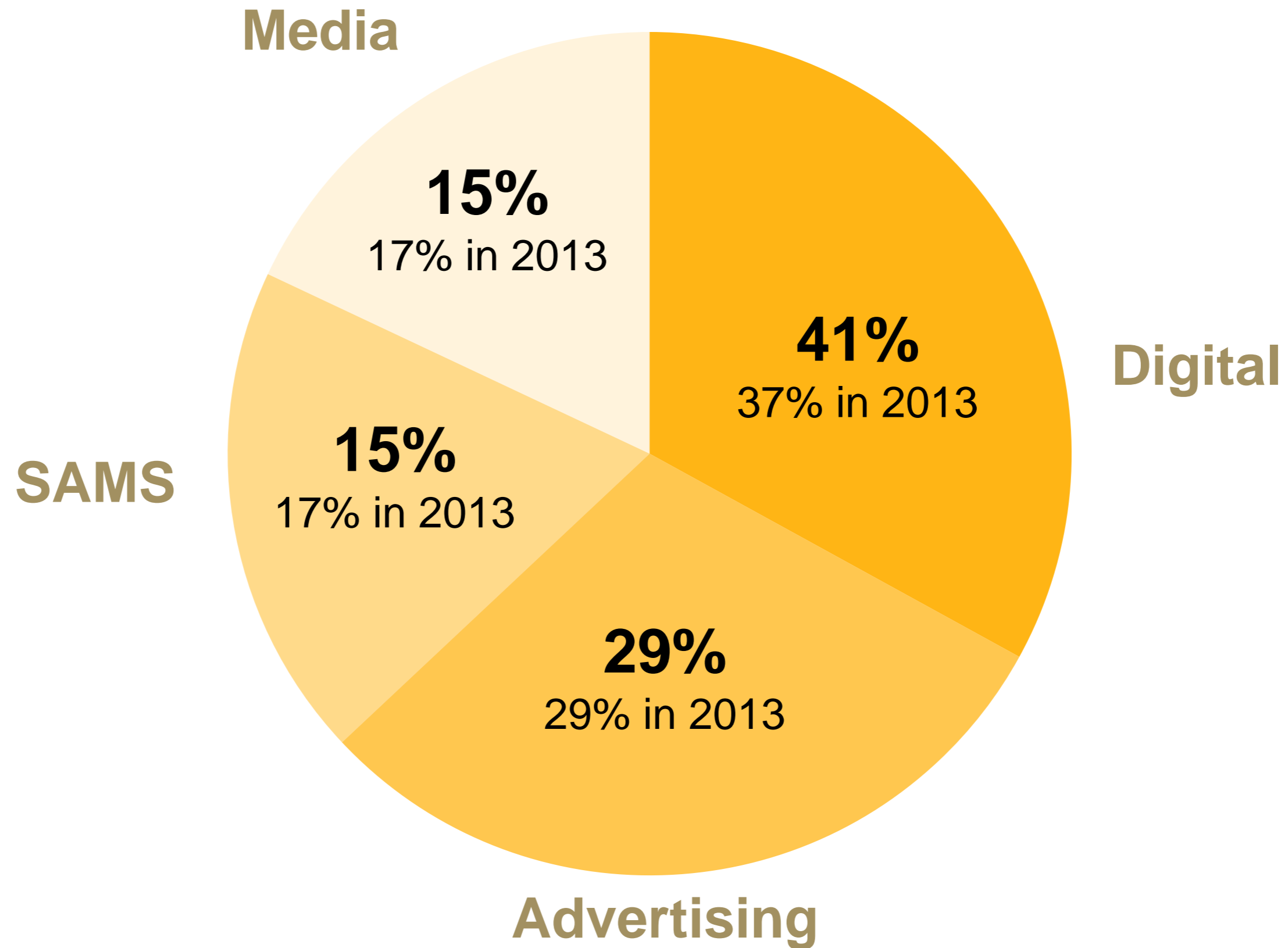
NET DEBT AT 31 MARCH 2014

• Split by RATE

(EUR million)	Total	Earn-out / Buy-out	Fixed rate	Variable rate
Eurobond 2015	260		260	
Oranes	41		41	
Other debt*	135		78	57
Total gross debt excluding earn out/buy out	436		379	57
Earn out / Buy out	354	354		
Cash & marketable securities	(761)			(761)
Net debt (cash)	29	354	379	(704)

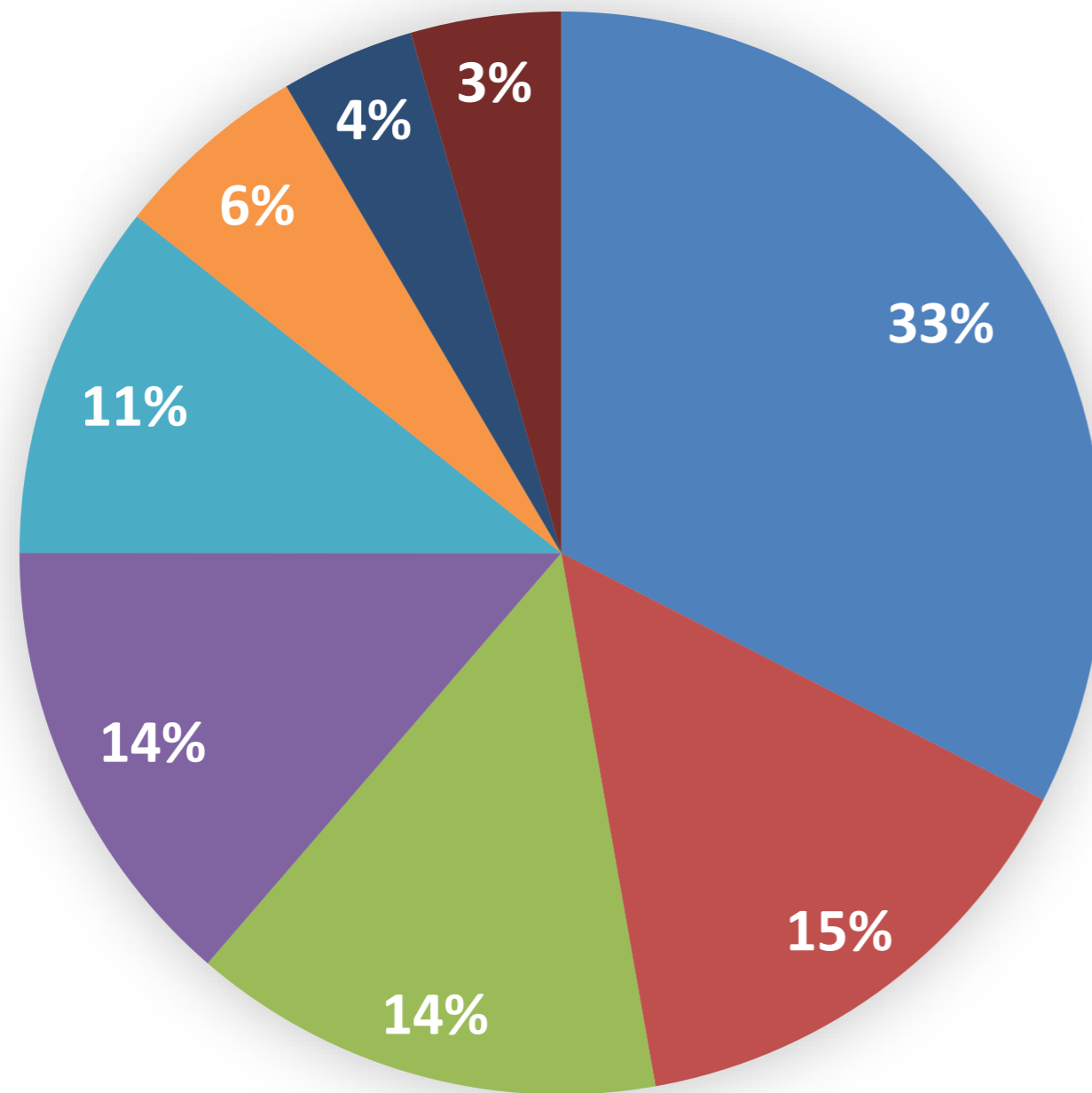
* Including fair values of associated derivatives

Q1 2014 - REVENUE BY ACTIVITY

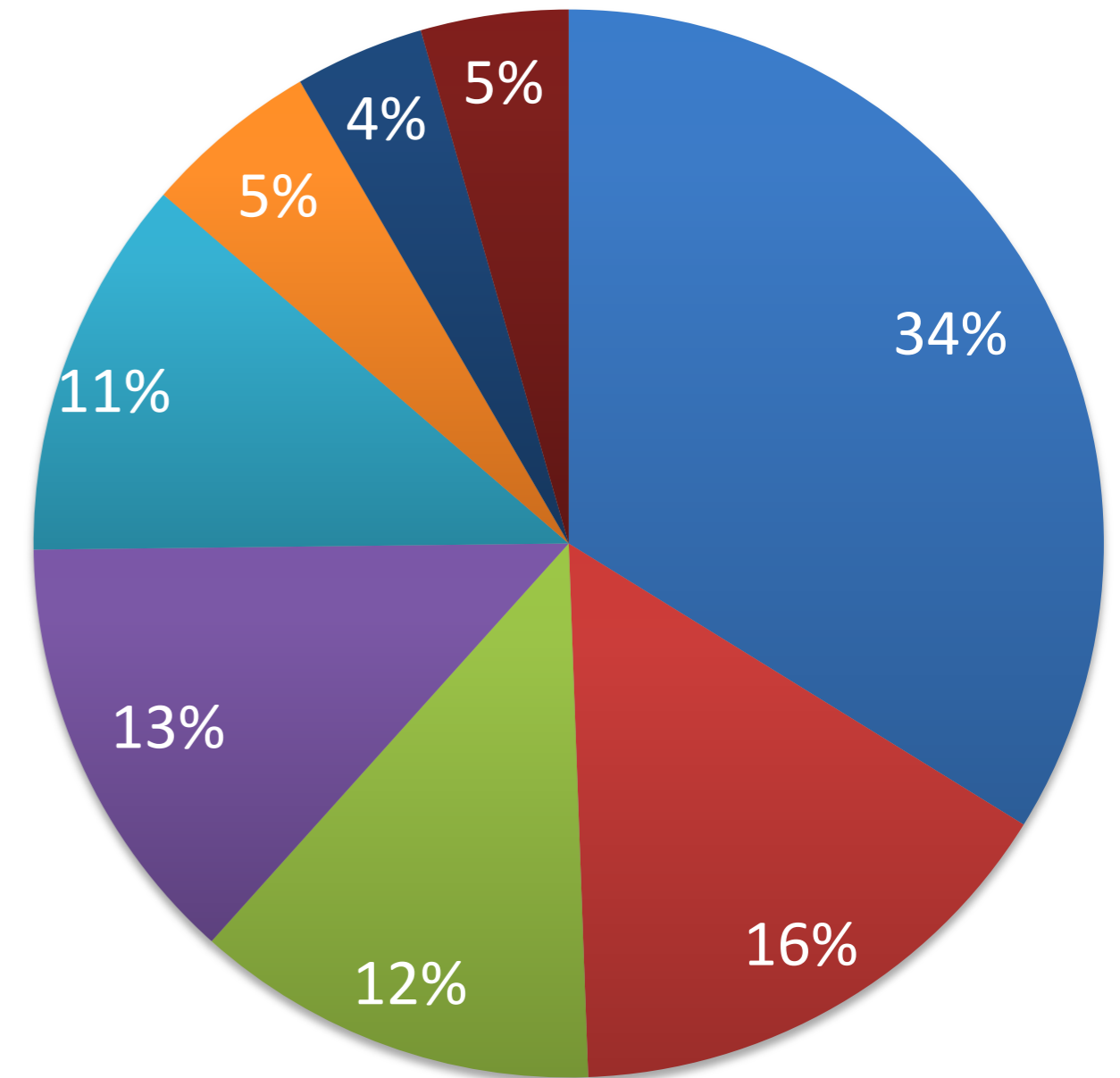


REVENUE BY SECTOR

Q1 2014



Q1 2013



- FMCG
- TMT
- Healthcare
- Automotive
- Financial
- Leisure/Energy/Luxury
- Retail
- Other

Based on 2,047 clients representing 83% of Group revenue



REVENUE BY GEOGRAPHY IN USD - 2014

(USD million)	Q1 2014	Q1 2013	Var. 2014/2013
Europe (*)	649	584	+11.1%
North America	1,089	1,024	+6.3%
BRIC + MISSAT (**)	260	265	-1.9%
RoW	189	190	-0.5%
Total	2,187	2,063	+6.0%

* Europe excluding Russia and Turkey

** MISSAT includes Mexico, Indonesia, Singapore, South Africa, Turkey

All entities translated into US dollars using the following average exchange rates:

2014: 1 USD = 0.730 EUR

2013: 1 USD = 0.758 EUR

REVENUE BY GEOGRAPHY - Q1 2014 - Old split

(EUR million)	Q1 2014	Q1 2013	Q1 organic growth	Q1 2014 vs. Q1 2013
Europe	494	464	+2.5%	+6.5%
North America	795	776	+4.3%	+2.4%
Asia Pacific	177	183	+0.4%	-3.3%
Latin America	92	101	+5.0%	-8.9%
Middle East Africa	39	39	+1.6%	-
Total	1,597	1,563	+3.3%	+2.2%



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SAFE HARBOR STATEMENT

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements (including within the meaning of the Private Securities Litigation Reform Act of 1995) concerning Omnicom, Publicis, 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 Omnicom and Publicis 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 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 OMNICOM, PUBLICIS, 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).



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SAFE HARBOR STATEMENT

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.

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

Omnicom, Publicis 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, 2013 and its Proxy Statement on Schedule 14A, dated April 10, 2014, which are filed with the SEC.



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